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**TRIVARX LTD**  
**ACN 008 130 336**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10.30am (WST)  
**DATE:** Friday, 12 December 2025  
**PLACE:** COMO The Treasury  
Level 1  
Executive Boardroom  
1 Cathedral Avenue  
Perth Western Australia

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice 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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on Wednesday, 10 December 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – APPROVAL TO ISSUE CLASS A PERFORMANCE SHARES AND CLASS B PERFORMANCE SHARES TO NUCLEICS

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,000,000 Class A Performance Shares and 500,000,000 Class B Performance Shares to Nucleics on the terms and conditions set out in the Explanatory Statement."*

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 87,274,663 Placement Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement."*

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#### 3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 412,725,337 Placement Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement."*

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#### 4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO CHRIS NTOUMENOPOULOS

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 18,750,000 Placement Shares to Chris Ntoumenopoulos (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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#### 5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO DAVID TRIMBOLI

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,250,000 Placement Shares to David Trimboli (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO JP EQUITY

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Lead Manager Options to JP Equity on the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 7 – APPROVAL TO ISSUE FACILITATOR OPTIONS TO TWENTY 1 CORP**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 75,000,000 Facilitator Options to Twenty 1 Corp (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 8 – APPROVAL TO ISSUE FACILITATOR OPTIONS TO ORA CAPITAL**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 75,000,000 Facilitator Options to Ora Capital (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**Dated: 4 November 2025**

**BY ORDER OF THE BOARD**

**Stephen Buckley**

**Company Secretary**

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 1 – Approval to issue Class A Performance Shares and Class B Performance Shares to Nucleics</b>	Nucleics (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 2 – Ratification of Prior Issue of Tranche 1 Placement Shares</b>	Professional and sophisticated investors or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 3 – Approval to Issue Tranche 2 Placement Shares</b>	Professional and sophisticated investors or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 4 – Approval to Issue Placement Share to Chris Ntoumenopoulos</b>	Chris Ntoumenopoulos (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 5 – Approval to Issue Placement Shares to David Trimboli</b>	David Trimboli (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval to Issue Lead Manager Options to JP Equity</b>	JP Equity or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 7 - Approval to Issue Facilitator Options to Twenty 1 Corp</b>	Twenty 1 Corp (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 8 – Approval to Issue Facilitator Options to Ora Capital</b>	Ora Capital (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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.

## Voting by proxy

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Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy Forms can be lodged as below:

- by following the directions on the Proxy Form;
- by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au);
- by delivering in person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- by post to Automic, GPO Box 5193, Sydney NSW 2001; or
- by facsimile to +61 (0)2 8583 3040.

All proxy forms must be received by the Company not later than **10.30am (WST)** on **Wednesday, 10 December 2025**.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

## Voting in person

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To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but we will need to verify your identity upon registration. You can register from 10.45am on the day of the Meeting.

## Personal Representative

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To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **10.30am (WST)** on **Wednesday,**

**10 December 2025.**

**Corporate Representative**

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Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the Company's share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6189 1155.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND TO RESOLUTIONS 1 TO 8

#### 1.1 Proposed acquisition of Stabl-Im

On 16 October 2025, the Company announced that it had entered into a binding intellectual property option agreement (**Agreement**) with Nucleics Pty Ltd (ACN 087 973 528) (**Nucleics**) to acquire all intellectual property associated with novel brain imaging technology, the Stable-Im™ metastatic brain technology (**Stabl-Im**) (the **Proposed Acquisition**). The material terms and conditions of the Agreement are summarised in Schedule 1.

Under the Agreement, the Company has been granted a 90-day exclusive option (**IP Option**) to acquire Stabl-Im and all associated intellectual property (the **New IP**) from Nucleics. As consideration for the proposed transaction, the Company will:

- (a) pay a fee of \$250,000 to Nucleics; and
- (b) if the Company exercises the IP Option, the Company will issue to Nucleics, subject to obtaining Shareholder approval being the subject of Resolution 1:
  - (i) 250,000,000 Performance Shares that convert into Shares on a one (1) for one (1) basis, upon the Company completing a successful phase one trial in respect of New IP within four years of the date of settlement of the Proposed Acquisition and otherwise on the terms and conditions in Schedule 2 (**Class A Performance Shares**); and
  - (ii) 500,000,000 Class B Performance Shares that convert into Shares on a one (1) for one (1) basis, upon the Company completing a successful phase two trial in respect of New IP within four years of the date of settlement of the Proposed Acquisition and otherwise on the terms and conditions in Schedule 2 (**Class B Performance Shares**).

The Company exercised the IP Option on 3 November 2025 and subject to obtaining shareholder approval, proposes to issue the Class A Performance Shares and Class B Performance Shares pursuant to the Agreement to acquire the New IP.

#### 1.2 Corporate advisors

The Company was assisted by Ora Capital Pty Ltd (ACN 154 848 469) (**Ora Capital**) and Twenty 1 Corporate Pty Ltd (ACN 614 272 230) (**Twenty 1 Corp**), both of which played a critical role in introducing and facilitating the Proposed Acquisition. In consideration for services provided, the Company will issue:

- (a) 75,000,000 Options to Twenty 1 Corp exercisable at \$0.015 on or before a date that is five years from the date of issue and otherwise on terms and conditions stated in Schedule 4 (**Facilitator Options**) subject to obtaining Shareholder approval in Resolution 7; and
- (b) 75,000,000 Facilitator Options to Ora Capital subject to obtaining Shareholder approval in Resolution 8.

The issue of Securities to the corporate advisors is a term of the Agreement. Refer to Schedule 1 for the material terms and conditions of the Agreement.

#### 1.3 Placement

Alongside the Agreement, the Company has secured firm commitments from professional and sophisticated investors to raise \$4,200,000 (before costs) through the issue of an aggregate of 525,000,000 Shares (**Placement Shares**) at an issue price of \$0.008 per Share (**Placement**).

The Placement will be conducted in two tranches:

- (a) 87,274,663 Placement Shares were issued on 27 October 2025 pursuant to the Company's existing placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**), this being the subject of ratification in Resolution 1;
- (b) up to 412,725,337 Placement Shares will be issued to unrelated participants in the Placement, subject to Shareholder approval pursuant to Resolution 3 (**Tranche 2 Placement Shares**); and
- (c) up to 25,000,000 Placement Shares will be issued to the Directors participating in the Placement to raise up to \$200,000, comprising:
  - (i) up to 18,750,000 Placement Shares to Mr Chris Ntoumenopolous subject to Shareholder approval in Resolution 4; and
  - (ii) up to 6,250,000 Placement Shares to Mr David Trimboli subject to Shareholder approval in Resolution 5.

#### 1.4 Lead manager

The Company engaged the services of JP Equity Holdings Pty Ltd (ACN 626 933 364) (**JP Equity**) to act as the sole lead manager to the Placement pursuant to a lead manager mandate dated 13 October 2025 (**Mandate**).

Pursuant to the Mandate, in consideration for lead manager services provided, the Company agreed to:

- (a) pay JP Equity a capital raising fee (plus GST) of 6% of the total funds raised under the Placement; and
- (b) issue to JP Equity (or its nominee(s)) 20,000,000 Options with an exercise price of \$0.015 per Option and an expiry date of three years from the date of issue and otherwise on terms stated in Schedule 3 (**Lead Manager Options**) subject to obtaining Shareholder approval in Resolution 6.

The Mandate contains terms which are standard for an agreement of this type.

#### 1.5 Use of funds

The funds raised from the Placement are intended to be used for the following purposes:

- (a) costs associated with completion of the Proposed Acquisition and related due diligence;
- (b) continued expenditure on the Company's existing diagnostic and AI-driven development programs;
- (c) advancement of Stabl-Im development activities; and
- (d) general working capital and corporate administration.

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## 2. RESOLUTION 1 – APPROVAL TO ISSUE CLASS A PERFORMANCE SHARES AND CLASS B PERFORMANCE SHARES TO NUCLEICS

### 2.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 250,000,000 Class A Performance Shares and 500,000,000 Class B Performance Shares to Nucleics (or its nominee(s)) in consideration for the acquisition of Stabl-Im. The issue of these Performance Shares is conditional upon the Company exercising its IP Option to acquire the New IP.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule



7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

## 2.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Proposed Acquisition will not be able to proceed. The Company will consequently forfeit the option fee of \$250,000 that has already been paid.

## 2.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Nucleics (or its nominee(s)).
<b>Number of Securities and class to be issued</b>	250,000,000 Class A Performance Shares and 500,000,000 Class B Performance Shares.
<b>Terms of Securities</b>	The Class A Performance Shares and Class B Performance Shares will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Performance Shares within 5 Business Days of the Meeting.  In any event, the Company will not issue any Performance Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Performance Shares will be issued at a nil issue price, as deferred consideration upon the Company's exercise of the IP Option to acquire Stabl-Im.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of IP Shares is to satisfy the Company's obligations under the Agreement.
<b>Summary of material terms of agreement to issue</b>	The Performance Shares are being issued under the Agreement, a summary of the material terms of which is set out in Schedule 1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

### 3.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 87,274,663 Placement Shares to professional and sophisticated investors at an issue price of \$0.008 per Shares to raise \$698,197.

### 3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

### 3.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

### 3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

### 3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved JP Equity seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms Ms Chunyan Niu, a substantial holder in the Company at the date of the Placement and therefore a Material Person, was issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	87,274,663 Shares were issued.
<b>Terms of Securities</b>	The Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	27 October 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.008 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.5 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Tranche 1 Placement Shares were not issued under an agreement.

REQUIRED INFORMATION	DETAILS
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

#### 4. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

##### 4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 412,725,337 Placement Shares to professional and sophisticated investors at an issue price of \$0.008 per Share to raise up to \$3,285,802.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

##### 4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will be required to look at alternative pathways to raise capital. If alternative funding cannot be sourced, the Company will not have sufficient funding to develop Stabl-Im and MED-001 (being the Company's AI-backed algorithm that assists with screening of mental health conditions in sleep study patients), meaning the Company will not be able to advance either project.

##### 4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve JP Equity seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that Ms Chunyan Niu, a substantial holder in the Company and therefore a Material Person, will be issued more than 1% of the issued capital of the Company as the date the Placement was confirmed.
<b>Number of Securities and class to be issued</b>	Up to 412,725,337 Shares will be issued.
<b>Terms of Securities</b>	The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.008 per Share.

REQUIRED INFORMATION	DETAILS
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.5 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Tranche 2 Placement Shares will not be issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## **5. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS**

### **5.1 General**

Resolutions 4 and 5 seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of an aggregate of 25,000,000 Placement Shares to Mr Chris Ntoumenopoulos and Mr David Trimboli (or their nominee(s)), to enable their participation in the Company's capital raising activities on the same terms as unrelated participants.

### **5.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and both Mr Ntoumenopoulos and Mr Trimboli are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Ntoumenopoulos and Mr Trimboli who have material personal interests in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Placement Shares will be issued to Mr Ntoumenopoulos and Mr Trimboli (or their nominee(s)) on the same terms as Placement Shares issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

### **5.3 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

#### 5.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue 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) and will raise additional funds which will be used in the manner set out in Section 1.5. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue 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 Placement Shares to Directors and no further funds will be raised. Consequently, the total amount raised under the Placement will decrease by \$200,000 and the Directors will not participate in the Placement.

#### 5.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Chris Ntoumenopoulos and David Trimboli (or their nominee(s)).
<b>Categorisation under Listing Rule 10.11</b>	Mr Ntoumenopoulos and Mr Trimboli fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors.  Any nominee(s) of Mr Ntoumenopoulos and Mr Trimboli who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	Up to 25,000,000 Placement Shares will be issued.
<b>Terms of Securities</b>	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.008 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.5 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Placement Shares issued to Mr Ntoumenopoulos and Mr Trimboli will not be issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## **6. RESOLUTION 6 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO JP EQUITY**

### **6.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 20,000,000 Lead Manager Options in consideration for lead manager services provided by JP Equity.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### **6.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

### **6.3 Technical information required by Listing Rule 7.3**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	JP Equity.
<b>Number of Securities and class to be issued</b>	20,000,000 Lead Manager Options.
<b>Terms of Securities</b>	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Lead Manager Options will be issued for a nominal aggregate price of \$200 (on the basis of \$0.00001 per Lead Manager Option) in consideration for lead manager services provided by JP Equity.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Mandate.
<b>Summary of material terms of agreement to issue</b>	The Lead Manager Options are being issued under the Mandate, a summary of the material terms of which is set out in Section 1.4.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## **7. RESOLUTION 7 – APPROVAL TO ISSUE FACILITATOR OPTIONS TO TWENTY 1 CORPORATE PTY LTD**

### **7.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to 75,000,000 Facilitator Options to Twenty 1 Corp (or their nominee(s)), in consideration for services provided in introducing and facilitating the Proposed Acquisition to the Company.

Chris Ntoumenopoulos is the managing director of Twenty 1 Corp, meaning that it is an entity which is 'controlled' by Mr Ntoumenopoulos. Consequently, the Company is seeking approval for the issue of Facilitator Options to Twenty 1 Corp pursuant to Listing Rule 10.11 on the basis that Twenty 1 Corp is a related party of the Company.

### **7.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Facilitator Options constitutes the giving of a financial benefit. Additionally, in accordance with section 228(4) of the Corporations Act, Twenty 1 Corp is also a related party of the Company by virtue of being an entity that is controlled by a Director.

The Directors (other than Mr Ntoumenopoulos who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Facilitator Options was negotiated on an arm's length basis.

### **7.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

Twenty 1 Corporations is a related party under the Listing Rules by virtue of being an entity controlled by a Director.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

### **7.4 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue 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 (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Facilitator Options to Twenty 1 Corp (or its nominee(s)). If this issue does not proceed, the Company will be subject to a greater risk of the Proposed Acquisition not proceeding.

### **7.5 Technical Information required by Listing Rule 10.13**

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Twenty 1 Corp (or its nominee(s)).



REQUIRED INFORMATION	DETAILS
<b>Categorisation under Listing Rule 10.11</b>	Twenty 1 Corp falls within the category set out in Listing Rule 10.11.1 as it is a related party of the Company by virtue of being an entity controlled by a Director.
<b>Number of Securities and class to be issued</b>	75,000,000 Facilitator Options will be issued.
<b>Terms of Securities</b>	The Facilitator Options will be issued on the terms and conditions set out in Schedule 4 .
<b>Date(s) on or by which the Securities will be issued</b>	The Company will not issue any Facilitator Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Facilitator Options will be issued for a nominal aggregate price of \$750 (on the basis of \$0.00001 per Facilitator Option), in consideration for introducing and facilitating the Proposed Acquisition to the Company.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to remunerate Twenty 1 Corp for services provided in introducing and facilitating the Proposed Acquisition to the Company.
<b>Summary of material terms of agreement to issue</b>	It is a term of the Agreement that the Facilitator Options are issued to Twenty 1 Corp. Refer to Schedule 1 for a summary of the material terms of the Agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 8. RESOLUTION 8 – APPROVAL TO ISSUE FACILITATOR OPTIONS TO ORA CAPITAL PTY LTD

### 8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 75,000,000 Facilitator Options in consideration for services provided by Ora Capital in introducing and facilitating the Proposed Acquisition to the Company.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company risks the Proposed Acquisition not proceeding. There is no option to pay cash to Ora Capital.

### 8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons</b>	Ora Capital (or its nominee(s)).



REQUIRED INFORMATION	DETAILS
<b>were or will be identified/selected</b>	
<b>Number of Securities and class to be issued</b>	75,000,000 Facilitator Options will be issued.
<b>Terms of Securities</b>	The Facilitator Options will be issued on the terms and conditions set out in Schedule 4 .
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Facilitator Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Facilitator Options will be issued for a nominal aggregate price of \$750 (on the basis of \$0.00001 per Facilitator Option), in consideration for introducing and facilitating the Proposed Acquisition to the Company.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to remunerate Ora Capital for services provided in introducing and facilitating the Proposed Acquisition to the Company.
<b>Summary of material terms of agreement to issue</b>	It is a term of the Agreement that the Facilitator Options are issued to Ora Capital. Refer to Schedule 1 for a summary of the material terms of the Agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**Agreement** means the agreement between the Company and Nucleics in respect of the IP Option.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Class A Performance Shares** means the Performance Shares issued on the terms in Schedule 2.

**Class B Performance Shares** means the Performance Shares issued on the terms in Schedule 2.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Trivarx Ltd (ACN 008 130 336).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Facilitator Options** means the Options issued on the terms and conditions in Schedule 4.

**IP Option** means the exclusive option granted to the Company to acquire the Stabl-Im.

**JP Equity** means JP Equity Holdings Pty Ltd (ACN 626 933 364).

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager Options** has the meaning given in Section 1.4.

**Listing Rules** means the Listing Rules of ASX.

**Mandate** means the lead manager mandate with JP Equity.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Meeting** means the meeting convened by the Notice.

**New IP** means Stabl-Im and all associated intellectual property from Nucleics.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Nucleics** means Nucleics Pty Ltd (ACN 087 973 528).

**Option** means an option to acquire a Share.

**Ora Capital** means Ora Capital Pty Ltd (ACN 154 848 469).

**Performance Share** means a performance share in the capital of the Company which converts into a Share following satisfaction of a performance milestone.

**Placement** has the meaning given in Section 1.1.

**Placement Shares** means the Shares issued under the Placement.

**Proposed Acquisition** means the proposed acquisition under the Agreement.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option, or Performance Share (as applicable).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Stabl-Im** has the meaning given to it in Section 1.1.

**Tranche 1 Placement Shares** has the meaning given in Section 1.1.

**Tranche 2 Placement Shares** has the meaning given in Section 1.1.

**Twenty 1 Corp** means Twenty 1 Corporate Pty Ltd (ACN 614 272 230).

## SCHEDULE 1 – SUMMARY OF AGREEMENT

<b>Date of Agreement</b>	16 October 2025 ( <b>Execution Date</b> )
<b>Acquisition</b>	Pursuant to the Agreement, Nucleics agrees to grant the Company an option to acquire the New IP free from all encumbrances, for the consideration under the Agreement ( <b>Option</b> ).
<b>Grant of Option</b>	<p>(a) The Company agrees to pay Nucleics a non-refundable option fee of A\$250,000 within 10 business days of the date of the Agreement and in consideration, Nucleics agrees to irrevocably grant to the Company the Option.</p> <p>(b) The Option is exercisable by the Purchaser at any time commencing on the date of this Agreement and ending at 5pm (WST) on the date that is 90 days after the Execution Date (or such other date as the parties may agree).</p>
<b>Exercise of Options</b>	Upon the exercise of the Option, Nucleics will be deemed to have agreed to sell all its rights and interest in the Intellectual Property to the Company on the terms set out in this Agreement ( <b>Acquisition</b> ).
<b>Consideration</b>	<p>(a) Following the exercise of the Option and in consideration for the Acquisition, the Company agrees, subject to obtaining shareholder approval, to issue to Nucleics two classes of performance shares as follows:</p> <p>(i) <b>Class A Performance Shares:</b> 250,000,000 Class A Performance Shares that convert into fully paid ordinary shares in the capital of the Company on a one for one basis, upon Company completing a successful Phase I trial in respect of the New IP within four years of the date of settlement of the Acquisition; and</p> <p>(ii) <b>Class B Performance Shares:</b> 500,000,000 Class B Performance Shares that convert into full paid ordinary shares in the capital of the Purchaser on a one for one basis, upon the Purchaser completing a successful Phase II trial in respect of the New IP within four years of the date of settlement of the Acquisition.</p> <p>(b) For the purposes of above, Phase I and II trials will be deemed successful if (as applicable):</p> <p>(i) <b>Phase I:</b> "The Phase I trial demonstrates that the investigational product is safe and well-tolerated, with no dose-limiting toxicities that would preclude progression to a Phase II trial"</p> <p>(ii) <b>Phase II:</b> "The Phase II clinical trial demonstrates a statistically significant improvement over placebo (or standard of care) in the pre-specified primary efficacy endpoint as defined in the protocol with an acceptable safety profile".</p>
<b>Equity Raising and Facilitation</b>	<p>(a) The Parties acknowledge that:</p> <p>(i) contemporaneously with the execution of this Agreement, the Company intends to complete the Placement; and</p> <p>(ii) in consideration for introducing and facilitating the Acquisition, the Company has agreed to issue an aggregate of 150,000,000 Options to Ora Capital</p>

	<p>and Twenty 1 Corp (or their nominee(s)), subject to obtaining shareholder approval (<b>Facilitator Options</b>).</p> <p>(b) Nucleics agrees to cornerstone the Placement for an amount of \$500,000.</p>
<b>Conditions Precedent and Termination</b>	<p>Following exercise of the Option, settlement of the Acquisition is subject to the following conditions precedent (<b>Conditions Precedent</b>) being satisfied:</p> <p>(a) <b>Shareholder approvals:</b> the shareholders of the Company approving the issue of the Class A Performance Shares, Class B Performance Shares and Facilitation Fee Shares in general meeting; and</p> <p>(b) <b>Regulatory approvals:</b> the Parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the Parties to lawfully complete the matters set out in this Agreement.</p> <p>If the Conditions Precedent set out above are not satisfied on or before 5.00pm (Perth time) within 75 days after the date of exercise of the Option (or such later date the that the parties agree in writing), any Party may terminate this Agreement by notice in writing to the other Party, in which case, this Agreement will be at an end and the parties will be released from their obligations under this Agreement (other than any pre-existing liabilities for breach of this Agreement, which shall survive termination).</p>

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## SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE SHARES

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### **Rights attaching to the Performance Shares**

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of Trivax Limited (Company).
- (b) **(General meetings)** Each Performance Share confers on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to holders of fully paid ordinary shares in the capital of the Company (**Shareholders**). Holders have the right to attend general meetings of Shareholders.
- (c) **(No voting rights)** A Performance Share does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (d) **(No dividend rights)** A Performance Share does not entitle the Holder to any dividends.
- (e) **(No rights to return of capital)** A Performance Share does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) **(Rights on winding up)** A Performance Share does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
- (g) **(Not transferable)** A Performance Share is not transferable.
- (h) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the *Corporations Act 2001* (Cth) and the ASX Listing Rules at the time of reorganisation.
- (i) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Shares into fully paid ordinary shares (**Shares**), the Company must within 10 Business Days apply for the official quotation of the Shares arising from the conversion on ASX.
- (j) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a Holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues prior to conversion.
- (k) **(No other rights)** A Performance Share gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

### **Conversion of the Performance Shares**

- (l) **(Conversion on achievement of milestone)** Subject to paragraph (n), a Performance Share in the relevant class will convert into one Share upon achievement of:
  - (i) Class A Performance Shares – 250,000,000 Performance Shares vest upon the Company completing a successful Phase I trial in respect of the New IP within four years of the date of settlement of the Proposed Acquisition;
  - (ii) Class B Performance Shares – 500,000,000 Performance Shares vest upon the Company completing a successful Phase II trial in respect of the New IP within four years of the date of settlement of the Proposed Acquisition.

For the purposes of the above, a Phase I or II trial will be deemed successful if (as applicable):

Phase I: *"The Phase I trial demonstrate that the investigational product is safe and well-tolerated, with no dose-limiting toxicities that would preclude progression to a Phase II trial."*

Phase II: *"The Phase II clinical trial demonstrates a statistically significant improvement over placebo (or standard of care) in the pre-specified primary efficacy endpoint as defined in the protocol with an acceptable safety profile."*

- (m) **(Conversion on change of control):** Subject to paragraph (n) and notwithstanding the relevant milestone has not been satisfied, upon the occurrence of either:
- (i) a takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
  - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,
- the Performance Shares shall automatically convert into Shares.
- (n) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Performance Share under paragraph (l) or (m) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) **(General Prohibition)** then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:
- (i) Holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
  - (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (n)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (o) **(Lapse of Performance Share)** each Performance Share shall expire on the date that is four years from the completion date of the Proposed Acquisition **(Expiry Date)** if the relevant milestone attached to that Performance Share has not been achieved, at which time the Company will cancel the relevant Performance Shares.
- (p) **(Redemption if Milestone not achieved)** If the relevant milestone is not achieved by the relevant Expiry Date, then each Performance Share in the relevant class will be cancelled by the Company for nil consideration.
- (q) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Performance Share within 10 Business Days following the conversion.
- (r) **(Ranking upon conversion)** The Share into which a Performance Share may convert will rank *pari passu* in all respects with existing Shares.

### SCHEDULE 3 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1.	<b>Entitlement</b>	Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Issue Price</b>	Each Lead Manager Options will be issued for an issue price of \$0.00001 per Lead Manager Option.
3.	<b>Exercise Price</b>	Subject to paragraph 10, the amount payable upon exercise of each Lead Manager Option will be \$0.015 ( <b>Exercise Price</b> ).
4.	<b>Expiry Date</b>	<p>Each Lead Manager Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue (<b>Expiry Date</b>).</p> <p>A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</p>
5.	<b>Exercise Period</b>	The Lead Manager Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
6.	<b>Exercise Notice</b>	The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Lead Manager Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Lead Manager Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
7.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Lead Manager Option being exercised in cleared funds ( <b>Exercise Date</b> ).
8.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options.</li> </ul> <p>If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
9.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Lead Manager Options rank equally with the then issued shares of the Company.
10.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX



		Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
11.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Lead Manager Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.
12.	<b>Change in exercise price/Adjustment for rights issue</b>	A Lead Manager Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Lead Manager Option can be exercised.
13.	<b>Transferability</b>	The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 4 – TERMS AND CONDITIONS OF FACILITATOR OPTIONS

1.	<b>Entitlement</b>	Each Facilitator Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Issue Price</b>	Each Facilitator Options will be issued for an issue price of \$0.00001 per Facilitator Option.
3.	<b>Exercise Price</b>	Subject to paragraph 12, the amount payable upon exercise of each Facilitator Option will be \$0.015 ( <b>Exercise Price</b> ).
4.	<b>Expiry Date</b>	<p>Each Facilitator Option will expire at 5:00 pm (AWST) on the date that is five years from the date of issue (<b>Expiry Date</b>).</p> <p>A Facilitator Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</p>
5.	<b>Vesting</b>	<p>(a) 50% of the Facilitator Options issued to each recipient shall vest immediately upon being issued; and</p> <p>(b) 50% of the Facilitator Options issued to each recipient shall vest upon the Company completing a successful Phase I trial in respect of the New IP within four years of the date of settlement of the Proposed Acquisition,</p> <p>(each a <b>Vesting Condition</b>).</p> <p>A Phase I trial will be deemed successful if it demonstrates that the investigational product is safe and well-tolerated, with no dose-limiting toxicities that would preclude progression to a Phase II trial.</p>
6.	<b>Exercise Period</b>	The Facilitator Options are exercisable at any time between the satisfaction of the relevant Vesting Condition and the Expiry Date ( <b>Exercise Period</b> ).
7.	<b>Exercise Notice</b>	The Facilitator Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Facilitator Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Facilitator Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
8.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Facilitator Option being exercised in cleared funds ( <b>Exercise Date</b> ).
9.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Facilitator Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Facilitator Options.</p> <p>If a notice delivered under 9(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to</p>

		investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
10.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Facilitator Options rank equally with the then issued shares of the Company.
11.	<b>Change of control</b>	<p>Notwithstanding that the vesting condition has not been satisfied, upon the occurrence of either:</p> <p>(a) (a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or</p> <p>(b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>any unvested Facilitator Options shall become fully vested.</p>
12.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
13.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Facilitator Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Facilitator Options without exercising the Facilitator Options.
14.	<b>Change in exercise price/Adjustment for rights issue</b>	A Facilitator Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Facilitator Option can be exercised.
15.	<b>Transferability</b>	The Facilitator Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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TrivarX Limited | ABN 58 008 130 336

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10:30am (AWST) on Wednesday, 10 December 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](mailto: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)



12 November 2025

### Upcoming General Meeting of Shareholders

Dear Shareholder,


TrivarX Limited (ACN 008 130 336) (ASX: TRI) or “the **Company**”), advises that it will be holding a General Meeting of Shareholders in person at COMO The Treasury, Level 1, Executive Boardroom, 1 Cathedral Avenue, Perth Western Australia on Friday, 12 December 2025 at 10.30am (AWST) (**Meeting**).

#### Notice of General Meeting

The Notice of General Meeting and Explanatory Statement (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at [trivarx.com/announcements/](http://trivarx.com/announcements/) or the Company’s ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: TRI).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

<p><b>Online</b></p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"> <li>1. Login to the Automic website using the holding details as shown on your holding statement.</li> <li>2. Click on ‘View Meetings’ – ‘Vote’.</li> </ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact the Chief Operating Officer with any questions prior to the meeting via email at [kai.sun@trivarx.com](mailto:kai.sun@trivarx.com)

Copies of all Meeting related material including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Board of TrivarX Limited.