

14 October 2025

Dear Shareholders

Annual General Meeting – Notice of Meeting & Proxy Form

Notice is hereby given that the Annual General Meeting (Meeting) of shareholders of MyEco Group Ltd (Company) (ASX: MCO) will be held at the offices of William Buck, at Level 20, 181 William Street, Melbourne VIC 3000 on Thursday 13 November 2025 at 10:00am (Melbourne time)

In accordance with section 110D (1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Company's notice of the Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the following link:

- via the Company's website at <https://myeco.group/investors/>; and
- via the ASX page at <https://www.asx.com.au/markets/company/MCO>; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 423 412 399 or at clai@myeco.group between 9:00am to 5:00pm (AEDT) on Monday to Friday to arrange to access a copy of the Notice.

For and on behalf of The Board of MyEco Group Ltd.

Colin Lai
Company Secretary
MyEco Group Ltd



MYECO GROUP LTD
(ABN 89 064 755 237)

NOTICE OF ANNUAL GENERAL MEETING

Time: **10:00 am Melbourne time**
Date: **Thursday, 13 November 2025**
Venue: **Level 20, 181 William Street, Melbourne VIC 3000**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 423 412 399

MYECO GROUP LTD
(ABN 89 064 755 237)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“**AGM**” or “**Annual General Meeting**”) of Shareholders of MyEco Group Ltd (ABN 89 064 755 237) (ASX: MCO) (“**MyEco Group**” or the “**Company**”) will be held at the offices of William Buck, at Level 20 181 William Street, Melbourne VIC 3000 on Thursday 13 November 2025 at 10:00am (Melbourne time) for the purposes of transacting the following business.

If you are unable to attend the AGM, we invite and encourage you to watch a live webcast online at https://us02web.zoom.us/webinar/register/WN_tsv97nHnT3eAhQZ7-KsZcw

The Explanatory Memorandum and Proxy Form accompanying this Notice of Annual General Meeting (“**NOM**”, “**Notice**” or “**Notice of Meeting**”) are hereby incorporated in and comprise part of this Notice of Annual General Meeting.

All capitalised terms that are not specifically defined in this Notice of Meeting have the same meaning as in the *Corporations Act 2001* (Cth).

AGENDA

FINANCIAL STATEMENTS, DIRECTORS’ REPORT, AND AUDITOR’S REPORT

To receive and consider the Financial Statements, the Directors’ Report, and the Independent Auditor’s Report for the Company for the financial year ended 30 June 2025 (“**Annual Report**”).

An electronic copy of the Annual Report is available to download or view on the Company’s website at: <https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02984165-3A674567&v=4a466cc3f899e00730cfbfcd5ab8940c41f474b6>

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, the following non-binding resolution as an **Ordinary Resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2025, as set out in the Directors’ Report of the Annual Report of the Company on pages 21 to 29, be adopted.”

Note: The vote on this Resolution 1 is advisory only and does not bind the Company or the Directors.

Voting Prohibition Statement

In accordance with section 250R(4) of the *Corporations Act 2001* (Cth), a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 (as set out above), and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting, and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – NATALYA JURCHESHIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Natalya Jurcheshin who retires as a Director of the Company by rotation in accordance with ASX Listing Rule 14.5 and clause 4.3 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF DIRECTOR – DONALD HALLER JR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Donald Haller Jr, who retires as a Director of the Company by rotation in accordance with ASX Listing Rule 14.5 and clause 4.3 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3.

RESOLUTION 4: APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR RICHARD TEGONI UNDER THE EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of 3,489,922 Performance Rights to Mr Richard Tegoni, a Director of the Company, pursuant to the Company’s Employee Incentive Plan on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Prohibition Statement

A vote on Resolution 4 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 4 (as set out above), and either:

- (a) the proxy appointment is in writing that specified the way the proxy is to vote on the resolution; or
- (b) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a Key Management Personnel or a Closely Related Party of a Key Management Personnel (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- (a) Mr Richard Tegoni;
- (b) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Incentive Plan; or
- (c) an associate of the person(s) specified in paragraphs (a) or (b) above.

However, the Company will not disregard a vote if:

- (d) it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form;
- (e) it is cast by the Chairman of the Annual General Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (f) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to exercise all undirected proxies in favour of Resolution 4.

RESOLUTION 5: APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR STEPHEN WALTERS UNDER THE EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of 1,985,455 Performance Rights to Mr Stephen Walters, a Director of the Company, pursuant to the Company's Employee Incentive Plan on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Prohibition Statement

A vote on Resolution 5 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 5 (as set out above), and either:

- (c) the proxy appointment is in writing that specified the way the proxy is to vote on the resolution; or
- (d) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a Key Management Personnel or a Closely Related Party of a Key Management Personnel (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- (a) Mr Stephen Walters;
- (b) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Incentive Plan; or
- (c) an associate of the person(s) specified in paragraphs (a) or (b) above.

However, the Company will not disregard a vote if:

- (d) it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form;
- (e) it is cast by the Chairman of the Annual General Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (f) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to exercise all undirected proxies in favour of Resolution 5.

RESOLUTION 6: RATIFICATION OF THE PRIOR ISSUE OF 1,250,000 CONVERTIBLE NOTES

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution:**

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve the prior issue of 1,250,000 Convertible Notes to sophisticated and professional investors, and such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes in favour of Resolution 6 by or on behalf of:

- (a) any person or persons who participated in the issue or is a counterparty to the agreement being approved; and
- (b) any associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (d) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction of the proxy form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all undirected proxies in favour of Resolution 6.

RESOLUTION 7: APPROVAL OF THE ISSUE OF 100,000 CONVERTIBLE NOTES TO COB PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 100,000 Convertible Notes to COB Pty Ltd (a related party of Mr Richard Tegoni) and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Mr Richard Tegoni, COB Pty Ltd and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (d) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction of the proxy form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all undirected proxies in favour of Resolution 7.

RESOLUTION 8: APPROVAL OF THE ISSUE OF 100,000 CONVERTIBLE NOTES TO TEGONI FAMILY SUPER FUND

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 100,000 Convertible Notes to Tegoni Family Super Fund (a related party of Mr Richard Tegoni) and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes , on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Mr Richard Tegoni, Tegoni Family Super Fund and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (d) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction of the proxy form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all undirected proxies in favour of Resolution 8.

RESOLUTION 9: APPROVAL OF THE ISSUE OF 50,000 CONVERTIBLE NOTES TO RATHANEY PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 50,000 Convertible Notes to Rathaney Pty Ltd (a related party of Mr James (Jim) Walsh), and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes , on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) Mr Jim Walsh, Rathaney Pty Ltd and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (d) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction of the proxy form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all undirected proxies in favour of Resolution 9.

RESOLUTION 10: APPROVAL OF THE ISSUE OF 25,000 CONVERTIBLE NOTES TO HELPLESS PTD LTD

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 25,000 Convertible Notes to Helpless Pty Ltd (a related party of Mr Stephen Walters), and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes , on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Mr Stephen Walters, Helpless Pty Ltd and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (d) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction of the proxy form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all undirected proxies in favour of Resolution 10.

RESOLUTION 11: APPROVAL OF THE ISSUE OF 80,000 CONVERTIBLE NOTES TO MR DONALD HALLER JR.

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 80,000 Convertible Notes to Mr Donald Haller Jr., and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) Mr Donald Haller Jr. and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (d) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction of the proxy form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all undirected proxies in favour of Resolution 11.

RESOLUTION 12: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of the issue of Equity Securities under Listing Rule 7.1A (except a benefit solely in the capacity of a holder of Shares from any potential proposed issue); or
- (b) any associate of that person (or those persons).

However, the Company will not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form;
- (d) it is cast by the Chairman of the Annual General Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to exercise all undirected proxies in favour of Resolution 12.

ENTITLEMENT TO ATTEND AND VOTE AT MEETING

Entitlement to attend and vote at the Annual General Meeting

All members may attend the Annual General Meeting. The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations that for the purposes of voting at the meeting, shares will be taken to be held by the persons who are registered as the holders of those shares as at 7:00 pm (AEDT) on **Tuesday 11 November 2025**. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Voting in Person

If you are proposing to attend the Annual General Meeting and vote, there is no need for you to take any further action at this time.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Annual General Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Annual General Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Annual General Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by Tuesday 10:00 am (AEDT) on 11 November 2025.

- by mail to Share Registry
Automic Group
GPO Box 5193, Sydney NSW 2000
- personally, to Share Registry
Automic Group
Level 5, 126 Phillip St Sydney NSW 2000
- by email: meetings@automicgroup.com.au
- by email: clai@myeco.group

Further instructions are on the reverse of the Proxy Form.

Undirected Proxies and Voting Restrictions

Where permitted, the Chairman of the Annual General Meeting will vote undirected proxies **in favour** of all the Resolutions. This will be on the basis that the Proxy Form expressly authorises the Chairman to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If you appoint a Director (other than the Chairman of the meeting), or any of the Company's other Key Management Personnel or a Closely Related Party of that person, as your proxy and do not direct your proxy how to vote on Resolutions 1,4,5, the proxy will not be permitted to vote as your proxy on those resolutions. Accordingly, if you want your vote to be counted on those Resolutions, you should direct your proxy how to vote in respect of those Resolutions.

Corporate representation

A corporation which is a member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Annual General Meeting. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Annual General Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

Voting Exclusion

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Annual General Meeting.

By Order of the Board of

MyEco Group Ltd

Colin Lai

Company Secretary

Dated: **14 October 2025**

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the MyEco Group Ltd (ABN 89 064 755 237) (ASX: MCO) (“**MyEco Group**” or the “**Company**”) Notice of Annual General Meeting to be held at the offices of William Buck, at Level 20, 181 William Street, Melbourne VIC 3000 on **Thursday 13 November 2025 at 10:00am (AEDT)** for the purposes of transacting the following business.

BUSINESS

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

Background

As required by section 317 of the *Corporations Act 2001* (Cth), the Financial Report, Directors’ Report and the Auditor’s Report of the Company for the financial year ended 30 June 2025 will be laid before the Annual General Meeting. The Remuneration Report is included in the Directors’ Report contained in the Company’s 2025 Annual Report at pages 21 to 29 inclusive.

Shareholders may access the Company’s 2025 Annual Report by visiting the Company’s website (www.myeco.group) or may order a hard copy of the 2025 Annual Report by emailing the Company Secretary at clai@myeco.group.

The Remuneration Report:

- (a) explains the Board’s policy for determining the nature and amount of remuneration of non-executive Directors, executive Directors and senior management of the Company;
- (b) explains the relationship between the Board’s remuneration policy and the Company’s performance;
- (c) sets out remuneration details for each Director and the most highly remunerated senior management of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of executive Directors and senior management of the Company.

Pursuant to section 250R(2) of the *Corporations Act 2001* (Cth), at the Annual General Meeting, the Company must propose a resolution that the Remuneration Report be adopted.

The purpose of Resolution 1 is to seek Shareholder approval to adopt the Remuneration Report.

Section 250R (3) of the *Corporations Act 2001* (Cth) provides that Resolution 1 is advisory only and does not bind the Directors of the Company.

However, in accordance with sections 250U and 250V of the *Corporations Act 2001* (Cth), where a resolution on the Remuneration Report receives a ‘no’ vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a further resolution (the ‘spill resolution’) on whether another meeting (known as a ‘spill meeting’) should be held (within 90 days) at which all Directors (other than the Executive Director and any directors appointed since the applicable Directors’ Report was approved by the Board) who were in office at the date of approval of the applicable Directors’ Report must stand for re-election.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general meeting to consider the composition of the Board.

The Company's 2024 Remuneration Report did not receive a "no" vote of 25% or more when it was tabled at the 2024 Annual General Meeting.

The Chairman of the Annual General Meeting, in accordance with section 250SA of the *Corporations Act 2001* (Cth), will give Shareholders a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

Voting exclusion statement

The Company will also apply voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Meeting under a power of attorney, on the basis that references to persons attending and voting are read as references to persons attending and voting and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Directors unanimously recommend that Shareholders vote **in favour** of Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – NATALYA JURCHESHIN

Background

Under ASX Listing Rule 14.5, any entity which has directors must hold an election of directors at each annual general meeting.

In accordance with ASX Listing Rule 14.4 and clause 4.3 of the Company's Constitution, at every annual general meeting one third of the Directors for the time being must retire from office and are eligible for re-election. Accordingly, as Ms Jurcheshin is one of the longest serving in office, she is required to stand for re-election at this Meeting.

Pursuant to Resolution 2, Ms Jurcheshin retires in accordance with the Constitution and being eligible for re-election, offers herself for re-election at the Meeting. The following is the background of the Director who is seeking re-election:

Ms Natalya Jurcheshin

Joined the Board on 25 May 2023. Natalya, a qualified chartered accountant, is an experienced non-executive director and CFO with finance, governance, operational and strategy skills developed over more than twenty-five years throughout Australia, North America, Ukraine and Russia. She has worked with a Big 4 international accounting firm (Arthur Andersen now part of Ernst & Young), public and private companies, start-ups, and SMEs. Natalya was a Non-Executive Director of Adacel Technologies Limited when it was an ASX listed company and was Chair of its Audit & Risk Management Committee and Remuneration Committee. Her CFO roles include with Circadian Technologies Limited (renamed Opthea Limited) (ASX:OPT) where she was also Head of Operations and Company Secretary. Industry expertise includes professional

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(assurance) services, consumer goods, manufacturing, transportation & logistics, biotechnology, aviation (global air safety).

The purpose of Resolution 2 is to re-elect Ms Jurcheshin, who retires and seeks re-election in accordance with clause 4.3 of the Company's Constitution.

Directors' Recommendation

The Directors (other than the relevant Director in relation to her own re-election) unanimously recommend that members vote **in favour** of Resolution 2.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF DIRECTOR – DONALD HALLER JR

Background

Under ASX Listing Rule 14.5, any entity which has Directors must hold an election of Directors at each Annual General Meeting.

In accordance with ASX Listing Rule 14.4 and clause 4.3 of the Company's Constitution, at every annual general meeting one third of the Directors for the time being must retire from office and are eligible for re-election. Accordingly, as Mr Haller Jr is one of the longest serving in office, he is required to stand for re-election at this Meeting.

Pursuant to Resolution 3, Mr Haller Jr retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting. The following is the background of the Director who is seeking re-election:

Mr Donald Haller Jr

Joined the Board on 1 September 2016.

Don brings over 50 years of business experience including as an Audit Partner at Ernst & Young, CFO of a top 15 US life insurance company, and a lead management consulting partner at PricewaterhouseCoopers. His expertise includes mergers and acquisitions, organizational design, and value-added management reporting.

Don is also the Chair of Virus Shield Biosciences Ltd, a private company specialising in microbial solutions to combat a variety of viral based diseases.

The purpose of Resolution 3 is to re-elect Mr Haller Jr who retires and seeks re-election in accordance with clause 4.3 of the Company's Constitution.

Directors' Recommendation

The Directors (other than the relevant Director in relation to his own re-election) unanimously recommend that members vote **in favour** of Resolution 3.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3.

RESOLUTIONS 4 AND 5: APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN

The Company has agreed to issue 3,489,922 Performance Rights to Mr Richard Tegoni, a Director of the Company, and 1,985,455 Performance Rights to Mr Stephen Walters, a Director of the Company, pursuant to the MyEco Group Ltd Employee Incentive Plan (“**Plan**” or “**Employee Incentive Plan**”), as approved by shareholders at the 2023 Annual General Meeting. The agreement to issue Performance Rights to Mr Tegoni and Mr Walters was made conditional upon the Company obtaining the approval of Shareholders in accordance with the Listing Rules.

These Performance Rights are intended to provide a long-term incentive and align Mr Tegoni and Mr Walters’ interests with those of the Shareholders, in seeking to maximize the value of the Company.

On 17 September 2025, the Company announced that Mr Tegoni will transition from Chief Executive Officer and Executive Director to Executive Director, effective 2 December 2025. Mr Tegoni’s remuneration arrangements for his role as Executive Director have not been determined as at the date of this Notice. Any changes will be disclosed to the ASX once finalised, in accordance with the Company’s continuous disclosure obligations, and reported in the 2026 Remuneration Report.

The Company is seeking Shareholder approval of the issue of Performance Rights to Mr Tegoni and Mr Walters pursuant to Listing Rule 10.14.

Regulatory Considerations

Listing Rule 10.14 provides that a company must not permit a Director to acquire securities under an employee incentive scheme without the prior approval of holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11.

Subject to determination by the Board, each Director is entitled to participate in the Employee Incentive Plan. The Board has determined that Mr Tegoni will be granted 3,489,922 Performance Rights and Mr Walters will be granted 1,985,455 Performance Rights, subject to Shareholder approval and the terms of the Plan.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the grant of Performance Rights) to a related party (which includes a director and former director) of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions set out in sections 210 to 216 of the Corporations Act; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit in the manner set out in sections 217 to 227 of the Corporations Act and the benefit is given to the related party within 15 months following such approval.

Directors are considered to be related parties within the meaning of the Corporations Act.

For the purposes of Chapter 2E of the Corporations Act, Mr Walters and Mr Tegoni are related parties of the Company, and the grant of Performance Rights to those Directors (on an

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

unconditional basis) will constitute the giving of a financial benefit, by virtue of being Directors of the Company.

It is the view of the Directors (other than Mr Tegoni and Mr Walters due to their material personal interest in the Resolution) that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the grant of the Performance Rights, reached as part of the remuneration package for Mr Tegoni and Mr Walters, is considered to be reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

Information Required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Richard Tegoni and Mr Stephen Walters under the Plan within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Performance Rights under the Plan and may need to renegotiate alternative forms of remuneration with the relevant Directors, which may require additional funds and have an effect on the Company's available cash position.

Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires that certain information be provided to Shareholders for the purpose of obtaining Shareholder approval under ASX Listing Rule 10.14. This information is as follows:

Approval is sought for the grants of the following Performance Rights as contained in the table below.

Eligible Recipient	Mr Richard Tegoni, a Director of the Company (pursuant to ASX Listing Rule 10.14.1)
Current Total Remuneration Package	<p>Consists of:</p> <ul style="list-style-type: none">(a) Fixed remuneration of \$228,507 in salary and \$27,421 in superannuation(b) Short Term Incentive in cash of up to 15% of the salary, with superannuation contributions payable in addition(c) Long Term Incentive in the form of performance rights equal to 15% of the total of salary and superannuation

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

Number of Performance Rights issued to date	2,019,932 Performance Rights at \$nil consideration under the Employee Incentive Plan.
Number and Value of Performance Rights to be Issued	3,489,922 Performance Rights, which is calculated based the following formula: A divided by C, where: A = \$38,389 (value) which his 15% of total fixed remuneration of \$255,928 C= 1.1c, being the 21-day volume weighted average price (VWAP) of MyEco Group shares for the 21-day trading period ended 30 June 2025.
Total number of Performance Rights issued if Resolution 4 is approved	5,509,854 Performance Rights at \$nil consideration.
Eligible Recipient	Mr Stephen Walters, a Director of the Company (pursuant to ASX Listing Rule 10.14.1)
Current Total Remuneration Package	Consists of: (a) Fixed remuneration of \$195,000 in salary and \$23,400 in superannuation (b) Short Term Incentive in cash of up to 15% of the salary, with superannuation contributions payable in addition (c) Long Term Incentive in the form of performance rights equal to 10% of the total of salary and superannuation
Number of Performance Rights issued to date	1,236,351 Performance Rights at \$nil consideration under the Employee Incentive Plan, of which 87,189 have been forfeited in accordance with the plan rules
Number and Value of Performance Rights to be Issued	1,985,455 Performance Rights, which is calculated based the following formula: A divided by C, where: A = \$21,840 (value) which his 10% of total fixed remuneration of \$218,400

C= 1.1c, being the 21-day volume weighted average price (VWAP) of MyEco Group shares for the 21-day trading period ended 30 June 2025.

Total number of Performance Rights issued if Resolution 5 is approved

3,134,617 Performance Rights at \$nil consideration.

Summary of material terms of Employee Incentive Plan

- (a) The Board will determine participation in the Plan having regard to factors such as seniority, length of service, achievement and contribution.
- (b) Participation may be subject to the satisfaction of corporate or personal goals.
- (c) Once an invitation is accepted, the Company will grant the number of Performance Rights, which may be subject to vesting conditions.
- (d) Each Performance Rights issued under the Plan entitles the holder, to apply for and acquire one Share which will rank equally in all respects with the Shares.
- (e) There is no issue price for the Performance Rights
- (f) Performance Rights may not be transferred other than with the prior written approval of the Board. Quotation of the Performance Rights on the ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the vesting of the Performance Rights.
- (g) A Performance Right will lapse upon the holder ceasing to be an Eligible Person (though if the holder ceases to be an Eligible Person by reason of retirement or retrenchment, bankruptcy or death, the Board may determine the Performance Right vests at its discretion).
- (h) There are no participating rights or entitlements inherent in the Performance Rights, and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (i) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Performance Rights, the number of Performance Rights to which each holder is entitled or any terms will be reconstructed in a

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

manner determined by the Board, which complies with the requirements of the ASX Listing Rules.

(j) The Remuneration Committee will administer the Plan, taking into account the recommendations of a Board committee, and has general power to amend the Plan Rules from time to time.

Vesting Conditions

Performance Rights issued pursuant to the Company's Employee Incentive Plan will be subject to Mr Tegoni and Mr Walters remaining employed by the Company up to the vesting date of 30 September 2028 and the following performance vesting conditions:

- 50% of performance rights vest if FY28 Revenue is at least \$30.7million
- 25% of performance rights vest if FY28 Earnings before interest, depreciation, amortisation (EBITDA) is at least \$1.7m
- 25% of performance rights vest if FY28 Return on invested capital (ROIC) is at least 114% greater than FY25 ROIC

Issue Price

Nil

The issue of Performance Rights is contingent upon this approval. Subject to approval of Shareholders of the Company, the Performance Rights will be unconditionally issued to Mr Walters and Mr Tegoni within one month of the date of this Annual General Meeting, (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

There is no intention for the Company to grant a loan in relation to the Performance Rights.

In accordance with ASX Listing Rule 10.15.11, it is noted that:

(a) details of any Performance Rights issued under the Plan will be published in the Annual Report relating to the period in which the Performance Rights were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and

(b) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after Resolutions 4 and 5 are approved and who were not named in the Notice of Meeting will not participate until approval is obtained from Shareholders under ASX Listing Rule 10.14.

Voting Exclusion

A voting exclusion statement for Resolutions 4 and 5 is contained in the Notice of Meeting.

Directors' Recommendation

The Directors (other than Mr Walters and Mr Tegoni who abstain from making any recommendation in relation to the Resolutions, due to their material personal interests in the subject matter of the Resolutions) recommend that Shareholders vote **in favour** of Resolutions 4 and 5.

The Chairman intends to exercise all undirected proxies in favour of Resolutions 4 and 5.

RESOLUTION 6: RATIFICATION OF THE PRIOR ISSUE OF 1,250,000 CONVERTIBLE NOTES

Background

On 9 May 2025, the Company entered into a Convertible Note Deed (**Convertible Note Deed**) with professional and sophisticated investors and certain Directors whereby the professional and sophisticated investors agreed to provide a \$1,250,000 convertible note debt facility to the Company through the subscription of 1,250,000 Convertible Notes (**SI Convertible Notes**). Further key terms of the Convertible Note Deed include the following:

- (a) The Convertible Notes issued have a three year term each with a face value of \$1.00;
- (b) Each note is convertible into fully paid ordinary shares in the Company at a 15% discount to the 14-day VWAP preceding the date of the conversion notice, subject to a maximum conversion price of \$0.05 per share and a minimum conversion price of \$0.019 per share;
- (c) The Convertible Notes accrue interest at a rate of 10.5% per annum with interest paid quarterly until conversion into shares or maturity;
- (d) Conversion is permitted during the period commencing the date which is twelve (12) months following issue date (9 May 2025) until maturity, with mandatory conversion at the maturity date (9 May 2028); and
- (e) The Company may redeem the Convertible Notes in whole, or in part, at any time from the draw down date until maturity with 30 days notice to noteholders, who may then convert all or a part of their outstanding principal and accrued interest during the 30 day notice period.

ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that without the approval of shareholders a company must not issue or agree to issue more securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be an amount that would exceed 15% of the issued shares at the commencement of that 12 month period, unless an exception in ASX Listing Rule 7.2 applies.

ASX Listing Rule 7.4 provides that an issue of securities made without approval of shareholders under ASX Listing Rule 7.1, is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if each of the following apply:

- (a) the issue of securities did not breach ASX Listing Rule 7.1; and
- (b) holders of ordinary securities subsequently approve the issue.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

Resolution 6 seeks the approval of the Company's Shareholders under ASX Listing Rule 7.4 to ratify the prior allotment and issue of the SI Convertible Notes, so as to refresh the Company's ability to issue up to 15% of its share capital (in a 12-month period) pursuant to ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.5

(a) Number of securities issued and Allotees

The Company issued a total 1,250,000 Convertible Notes to sophisticated and professional investors as defined by the Corporations Act, who were identified through a bookbuild process which involved the Company's lead manager, Canaccord Genuity Financial Limited, seeking expressions of interest to participate in a convertible note raising from non-related parties of the Company. Further details are as follows:

Holder	Notes	Debt Facility	Shares upon conversion
SI Investors	1,250,000	\$1,250,000	65,789,474

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that one of the recipients of the SI Convertible Notes was a substantial holder of the Company and issued Convertible Notes convertible into more than 1% of the issued capital of the Company. That holder was Belgravia Strategic Equities Pty Ltd, which held approximately 11.6% of the Company's issued ordinary shares at that time. Other than as disclosed above, no Material Person was issued more than 1% of the issued capital of the Company.

(b) Issue price of securities

Each of the Convertible Notes have a face value of \$1.00, with an aggregate principal amount for all Convertible Notes of \$1,250,000.

On conversion of each Convertible Note, Shares will be issued, subject to a minimum price of \$0.019 per Share and a maximum price of \$0.05 per Share, at a price that is equivalent to 85% VWAP of the Company's Shares sold on ASX during the 14-trading day period immediately preceding the date on which the Conversion Notice is received by the Company (**Conversion Price**).

(c) The terms of the securities

The terms and conditions of each of the Convertible Notes are set out in Schedule 1.

A summary of the terms of the Convertible Note Deed is provided above in the Background.

(d) Intended use of the funds raised

The funds raised have been to fund the Company's growth plans and one-off costs to implement the operational restructure initiatives.

(e) Date of issue

The Convertible Notes were issued on 9 May 2025.

Information Required by Listing Rule 14.1A

If Resolution 6 is passed, the prior issue of the SI Convertible Notes will be treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1. As a result, the Convertible Notes will no longer count towards the Company's placement capacity under ASX Listing Rule 7.1, thereby refreshing the Company's ability to issue up to 15% of its share capital (in a 12-month period) pursuant to ASX Listing Rule 7.1.

If Resolutions 6 is not passed, the prior issue of the SI Convertible Notes will remain valid and the Noteholders' rights will not be affected. However, the SI Convertible Notes will continue to count towards the Company's placement capacity under ASX Listing Rule 7.1, thereby reducing the number of equity securities the Company can issue without further shareholder approval.

Voting Exclusion Statement

A voting exclusion statement for Resolution 6 is included in the Notice of Meeting accompanying the Explanatory Memorandum.

The Chairman intends to exercise all undirected proxies in favour of Resolution 6.

RESOLUTIONS 7-11: APPROVAL OF ISSUE OF CONVERTIBLE NOTES

Background

Pursuant to the Convertible Note Deed, Directors Richard Tegoni, Jim Walsh, Stephen Walters and Donald Haller Jr also agreed to subscribe for Convertible Notes in the Convertible Note raise subject to shareholder approval. Details are as follows:

- (a) COB Pty Ltd and Tegoni Family Super Fund (both related parties of Mr Tegoni) each agreed provide a \$100,000 convertible note debt facility to the Company (total of \$200,000) through the subscription of 100,000 Convertible Notes (total of 200,000);
- (b) Rathaney Pty Ltd (a related party of Mr Walsh) agreed to provide a \$50,000 convertible note debt facility to the Company through the subscription of 50,000 Convertible Notes;
- (c) Helpless Pty Ltd (a related party of Mr Walters) agreed to provide a \$25,000 convertible note debt facility to the Company through the subscription of 25,000 Convertible Notes ; and
- (d) Mr Donald Haller Jr agreed to provide a \$80,000 convertible note debt facility to the Company through the subscription of 80,000 Convertible Notes.

(together, the **Director Convertible Notes**)

The issue of the Director Convertible Notes, and any subsequent issue of Shares upon their conversion, are subject to shareholder approval under ASX Listing Rule 10.11.

Related Party Requirements of Chapter 2E of the Corporations Act 2001

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (to a related party (which includes a Director and former Director) of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, COB Pty Ltd, Tegoni Family Super Fund, Rathaney Pty Ltd, Helpless Pty Ltd and Mr Donald Haller Jr. are related parties of the Company and the issue of Convertible Notes to them constitutes the giving of a financial benefit.

Section 210 of the *Corporations Act 2001* (Cth) provides an exception to the requirement to obtain shareholder approval for the giving of a financial benefit to a related party where the benefit would be reasonable in the circumstances if the Company and the related party were dealing at arm's length.

The Board (other than the relevant Director in relation to their own resolution) considers the issue of the Convertible Notes to the Directors to be reasonable and at arm's length as the Convertible Notes were to be issued on the same terms and conditions as those offered to sophisticated and institutional investors.

Therefore, the Company will not seek approval for the issue or conversion of the Convertible Notes to the Directors pursuant to section 208 of the Corporations Act as the exception under section 210 of the Corporations Act applies. However, the Company is seeking approval for the issue and any subsequent conversion of the Director Convertible Notes to the Directors pursuant to ASX Listing Rule 10.11.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that without the approval of shareholders, a company must not issue or agree to issue equity securities to a related party of the Company, or, a person whose relationship with the Company or a related party is, in ASX's opinion such that approval should be obtained.

COB Pty Ltd, Tegoni Family Super Fund, Rathaney Pty Ltd, Helpless Pty Ltd and Mr Donald Haller Jr are related parties of the Company by virtue of being a Director or controlled by a Director of the Company (as applicable).

Resolutions 7-11 seek the approval of the Company's Shareholders' under ASX Listing Rule 10.11 to approve the issue of the Director Convertible Notes and any subsequent issue of Shares upon conversion in accordance with the terms of the Convertible Note Deed.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Director Convertible Notes or any subsequent conversion as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Director Convertible Notes will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 10.13

In compliance with ASX Listing Rule 10.13, the following information is provided:

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(a) Number of securities and Allotees

The Company wishes to approve the issue and any subsequent conversion of a total 355,000 Convertible Notes to following Directors of the Company and persons falling within the definition of Listing Rule 10.11.1:

Holder	Notes	Debt Facility	Shares upon conversion at minimum price	Resolution
COB Pty Ltd (related party of Richard Tegoni)	100,000	\$100,000	5,263,158	7
Tegoni Family Super Fund (related party of Mr Richard Tegoni)	100,000	\$100,000	5,263,158	8
Rathaney Pty Ltd (related party of Mr Jim Walsh)	50,000	\$50,000	2,631,579	9
Helpless Pty Ltd (related party of Mr Stephen Walters)	25,000	\$25,000	1,315,789	10
Mr Donald Haller Jr	80,000	\$80,000	4,210,526	11

(b) Issue price of securities

Each of the Convertible Notes has a face value of \$1.00, with an aggregate principal amount for all Convertible Notes of \$355,000.

On conversion of each Convertible Note, Shares will be issued, subject to a minimum price of \$0.019 per Share and a maximum price of \$0.05 per Share, at a price that is equivalent to 85% VWAP of the Company's Shares sold on ASX during the 14-trading day period immediately preceding the date on which the Conversion Notice is received by the Company (**Conversion Price**).

(c) Date by which the securities will be issued

The Director Convertible Notes will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as may be permitted pursuant to any ASX waiver or amendment of the ASX Listing Rules).

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(d) The terms of the securities

The terms and conditions of each of the Convertible Notes are set out in Schedule 1.

(e) The terms of the Convertible Note Deed

A summary of the terms of the Convertible Note Deed is provided above in the Background of Resolution 6.

(f) Intended use of the funds raised

The funds raised have been to fund the Company's growth plans and one-off costs to implement the operational restructure initiatives.

Information Required by Listing Rule 14.1A

If Resolutions 7 to 11 are passed, the Company will be able to proceed with the issue of the Director Convertible Notes within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolutions 7 to 11 are not passed, the Company will not be able to proceed with the issue of the Convertible Notes to the Directors. Resolutions 7 -11 are each an independent Resolution.

Voting Exclusion Statement

A voting exclusion statement for Resolutions 7 -11 are included in the Notice of Meeting accompanying the Explanatory Memorandum.

Director's recommendations

The Directors (other than Mr Richard Tegoni, in relation to Resolutions 7 and 8, Mr Jim Walsh, in relation to Resolution 9, Mr Stephen Walters, in relation to Resolution 10 and Mr Donald Haller Jr, in relation to Resolution 11) unanimously recommend that Shareholders vote **in favour** of Resolutions 7-11.

The Chairman intends to exercise all undirected proxies in favour of Resolutions 7-11.

RESOLUTION 12: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity for the purposes of Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$9.6 million as at 6 October 2025 (being the last trading day prior to finalisation of this Notice). The share price and market capitalisation may have changed between that date and the date of lodgement.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an Equity Security.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: MCO).

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company is not currently contemplating the utilisation of this additional capacity under ASX Listing Rule 7.1A if approved by Shareholders, as the Company does not currently anticipate the need to raise additional funds for its current operations and organic growth opportunities. The Company is seeking Shareholder approval of Resolution 12 for the purpose of ensuring the Company has the ability to raise sufficient capital to fund any specific strategic and inorganic growth opportunities that are brought to the attention of or actively sought by the Company.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

The effect of Resolution 12 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the period up to 12 months after the Annual General Meeting without a further requirement to obtain the prior approval of Shareholders.

If Shareholders approve Resolution 12, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. If Resolution 12 is not passed, the Company will not be able to issue Equity Securities under the 10% Placement Facility without prior shareholder approval. Any issue of Equity Securities will instead reduce the Company's 15% placement capacity under Listing Rule 7.1, thereby reducing the number of Equity Securities the Company may issue without further shareholder approval over the 12-month period following the issue date.

ASX Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a Special Resolution at an annual general meeting.

(a) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

(b) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12-month period immediately preceding the date of issue or date of agreement (**Relevant Period**):

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;
- less the number of fully paid ordinary securities cancelled in the Relevant Period.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in relevant period where the issue or agreement has not been subsequently approved by the holder of its ordinary securities under Listing Rule 7.4

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 601,610,027 ordinary shares and has a capacity to issue:

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

- (a) no further Equity Securities under ASX Listing Rule 7.1 subject to Shareholder approval being obtained; and
- (b) subject to Shareholder approval being obtained under Resolution 12, a further 60,161,003 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section above).

10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; or
- (c) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.1A. The following information is provided for the purposes of ASX Listing Rule 7.3A:

(a) Minimum Issue Price

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 ASX trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Potential risk of economic and voting dilution

If Resolution 12 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below also shows the dilution of existing Shareholders on the basis of the current market price of Shares (as at 6 October 2025) and the current number of ordinary securities for variable “A” calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placement under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price of \$0.016 as at 6 October 2025

Variable “A” in Listing Rule 7.1A.2		Dilution		
		50% decrease in Current Issue Price \$0.008	Current Issue Price \$0.016	100% increase in Current Issue Price \$0.032
601,610,027 Current Variable “A”	10% Voting dilution	60,161,003 Ordinary Shares	60,161,003 Ordinary Shares	60,161,003 Ordinary Shares
	Funds raised	\$481,288	\$962,576	\$1,925,152
902,415,041 50% increase in current Variable “A”	10% Voting dilution	90,241,504 Ordinary Shares	90,241,504 Ordinary Shares	90,241,504 Ordinary Shares
	Funds raised	\$721,932	\$1,443,864	\$2,887,728
1,203,220,054 100% increase in current Variable “A”	10% Voting dilution	120,322,005 Ordinary Shares	120,322,005 Ordinary Shares	120,322,005 Ordinary Shares
	Funds raised	\$962,576	\$1,925,152	\$3,850,304

The table has been prepared on the following assumptions:

- The current issue price is \$0.016, being the closing price of the Company’s Shares on the ASX on 6 October 2025.

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of ordinary shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(c) Timing of potential issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period.

(d) Purpose of potential issue

If the Company were to issue the Equity Securities for cash consideration, the intended use of the funds raised would likely be for the Company's growth plans, working capital and general operating expenses in the Group.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) upon issue of any Equity Securities.

(e) Allocation Policy under 10% Placement Facility

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company;
- the prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(f) Previous approval under Listing Rule 7.1A

For the purposes of ASX Listing Rule 7.3A.6 the following information is provided:

- The Company obtained Shareholder approval for the 10% Placement Capacity at its 2024 Annual General Meeting.
- The Company notes that it has made no issues under Listing Rule 7.1A2 in the preceding 12 month period.

(g) Listing Rule 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Facility, it must:

- (i) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under Listing Rule 2.7 that the Equity Securities are being issued under Listing Rule 7.1A; and
- (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the Equity Securities and the number of Equity Securities issued to each (not for release to the market).

Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting. As at the date of the Notice of Meeting, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 12.

The Chairman intends to exercise all undirected proxies in favour of Resolution 12.

OTHER MATTERS

The Directors are not aware of any other information that:

- (a) is reasonably required by members in order to decide whether it is in the Company's interests to pass each of the proposed Resolutions; or
- (b) is known to the Company or to any of its Directors that has not previously been disclosed either direct to members or generally to the market in accordance with the Company's continuing disclosure obligations under the ASX Listing Rules.

SCHEDULE 1 – TERMS AND CONDITIONS OF CONVERTIBLE NOTES

- (a) the Convertible Notes are unsecured.
- (b) the **Maturity Date** is 9 May 2028, being 3 years from the date of issue.
- (c) The **Conversion Period** is the period commencing twelve (12) months after the issue date (9 May 2025) and ending on 9 May 2028.
- (d) The Convertible Notes accrue interest at a rate of 10.5% per annum with interest paid quarterly in arrears.
- (e) The Convertible Notes shall convert into ordinary shares in the capital of the Company at the Conversion Price as follows:
 - a. on the expiry of the Conversion Period; or
 - b. at any time during the Conversion Period, by the noteholder serving a Conversion Notice on the Company.
- (f) Subject to the Company obtaining all necessary approvals (including under the Corporations Act 2001 (Cth), the ASX Listing Rules, and the Constitution of the Company (as applicable), and the conversion of the Convertible Notes not otherwise being a breach of any law or ASX Listing Rule, the Convertible Notes are able to be converted, at the election of the Noteholder, at any time during the Conversion Period.
- (g) Each Share issued as a result of the conversion of any Convertible Note will be allotted within 5 Business Days after the conversion of the Convertible Note and will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for official quotation by ASX of all Shares issued upon conversion of the Convertible Note on or before the third Business Day on which ASX is open after the date of allotment of the Shares. The Company will procure that a holding statement for the Shares is given to the Noteholder in accordance with the ASTC Settlement Rules.
- (h) There are no participating rights or entitlement inherent in the Convertible Note and the Noteholder in its capacity as such will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Convertible Note.
- (i) In the event of reorganisation (including consolidation, sub-divisions, reduction or return) of the issued capital of the Company, the number of Shares into which the Convertible Note is convertible shall be reorganised (as appropriate) in the manner required by the ASX Listing Rules.
- (j) If, and to the extent, the preceding terms and conditions are inconsistent with the ASX Listing Rules, such rules will prevail in all respects with respect to the extent of the inconsistency.
- (k) The terms and conditions of the Convertible Note Facility are governed by the laws of the state of Victoria, and the Noteholder unconditionally submits to the jurisdiction of the courts of that state.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

(l) The Director Convertible Notes are subject to a condition that the convertible notes would not be issued until such time that approval under ASX Listing Rule 10.11 had been granted.

(m) The Company may redeem the Convertible Note Facility at any time before the Maturity Date by giving thirty (30) days written notice to the noteholder of its intention to repay the Convertible Notes (**Redemption Notice**). In that case each noteholder may, within thirty (30) days of receipt of the Redemption Notice, give written notice to the Company (**Conversion Notice**), electing to have its Convertible Notes converted into Shares, subject to:

- c. the Company obtaining all necessary approvals (including under the *Corporations Act 2001* (Cth), the ASX Listing Rules, and the Constitution of the Company (as applicable) in respect of the issue of Shares to the Investor;
- d. the conversion of the Convertible Notes must not result in the noteholder having voting power in the Company that exceeds 19.99% or an increase from above 19.99% beyond an additional 3% in any six month period
- e. the conversion of the Convertible Notes must not otherwise breach any law or the ASX Listing Rules.

GLOSSARY

In this Notice and the Explanatory Memorandum:

- \$ means Australian Dollars.
- **10% Placement Facility** has the meaning given in the explanatory note to Resolution 12.
- **10% Placement Period** has the meaning given in the explanatory note to Resolution 12.
- **AEDT** means Australian Eastern Daylight-Saving Time, being the time in Melbourne, Victoria, Australia.
- **Annual General Meeting, AGM or Meeting** means the annual general meeting proposed in this Notice of Meeting.
- **Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2025.
- **ASIC** means Australian Securities and Investments Commission.
- **Associate** has the same meaning as in the Corporation Act.
- **ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.
- **ASX Listing Rules** and **Listing Rules** means the listing rules of the ASX.
- **Auditor** means the auditor of the Company.
- **Auditor's Report** means the auditor's report on the Financial Report.
- **Board** means the Directors of the Company as at the date of this Notice of Meeting.
- **Chair and Chairman** means the person appointed to chair the Meeting.
- **Closely Related Party** has the meaning given in section 9 of the Corporations Act, which defines it as of a member of the Key Management Personnel for the Company and its subsidiaries means:
 - a. a spouse or child of the member;
 - b. a child of the member's spouse;
 - c. a dependant of the member or of the member's spouse;
 - d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
 - e. a company the member controls.
 - f. a person otherwise prescribed by the regulations
- **Company and MyEco Group** means MyEco Group Ltd (ACN 064 755 237).

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

- **Constitution** means the constitution of the Company as at the commencement of the Meeting.
- **Conversion notice** means a written notice given by a Noteholder to the Company in accordance with the terms of issue of the Convertible Notes, specifying the Noteholder's election to convert some or all of its Convertible Notes into fully paid ordinary shares in the Company.
- **Convertible note** means a debt security issued by the Company that may be converted into fully paid ordinary shares of the Company in accordance with its terms of issue.
- **Corporations Act** means the *Corporations Act 2001* (Cth).
- **Corporations Regulations** means the *Corporations Regulations 2001* (Cth).
- **Director** means a director of the Company.
- **Equity Securities** has the meaning as in the ASX Listing Rules.
- **Executive Director** means the executive Director of the Company.
- **Explanatory Memorandum** means the explanatory memorandum to the Notice of Meeting.
- **Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
- **Group** means the Company and subsidiaries as that term is defined by the Corporations Act.
- **Key Management Personnel** of the Company and its subsidiaries are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiaries either directly or indirectly. The Key Management Personnel of the Company and its subsidiaries during the year ended 30 June 2025 are listed in the Annual Report of the Company.
- **Material Person** means a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser to the Company, or associate of any of these parties.
- **Option** means an option which entitles the holder to subscribe for a Share in the Company.
- **Ordinary Resolution** means a resolution requiring the approval of 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
- **NOM, Notice or Notice of Meeting** means this notice of Annual General Meeting.
- **Performance Right** means a right granted under the Plan which entitles the holder to subscribe for a Share in the Company.
- **Plan** means the MyEco Group Ltd Employee Incentive Plan approved by Shareholders at the 2023 Annual General Meeting of the Company.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

- **Proxy Form** means the proxy form attached to the Notice of Meeting.
- **Remuneration Report** means the remuneration report contained in the Company's 2025 Annual Report.
- **Resolution** means a resolution contained in this Notice of Meeting.
- **Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.
- **Share** means a fully paid ordinary share in the capital of the Company.
- **Shareholder** means a shareholder of the Company.
- **Special Resolution** means a resolution requiring the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Your proxy voting instruction must be received by **10:00am (AEDT) on Tuesday, 11 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone.

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of MyEco Group Ltd, to be held at **10:00am (AEDT)** on **Thursday, 13 November 2025** at **Level 20, 181 William Street, Melbourne VIC 3000** and broadcasted on **Webinar** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions			For	Against	Abstain	Resolutions	For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT (NON-BINDING)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	APPROVAL OF THE ISSUE OF 100,000 CONVERTIBLE NOTES TO COB PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	RE-ELECTION OF DIRECTOR – NATALYA JURCHESHIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	APPROVAL OF THE ISSUE OF 100,000 CONVERTIBLE NOTES TO TEGONI FAMILY SUPER FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	RE-ELECTION OF DIRECTOR – DONALD HALLER JR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	APPROVAL OF THE ISSUE OF 50,000 CONVERTIBLE NOTES TO RATHANEY PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR RICHARD TEGONI UNDER THE EMPLOYEE INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	APPROVAL OF THE ISSUE OF 25,000 CONVERTIBLE NOTES TO HELPLESS PTD LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR STEPHEN WALTERS UNDER THE EMPLOYEE INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	APPROVAL OF THE ISSUE OF 80,000 CONVERTIBLE NOTES TO MR DONALD HALLER JR.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	RATIFICATION OF THE PRIOR ISSUE OF 1,250,000 CONVERTIBLE NOTES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

Email Address:

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

Contact Daytime Telephone

Date (DD/MM/YY)

_____ / _____ / _____

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).