



13 November 2025

Dear Securityholder,

On behalf of the Directors of SRJ Technologies Group Plc ARBN 642 229 856 (ASX:SRJ) (**SRJ Technologies**), I am pleased to invite you to attend the Annual General Meeting (**Meeting**) of SRJ Technologies.

The Meeting will be held on Thursday, 4 December 2025 commencing at 3:00pm (AWST) / 7:00am (GMT). The Meeting will be held **virtually (online)**.

Shareholders must register to attend the Meeting virtually no later than 48 hours before the date of the Meeting, being 3:00pm (AWST) on Tuesday, 2 December 2025, at which time they will be provided with a personalised poll form to vote at the Meeting. Details as to how Shareholders can register to attend the Meeting can be found in this Notice. Alternatively, Shareholders may vote by completing the Proxy Form which accompanies this Notice.

Holders of CHESS Depository Interests in the Company (**CDI Holders**) will not be able to vote online during the Meeting but will be able to ask questions and submit a CDI Voting Form ahead of the Meeting. CDI Holders must submit their properly completed CDI Voting Form and lodge it with the Company by no later than 10:00am (AWST) on Monday, 1 December 2025 and in a manner as set out in this Notice of Meeting. The CDI Voting Form accompanies this Notice.

You are able to view and download a copy of the Notice of Meeting from our website <https://www.srj-technologies.com/> or via the ASX announcements platform. Also available on our website will be all the information you need to attend the Meeting. It will include our virtual meeting online guide on how to register for online voting.

Whether or not you expect to virtually attend the Meeting, we strongly encourage you to submit your Proxy Form or CDI Voting Form as soon as possible so that your applicable Shares and / or CDIs can be voted at the Meeting.

The Directors of SRJ Technologies unanimously recommend that Securityholders vote in favour of all resolutions.

Thank you for your continued support of SRJ Technologies.

George Gourlay

Non-Executive Chairperson



**SRJ TECHNOLOGIES GROUP PLC**

**ARBN 642 229 856**

**Notice of Annual General Meeting of Securityholders**

This Annual General Meeting of Securityholders of SRJ Technologies Group Plc ARBN 642 229 856 (**SRJ** or **Company**) will be held at:

TIME: 3:00pm (AWST) / 7:00am (GMT)

DATE: Thursday, 4 December 2025

PLACE: The meeting will be held virtually and can be accessed using the following link

[https://teams.microsoft.com//meetup-join/19%3ameeting\\_Yml0ZTE5ZWQtMTZjZS00NmY0LWE2NTktMmIzMGUyMzdjMTdl%40thread.v2/0?context=%7b%22Tid%22%3a%221dc58bf2-2efa-463a-81e2-6f9c09e2812d%22%2c%22Oid%22%3a%22705821de-9fc8-4363-9925-2f63377fdf3a%22%7d](https://teams.microsoft.com//meetup-join/19%3ameeting_Yml0ZTE5ZWQtMTZjZS00NmY0LWE2NTktMmIzMGUyMzdjMTdl%40thread.v2/0?context=%7b%22Tid%22%3a%221dc58bf2-2efa-463a-81e2-6f9c09e2812d%22%2c%22Oid%22%3a%22705821de-9fc8-4363-9925-2f63377fdf3a%22%7d)

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

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

**The Meeting is being held by way of a virtual meeting which will be held electronically using an online meeting platform (further instructions are enclosed in this Notice).**

**All Securityholders (being both holders of fully paid ordinary shares in the Company and holders of CDIs) are urged to vote their Shares or CDIs, whether by attending the Meeting electronically or submitting a Proxy Form (in the case of Shareholders) or submitting a CDI Voting Form (in the case of CDI Holders).**



**SRJ Technologies Group Plc**  
**ARBN 642 229 856**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that an Annual General Meeting of Securityholders of the Company will be held virtually at 3:00pm (AWST) / 7:00am (GMT) on Thursday, 4 December 2025 (**Meeting**).

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement, the Proxy Form and CDI Voting Form accompany and form part of this Notice.

The Directors have determined pursuant to the Articles of Association that the persons eligible to vote at the Meeting are those who are registered Shareholders at 3:00pm (AWST) on Tuesday, 2 December 2025 and registered CDI Holders at 4:00pm (AWST) on Sunday, 30 November 2025 (as the case may be).

Terms and abbreviations used in this Notice (including the Explanatory Statement) are defined in the Glossary.

**ORDINARY BUSINESS**

**1. Financial Statements and Reports**

To receive the annual financial statements of the Company and the reports of the Directors and of the Auditors for the financial year ended 31 December 2024.

**Note:** There is no requirement for Securityholders to approve the reports

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**2. Election of Director – Giles Bourne (Resolution 1)**

To consider, and if thought fit, to pass the following item as an ordinary resolution:

*“That Giles Bourne, having been appointed as a Director of the Board in accordance with the Articles of Association, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 4.4 of the Articles of Association and ASX Listing Rule 14.4.”*

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**3. Election of Director – George Gourlay (Resolution 2)**

To consider, and if thought fit, to pass the following item as an ordinary resolution:

*“That George Gourlay, having been appointed as a Director of the Board in accordance with the Articles of Association, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 4.4 of the Articles of Association and ASX Listing Rule 14.4.”*

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**4. Election of Director – Jason De Silveira (Resolution 3)**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*“That, Jason De Silveira, having been appointed as a Director of the Board in accordance with the Articles of Association, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 4.4 of the Articles of Association and ASX Listing Rule 14.4.”*



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#### **5. Re-election of Director – Roger Smith (Resolution 4)**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*“That, Roger Smith, who retires in accordance with Article 4.3(b) of the Articles of Association, and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Statement.”*

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#### **6. Re-appointment of Grant Thornton as Auditors (Resolution 5)**

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

*“That Grant Thornton be re-appointed as Auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Directors to determine the Auditors remuneration.”*

### **SPECIAL BUSINESS**

#### **7. Ratification of the issue of 558,445 CDIs – ACE Acquisition (Resolution 6)**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Securityholders approve the issue of 558,445 fully paid CDIs in the Company at a deemed issue price of A\$0.115 per CDI to the ACE Sellers on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **8. Ratification of the issue of CDIs under Convertible Notes (Resolution 7)**

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

*“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 2,915,150 CDIs in the Company to Convertible Note Holders, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **9. Ratification of the issue of CDIs to Saxby Capital Investments (Resolution 8)**

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

*“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 385,921 fully paid CDIs at \$0.02591 per CDI that were issued to Bradley Saxby and Saxby Capital Investments under the Deed of Settlement and Release, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **10. Ratification of prior issue of CDIs under the July 2025 Placement (Resolution 9)**

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



*“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 89,150,830 fully paid CDIs at \$0.004 per CDI that were issued under the July 2025 Placement, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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### **11. Ratification of prior issue of CDIs under the Loan Facility (Resolution 10)**

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

*“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 50,000,000 fully paid CDIs at \$0.004 per CDI that were issued under the Loan Facility, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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### **12. Approval of 10% Placement Facility (LR 7.1A) (Resolution 11)**

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

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Securityholders approve the Company having additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue (**10% Placement Facility**), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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### **13. Approval of the Omnibus Incentive Plan (Resolution 12)**

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

*“That, pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13) and for all other purposes, Securityholders approve the Omnibus Incentive Plan, and the grant of securities under the Omnibus Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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### **14. Approval of issue of up to 250,000,000 CDIs under Future Placement (Resolution 13)**

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

*“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Securityholders approve the issue of up to 250,000,000 CDIs, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **15. Approval to issue 35,000,000 Share Options to George Gourlay (Resolution 14)**

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

*“That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 35,000,000 Share Options to George Gourlay, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **16. Approval to issue 3,500,000 Share Options to Giles Bourne (Resolution 15)**

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

*“That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 3,500,000 Share Options to Giles Bourne, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **17. Approval to issue 5,300,000 Share Options to Roger Smith (Resolution 16)**

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

*“That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 5,300,000 Share Options to Roger Smith, on the terms and conditions set out in the Explanatory Statement.”*

**Note:** A voting exclusion statement applies to this Resolution. Please see below.

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#### **By order of the Board**

Ben Donovan  
Company Secretary

Dated: 12 November 2025



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## Voting Exclusions in accordance with ASX Listing Rules

**Resolutions 6 – 10:** In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the securities the subject of the Resolutions (except a benefit solely by reason of being a holder of Shares), or an associate of those persons.

In accordance with ASX Listing Rule 14.11.1, the following persons are excluded from voting on each Resolution:

- a) each of the ACE Sellers and their respective associates are excluded from voting on Resolution 6;
- b) each Convertible Note Holder and their respective associates are excluded from voting on Resolution 7;
- c) Bradley Saxby and Saxby Capital Investments and their respective associates are excluded from voting on Resolution 8;
- d) any person who participated in the July 2025 Placement and any associate of such person is excluded from voting on Resolution 9; and
- e) BJS Robb Pty Ltd and its associates are excluded from voting on Resolution 10.

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

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chairperson to vote on the Resolutions as the Chairperson decides; or
- c) a Securityholder 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 Resolutions; and
  - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 11:** In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of the following persons:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of any Shares or CDIs under the additional 10% Placement Facility (except a benefit solely by reason of being a holder of Shares or CDIs in the Company); or
- a) any associate of such a person.

However, the above voting exclusion statements under the ASX Listing Rules will not apply and, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with the directions given on the Proxy Form or to the attorney to vote on the Resolution in that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on the Resolution,



- in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- c) a Securityholder 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
    - (i) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 12:** In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by a person who is eligible to participate in the Omnibus Incentive Plan 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or
- c) a Securityholder 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.

**Resolution 13:** In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Equity Securities the subject of this Resolution (except a benefit solely by reason of being a holder of Shares or CDIs), or an associate of those persons.

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

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



**Resolutions 14, 15 and 16:** In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of each of Resolutions 14, 15 and 16 by or on behalf of:

- a) each of:
  - (i) in relation to Resolution 14, George Gourlay (or entities associated with George Gourlay);
  - (ii) in relation to Resolution 15, Giles Bourne (or entities associated with Giles Bourne); and
  - (iii) in relation to Resolution 16, Roger Smith (or entities associated with Roger Smith), who are to receive the Equity Securities in question under Resolutions 14, 15 and 16 and any other person who will obtain a material benefit as a result of the issue of these Equity Securities (except a benefit solely by reason of being a holder of Shares or CDIs); or
- b) any associate of any of those persons.

However this does not apply to a vote cast in favour of any of Resolution 14, 15 and 16 if it is cast by:

- a) a person as proxy or attorney for a person who is entitled to vote on the applicable Resolution, in accordance with the directions given to the proxy or attorney to vote on the applicable Resolution in that way;
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on the applicable Resolution, in accordance with a direction given to the Chairperson to vote on the applicable Resolution as the Chairperson decides; or
- c) a Securityholder 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 Securityholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the applicable Resolution; and
  - (ii) the Securityholder votes on the applicable Resolution in accordance with the directions given by the beneficiary to the Securityholder to vote in that way.



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## Explanatory Statement

This Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Shareholders and CDI Holders are specifically referred to in the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

## Action to be taken by Shareholders and CDI Holders

Shareholders and CDI Holders should read this Notice including the Explanatory Statement carefully before deciding how to vote on the Resolutions.

## Voting

The Company has determined to hold the Meeting as a virtual meeting. Please refer to the information below on how Securityholders can participate in the Meeting.

As Securityholders will not be able to physically attend the Meeting, it will be deemed to be held at the registered office of the Company.

## Proxies

All voting will be conducted by poll using proxy instructions received in advance of the Meeting and any live votes. The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- a) vote by lodging a Proxy Form by Tuesday, 2 December 2025 at 3:00pm (AWST) (**Proxy Cut-Off Time**) (recommended); or
- b) Shareholders who wish to participate and vote at the Meeting should contact the Company at [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au) prior to 3:00pm (AWST) on Tuesday, 2 December 2025 providing their holder name, SRN/ HIN, address and number of Shares held, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.

The Directors instruct all CDI Holders who would like to have their vote counted, to vote by lodging their CDI Voting Form by Monday, 1 December 2025 at 10:00am (AWST) (**CDI Form Cut-Off Time**) (recommended).

How Shareholders can participate:

- a) Shareholders are strongly urged to appoint the Chairperson as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chairperson must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice.
- b) Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au) to notify the Company that you intend to participate and vote on a poll at the Meeting. You will also need to access the Meeting by videoconference to follow the progress of the Meeting to participate in the poll (see below). Once you have registered to attend the Meeting, and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be



completed and returned to the Company after the poll has been called and within 1 hour of the close of polling. The poll card can be returned to the Company Secretary at [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au). During the Meeting, the Chairperson will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the ASX Listing Rules.

How CDI Holders can participate:

- a) CDI Holders will be able to attend the Meeting and ask questions but will not be able to vote at the Meeting.
- b) In order to vote, CDI Holders can complete the CDI Voting Form to provide specific instructions on how a CDI Holder's vote is to be cast on each item of business, and our CDI depositary, CHESS Depositary Nominees Pty Ltd (**CDN**), must follow your instructions. Lodgement instructions (which include the ability to lodge CDI Voting Forms online) are set out in the CDI Voting Form attached to the Notice.

A Proxy Form and a CDI Voting Form are enclosed with this Notice. The Directors strongly encourage all Shareholders and CDI Holders to sign and return the Proxy Form or complete the CDI Voting Form (as appropriate) in accordance with the instructions thereon.

### **Chairperson's voting intention**

The Chairperson intends to vote all available proxies in favour of all Resolutions, unless the Securityholder has expressly indicated a different voting intention.

### **Submitting questions**

Shareholders and CDI Holders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au) by 3:00pm (AWST) by Tuesday, 2 December 2025.

Shareholders and CDI Holders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chairperson.

The Chairperson will attempt to respond to the questions during the Meeting. The Chairperson will request prior to a Shareholder or CDI Holder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares or CDIs they hold).

### **Remote attendance via video conference**

The Meeting will be accessible to all Shareholders and CDI Holders that have registered to attend the Meeting via a **live webinar**, which will allow Shareholders and CDI Holders to listen and observe the Meeting and ask questions in relation to the business of the Meeting. To register and access the Meeting by webinar, Shareholders and CDI Holders should copy the link below to your web browser:

[https://teams.microsoft.com/join/19%3ameeting\\_YmI0ZTE5ZWQtMTZjZS00NmY0LWE2NTktMmlzMGUyMzdjMTdl%40thread.v2/0?context=%7b%22Tid%22%3a%221dc58bf2-2efa-463a-81e2-6f9c09e2812d%22%2c%22Oid%22%3a%22705821de-9fc8-4363-9925-2f63377fdf3a%22%7d](https://teams.microsoft.com/join/19%3ameeting_YmI0ZTE5ZWQtMTZjZS00NmY0LWE2NTktMmlzMGUyMzdjMTdl%40thread.v2/0?context=%7b%22Tid%22%3a%221dc58bf2-2efa-463a-81e2-6f9c09e2812d%22%2c%22Oid%22%3a%22705821de-9fc8-4363-9925-2f63377fdf3a%22%7d)



## Voting Entitlements

The Board has determined that a Shareholder's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 3:00pm (AWST) on Tuesday, 2 December 2025. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at this Annual General Meeting.

## Enquiries

Securityholders may contact the Company Secretary, Ben Donovan, on [bdonovan@arguscorp.com.au](mailto:bdonovan@arguscorp.com.au) if they have any queries in respect of the matters set out in these documents.

## Voting requirements

Recommendation 6.4 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) and ASX guidance provide that an ASX listed entity should ensure that all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chairperson has determined in accordance with the Articles of Association that all resolutions put to Securityholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Articles of Association and the ASX Listing Rules, Resolutions 1 to 15 (other than Resolution 11) put to Securityholders at the Meeting must be passed by way of an ordinary resolution which requires each Resolution be approved by a majority of votes cast by Securityholders entitled to vote on that Resolution. Resolution 11 requires a special resolution which requires over 75% of votes cast by Securityholders entitled to vote on that Resolution.

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## ITEM 1 : Financial Statements and Reports

Under the *Corporations Act 2001* (Cth) (**Corporations Act**), an Australian company listed on the ASX is required in each calendar year to lay its financial statements before Securityholders at an annual general meeting. The financial statements and reports referred to in this Item were released on the Company's ASX announcement platform on 31 March 2025, and are available on the Company website: [www.srj-technologies.com/investors](http://www.srj-technologies.com/investors).

The Corporations Act does not require a vote of Securityholders on the reports or statements. However, the Securityholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

The Company, being a company incorporated in Jersey, Channel Islands, is not required to meet the Corporations Act requirements to lay before the Meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the Meeting, the Company's audited financial statements and the reports for the financial year ended 31 December 2024.

Copies of the full financial report for consideration at the Meeting can be accessed on the Company's website: <https://www.srj-technologies.com/>.

If a Securityholder would like to receive a hard copy annual report, please contact the Company's share registry, Computershare ([www.investorcentre.com/contact](http://www.investorcentre.com/contact)).



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**ITEM 2 : Election of Director – Giles Bourne (Resolution 1)**

Article 4.2(a)(ii) of the Articles of Association provides that any person who is willing to act as a Director, and is not disqualified by law from being a Director of the company, may be appointed to be a Director by ordinary resolution. Article 4.4 and ASX Listing Rule 14.4 further provides that a Director appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the entity.

Giles Bourne was appointed by the Board as a non-executive Director on 21 August 2024. As he was appointed after the previous AGM, he is required to stand for election at this year's AGM.

Mr Giles Bourne has over 27 years of experience leading technology innovation and commercialisation across diverse industries, including multinational software companies, polymer banknote technology, and corporate advisory before serving 14 years as the CEO/MD of ASX listed BluGlass LTD (ASX:BLG). At BluGlass he has completed multiple ASX capital raises and delivered multiple international development partnerships. Giles is also a co-founder and Non-Executive Director of the technology scale up fund and advisory business, Scalare Partners Ltd.

Mr Bourne has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that Mr Bourne is considered an independent Director.

The Board (excluding Mr Bourne) recommends that Securityholders vote in favour of Resolution 1.

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 1.

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**ITEM 3 : Election of Director – George Gourlay (Resolution 2)**

Article 4.2(a)(ii) of the Articles of Association provides that any person who is willing to act as a Director, and is not disqualified by law from being a Director of the company, may be appointed to be a Director by ordinary resolution. Article 4.4 and ASX Listing Rule 14.4 further provides that a Director appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the entity.

Mr George Gourlay was appointed by the Board as a non-executive Director and Chairperson on 8 November 2024. As he was appointed after the previous AGM, he is required to stand for election at this year's AGM.

With over 23 years of executive leadership experience, Mr Gourlay has held senior roles at several leading organisations, where he made a significant impact on their strategic growth and global expansion. As CEO at AYTB (Al Yusr Industrial Contracting), Mr Gourlay led the transformation of the company in Saudi Arabia's petrochemical markets, developing a robust business strategy and restructuring financial systems to ensure sustainable growth. As COO at International Maritime Industries (Lamprell/Saudi Aramco JV), Mr Gourlay played a pivotal role in defining the company's five-year operational strategy and overseeing major rig fabrication and maintenance operations. As CEO at Nexus Group, Mr Gourlay successfully led multiple acquisitions, expanding the company's services and cementing its position as a leader in oil and gas services. Mr Gourlay currently serves as a Non-Executive Director at Avantis Marine, providing strategic guidance on growth, international expansion, and corporate governance.



Mr Gourlay has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that Mr Gourlay is an independent Director.

The Board (excluding Mr Gourlay) recommends that Securityholders vote in favour of Resolution 2.

The Chairperson of the Meeting (which for the purposes of this Resolution 2 is Giles Bourne) intends to vote undirected proxies in favour of Resolution 2.

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#### **ITEM 4 : Election of Director – Jason De Silveira (Resolution 3)**

Article 4.2(a)(ii) of the Articles of Association provides that any person who is willing to act as a Director, and is not disqualified by law from being a Director of the company, may be appointed to be a Director by ordinary resolution. Article 4.4 and ASX Listing Rule 14.4 further provides that a Director appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Jason De Silveira was appointed by the Board as a non-executive Director on 4 November 2025 and as a result is required to stand for election at this AGM.

As Founder and Chief Executive Officer of Nexxis Pty Ltd, Mr De Silveira has established the company as a leader in advanced technological solutions within the inspection and testing sector. Nexxis specialises in the provision of innovative robotic and remote inspection systems that enhance safety, operational efficiency, and data accuracy across the oil and gas, mining, and energy industries. This strategic focus on technology and innovation aligns strongly with SRJ's service offerings, presenting significant opportunities for value creation through Jason's profound knowledge of the market and technological solutions alongside the potential adoption of Nexxis's advanced inspection technologies, data-driven solutions and flexible equipment models that support superior asset performance and reliability. Before founding Nexxis, Jason held several senior engineering and management roles in the energy sector. As Lead Mechanical HU Commissioning Engineer at Woodside Energy, he developed plans and procedures for offshore completions. He also served as Managing Director of J&D Project Services Pty Ltd, supplying labour and equipment to the Power Generation and Oil & Gas industries. Earlier in his career, Jason worked in various commissioning and supervisory roles with Worley Parsons, PTTEP, Brunel, Energy Resources International, Powertech, and TCPower, where he managed the installation and commissioning of gas turbines.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that Mr De Silveria is an independent Director.

The Board (excluding Mr De Silveria) recommends that Securityholders vote in favour of Resolution 3.

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 3.

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#### **ITEM 5 : Re-election of Director – Roger Smith (Resolution 4)**

Article 4.3(b) of the Articles of Association provides that at each annual general meeting of the Company, one-third of the Directors (except for the managing Director) or, if their number is not



three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire every year shall be those who have been longest in office since their last election and as between persons who became Directors on the same day shall be determined by lot.

Further to this, ASX Listing Rule 14.4 provides that a Director of an ASX listed entity must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. However, this does not apply to the managing Director. Even if no Director is required to stand for election by rotation under ASX Listing Rule 14.4, the Company is still required to hold an election of Directors at each annual general meeting under ASX Listing Rule 14.5.

There are three Directors currently on the Board, being Giles Bourne, George Gourlay and Roger Smith. Mr Smith was last re-elected at the Company's 2024 Annual General Meeting. In accordance with the Articles of Association, it has been determined that Roger Smith will retire as a Director by rotation as the other Directors are excluded from this requirement by virtue of being available to fill a casual vacancy during the year.

Mr Smith is however eligible for re-election under the Articles of Association and wishes to stand for re-election as a Director.

Mr Smith is SRJ's Managing Director of UK, Europe and Middle East and a senior member of the executive management team. Prior to this, Mr Smith had been the Non-Executive Chairperson of SRJ for 5 years. Mr Smith joined SRJ with over 35 years' experience in the oil and gas industry, having served as a Senior Vice President of Petrofac Plc and as a Non-Executive Director of Haydale Graphene Industries plc. He has also held the post of commercial Director with Bureau Veritas. Mr Smith holds a bachelor's degree in physics from University of Southampton.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that Mr Smith is not an independent Director due to Mr Smith holding executive positions in the past 3 years.

Mr Smith has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Board (excluding Mr Smith) recommends that Securityholders vote in favour of Resolution 3.

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 3.

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#### **ITEM 6 Re-appointment of Grant Thornton as Auditors (Resolution 5)**

The Company is required at each general meeting at which the Company's financial statements are laid, to appoint auditors who will remain in office until the next annual general meeting at which financial statements are laid.

The Company appointed Grant Thornton to carry out the audit of the Company's 31 December 2024 Financial Report. Grant Thornton have expressed their interest to continue in office.

The Board recommends that Securityholders vote in favour of Resolution 5.

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 5.

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#### **ITEM 7 : Ratification of the issue of 558,445 CDIs – ACE Acquisition (Resolution 6)**

##### **Background**



As has previously been disclosed by the Company in various announcements made to the ASX, the Company entered into a binding share purchase agreement on 24 July 2024 (**Acquisition Agreement**) whereby it agreed to acquire 100% of the issued capital of Air Control Entech Limited (**ACE**) (**ACE Acquisition**). Completion of the ACE Acquisition occurred on 20 August 2024.

Further details of ACE and the ACE Acquisition are provided in the ASX Announcement and accompanying Investor Presentation released by the Company on the ASX on 24 July 2024 and the 2024 Notice of Meeting.

### **Consideration payable for the ACE Acquisition**

The purchase price payable by the Company to the ACE Sellers under the Acquisition Agreement was a combination of cash and CDIs in the Company. On 21 August 2024, the Company issued 175,249,279 CDIs to the ACE Sellers.

The Acquisition Agreement provided that the purchase price was subject to customary working capital and net debt adjustments based on standard completion accounts prepared following completion of the ACE Acquisition. To the extent there is a positive adjustment to the purchase price in favour of the ACE Sellers, the Company was required to issue additional CDIs to the Sellers in accordance with a formula in the Acquisition Agreement.

There was a positive adjustment to the purchase price of \$64,221. Accordingly, the Company issued 558,445 CDIs (**Additional CDIs**) to the ACE Sellers on 20 December 2024.

### **ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of securityholders is required for an issue or agreement to issue securities if the securities will, when aggregated with the securities issued by the Company during the previous 12-months, exceed 15% of the number of shares on issue at the commencement of that 12-month period.

The issue of Additional CDIs the subject of this Resolution 5 did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, thereby refreshing the Company's 15% capacity and enabling it to issue further securities up to that limit.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Securityholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 6 proposes the ratification and approval of the prior issue of 558,445 CDIs to the ACE Sellers under and in accordance with the Acquisition Agreement, for the purposes of ASX Listing Rule 7.4.

If Resolution 6 is passed, the allotment of the Additional CDIs to the ACE Sellers under the Acquisition Agreement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

If Resolution 6 is not passed, the issue of CDIs to investors under the Acquisition Agreement will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.



### Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 provides that for Securityholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) 558,445 Additional CDIs were issued by the Company to the ACE Sellers on 20 December 2024 in accordance with the Acquisition Agreement in satisfaction of the Company's obligation to pay a positive adjustment to the purchase price;
- (b) the Additional CDIs were issued at a deemed issue price of \$0.0115 per CDI;
- (c) the Additional CDIs are voluntarily escrowed by the Company for a period ranging from 2 to 8 months from the date of issue;
- (d) the Additional CDIs rank equally with other CDIs/Shares from the date of issue;
- (e) the Additional CDIs have been issued in accordance with the terms of the Acquisition Agreement, the material terms of which are summarised at Appendix 1 of the 2024 Notice of Meeting;
- (f) a voting exclusion statement applies to this Resolution 5 and is set out earlier in this Notice of Meeting.

### Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 6. The Chairperson intends to vote all undirected proxies in favour of Resolution 6.

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## ITEM 8 : Ratification of the issue of CDIs under Convertible Note (Resolution 7)

### Background

As announced to ASX, the Company raised up to \$1 million from new and existing Securityholders (**Convertible Note Holders**) by the issue of Convertible Notes.

In accordance with the Note Terms, the Convertible Notes (together with accrued interest) must automatically convert into Shares or CDIs on the date that the Company completes the next equity capital raising from new or existing investors (**Alternative Capital Raising**).

The issue price for the new CDIs is stipulated to be the lower of the price at which the CDIs are issued under the Alternative Capital Raising and \$0.075.

The issue price for new CDIs under the Alternative Capital Raising was \$0.055. Accordingly, the issue price for the CDIs issued on the conversion of the Convertible Notes was \$0.055.

### ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of Securityholders is required for an issue or agreement to issue securities if the securities will, when aggregated with the securities issued by the Company during the previous 12-months, exceed 15% of the number of shares on issue at the commencement of that 12-month period.

The issues of CDIs the subject of this Resolution did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, thereby refreshing the Company's 15% capacity and enabling it to issue further securities up to that limit.



The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Securityholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 7 proposes the ratification and approval of the prior issue of 2,915,150 CDIs to Convertible Note Holders under the Convertible Notes, for the purpose of ASX Listing Rule 7.4.

If Resolution 7 is passed, the allotment of CDIs to Convertible Note Holders under the Convertible Notes will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

If Resolution 7 is not passed, the issue of CDIs to investors under the Convertible Notes will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

### **Technical information required under ASX Listing Rule 7.5**

The Company provides the following information in accordance with ASX Listing Rule 7.5:

- a) the Company issued 2,915,150 CDIs on 20 December 2024 at an issue price per CDI of \$0.075;
- b) the CDIs under the Convertible Notes were issued to certain existing institutional securityholders and certain new institutional investors that were introduced by the Company and who were not related parties to the Company, members of the Company's key management personnel, substantial holders of the Company, advisers to the Company (or associates thereof) and no investor acquired more than 1% of the Company's issued share capital (as at 20 December 2024) through the issue of the Convertible Notes;
- c) the CDIs issued under the Convertible Notes represent underlying fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing CDIs/Shares;
- d) the purpose of the Convertible Notes was to raise funds to be used by the Company for general working capital purposes;
- e) the CDIs under the Convertible Notes were issued to investors under the Company's standard form of commitment letters which contain market standard terms; and
- f) a voting exclusion statement applies to Resolution 6 and is set out earlier in this Notice of Meeting.

### **Board recommendations**

The Board recommend that Securityholders vote in favour of Resolution 7. The Chairperson intends to vote all undirected proxies in favour of Resolution 7.

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## **ITEM 9 : Issue of CDIs to Bradley Saxby and Saxby Capital Investments (Resolution 8)**

### **General**

The Company, SRJ Tech, Saxby Capital Investments and Bradley Saxby have entered into the Deed of Settlement and Release, whereby it was agreed by the parties that the Company will issue 385,921 CDIs at a deemed price of \$0.02591 per CDI to Saxby Capital Investments.



#### **ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of securityholders is required for an issue or agreement to issue securities if the securities will, when aggregated with the securities issued by the Company during the previous 12-months, exceed 15% of the number of shares on issue at the commencement of that 12-month period.

The issues of CDIs the subject of this Resolution did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, thereby refreshing the Company's 15% capacity and enabling it to issue further securities up to that limit.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Securityholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 8 proposes the ratification and approval of the prior issue of 385,921 CDIs to investors under the Deed of Settlement and Release, for the purpose of ASX Listing Rule 7.4. Mr Saxby was a former adviser to the Company. A dispute arose between Mr Saxby and the Company in relation to the payment of adviser fees. The parties agreed to settle the dispute and the Company agreed to issue 385,921 CDIs at a deemed price of \$0.02591 per CDI to Saxby Capital Investments in settlement of all claims in respect of that dispute by Mr Saxby and Saxby Capital Investments.

If Resolution 8 is passed, the allotment of CDIs to Saxby Capital Investments under the Deed of Settlement and Release will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

If Resolution 8 is not passed, the issue of CDIs to investors under the Deed of Settlement and Release will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

#### **Technical information required under ASX Listing Rule 7.5**

The Company provides the following information in accordance with ASX Listing Rule 7.5:

- a) the Company issued 385,921 CDIs with an issue price per CDI of \$0.02591 on 3 April 2025;
- b) the CDIs under the Deed of Settlement and Release were issued to Saxby Capital Investments and Saxby Capital Investments is not a related party to the Company;
- c) the CDIs issued under the Deed of Settlement and Release represent underlying fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing CDIs/Shares;
- d) the purpose of the Deed of Settlement and Release was to settle the allegations between the parties;
- e) the CDIs under the Deed of Settlement and Release were issued to Saxby Capital Investments under the Company's standard form of commitment letters which contain market standard terms; and
- f) a voting exclusion statement applies to Resolution 8 and is set out earlier in this Notice of Meeting.



## **Board recommendations**

The Board recommend that Securityholders vote in favour of Resolution 8. The Chairperson intends to vote all undirected proxies in favour of Resolution 8.

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## **ITEM 10 : Ratification of prior issue of CDIs under the July 2025 Placement (Resolution 9)**

### **Background**

As announced on the ASX on 24 July 2025, the Company conducted an offer of 89,150,830 CDIs to institutional investors to raise approximately \$357,000 (**July 2025 Placement**). The funds raised were used by the Company to fund its working capital requirements.

### **ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of securityholders is required for an issue or agreement to issue securities if the securities will, when aggregated with the securities issued by the Company during the previous 12-months, exceed 15% of the number of shares on issue at the commencement of that 12-month period.

The issues of CDIs the subject of this Resolution did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, thereby refreshing the Company's 15% capacity and enabling it to issue further securities up to that limit.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Securityholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 9 proposes the ratification and approval of the prior issue of 89,150,830 CDIs to investors under the July 2025 Placement, for the purpose of ASX Listing Rule 7.4.

If Resolution 9 is passed, the allotment of CDIs to investors under the July 2025 Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

If Resolution 9 is not passed, the issue of CDIs to investors under the July 2025 Placement will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

### **Technical information required under ASX Listing Rule 7.5**

The Company provides the following information in accordance with ASX Listing Rule 7.5:

- a) the Company issued 89,150,830 CDIs on 25 July 2025;
- b) the July 2025 Placement raised approximately \$357,000 at an issue price per CDI of \$0.004;
- c) the CDIs under the July 2025 Placement were issued to certain existing institutional securityholders and certain new institutional investors that were introduced by the Company and who were not related parties of the Company members of the Company's key management personnel, substantial holders of the Company, advisers to the Company (or associates thereof) and no investor acquired more than 1% of the Company's issued share capital (as at 25 July 2025) through the issue of the CDIs other than Fernland Holdings Pty



- Ltd and Cottage Rock Investments Pty Ltd;
- d) the CDIs issued under the July 2025 Placement represent underlying fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing CDIs/Shares;
  - e) the purpose of the July 2025 Placement was to raise funds to be used by the Company for inventory replenishment, working capital, general corporate purposes and to cover costs of the placement;
  - f) the CDIs under the July 2025 Placement were issued to investors under the Company's standard form of commitment letters which contain market standard terms; and
  - g) a voting exclusion statement applies to Resolution 8 and is set out earlier in this Notice of Meeting.

### **Board recommendations**

The Board recommend that Securityholders vote in favour of Resolution 9. The Chairperson intends to vote all undirected proxies in favour of Resolution 9.

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### **ITEM 11 : Ratification of prior issue of CDIs under the Loan Facility (Resolution 10)**

#### **Background**

A loan facility of \$250,000 was provided to the Company by BJS Robb Pty Ltd (**BSJ**) under an invoice finance facility on 26 July 2025 (the **Loan Facility**). On 14 August 2025, the parties entered into an agreement (**Loan Conversion Agreement**) pursuant to which BSJ agreed to convert \$200,000 of the outstanding principal under the Loan Facility into 50,000,000 fully paid CDIs (with the remaining \$50,000 balance plus \$12,500 establishment fee to be repaid in cash in 3 monthly instalments commencing on 1 October 2025) (the **Loan Conversion**).

#### **ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of securityholders is required for an issue or agreement to issue securities if the securities will, when aggregated with the securities issued by the Company during the previous 12-months, exceed 15% of the number of shares on issue at the commencement of that 12-month period.

The issue of CDIs the subject of this Resolution did not exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, thereby refreshing the Company's 15% capacity and enabling it to issue further securities up to that limit.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Securityholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 10 proposes the ratification and approval of the prior issue of 50,000,000 CDIs to BSJ under the Loan Conversion, for the purpose of ASX Listing Rule 7.4.

If Resolution 9 is passed, the allotment of CDIs to BSJ under the Loan Conversion will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

If Resolution 10 is not passed, the issue of CDIs to BSJ under the Loan Conversion will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number



of Equity Securities it can issue without Securityholder approval over the 12-month period following the issue.

### **Technical information required under ASX Listing Rule 7.5**

The Company provides the following information in accordance with ASX Listing Rule 7.5:

- a) the Company issued 50,000,000 CDIs to BSJ on 19 August 2025;
- b) the issue price per CDI is equal to the subscription price under the Institutional tranche of the July 2025 Placement (i.e. \$0.004);
- c) the CDIs issued under the Loan Conversion represent underlying fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing CDIs/Shares;
- d) the purpose of the Loan Conversion was to partially satisfy the Company's obligation to repay the Loan Facility;
- e) a summary of the material terms of the Loan Conversion Agreement is set out above under the heading "Background"; and
- f) a voting exclusion statement applies to Resolution 10 and is set out earlier in this Notice of Meeting.

### **Board recommendations**

The Board recommend that Securityholders vote in favour of Resolution 10. The Chairperson intends to vote all undirected proxies in favour of Resolution 10.

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## **ITEM 12 : Approval of 10% Placement Facility (Resolution 11)**

### **Background**

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

However, under ASX Listing Rule 7.1A, an eligible entity can seek approval from its Securityholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (**10% Share Placement Capacity**) bringing the total combined potential placement capacity to 25%.

An 'eligible entity' for the purpose of ASX 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. At the date of this Notice, the Company is an eligible entity and anticipates it will remain an eligible entity at the date of the Meeting.

Resolution 11 seeks Securityholder approval, by way of special resolution, for the Company to have the additional 10% Share Placement Capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Securityholder approval.

Resolution 11 is a special resolution which requires approval of at least 75% of the votes cast by Securityholders entitled to vote be in favour of the Resolution.

If Resolution 11 is passed, the Company will be able to access the 10% Share Placement Capacity allowing it to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Securityholder approval.



If Resolution 11 is not passed, the Company will not be able to access the additional 10% Share Placement Capacity provided for in ASX Listing Rule 7.1A and will remain subject to its 15% limit under ASX Listing Rule 7.1.

**Additional Information required by ASX Listing Rule 7.3A**

In accordance with ASX Listing Rule 7.3A, the following information is provided:

**Minimum price**

The price at which the Equity Securities may be issued under the 10% Share Placement Capacity must not be less than 75% of the volume weighted average price of an existing quoted class of the Company’s Equity Securities, calculated over 15 trading days on which trades in that class were recorded immediately before:

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

**Potential risk of economic and voting dilution**

If Resolution 10 is approved and Equity Securities are issued under the 10% Share Placement Capacity, the existing Shareholders’ economic and voting power in the Company will be diluted.

There is a risk that:

- a. the market price for the Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- b. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date,

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

The table below is a hypothetical example of the potential dilution of existing Securityholders where the full 10% Share Placement Capacity is utilised, on the basis of three different assumed issue prices and values for variable “A” in the formula in ASX Listing Rule 7.1A.2.

		Dilution when compared with the current issued share capital	Hypothetical issue price of Equity Securities issued under the 10% Share Placement Capacity		
			50% decrease in Issue Price \$0.008 per CDI	Issue Price \$0.016 per CDI	100% increase in Issue Price \$0.032 per CDI
Issued share /	Current issued share capital	10% dilution	139,692,769	139,692,769	139,692,769
	1,396,927,686	Funds raised	1,117,542.152	2,235,084.304	4,470,168.608
	50% increase in	10% dilution	209,539,153	209,539,153	209,539,153



	issued share capital	Funds raised	1,676,313.22	3,352,626.45	6,705,252.90
	100% increase in issued share capital	10% dilution	279,385,537	279,385,537	279,385,537
	2,793,855,372	Funds raised	2,235,084	4,470,169	8,940,337

Note: the table above has been prepared on the following assumptions:

1. All Shares are held as CDIs.
2. The Issue Price of \$0.016 is based on the closing price of shares / CDIs on 5 November 2025, being the latest practicable date before this Notice was signed.
3. The current issued share capital of 1,396,927,686 is the number of shares / CDIs on issue on 5 November 2025, and has been calculated in accordance with the formula in ASX Listing Rule 7.1A(2).
4. The Company issues the maximum number of Equity Securities available under the 10% Share Placement Capacity.
5. No Options or Rights are exercised prior to the date of issue of any Equity Securities.
6. The table shows only the effect of issues of Equity Securities under the 10% Share Placement Capacity, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
7. The table does not show an example of dilution that may occur to a particular Securityholder due to any placements under the 10% Share Placement Capacity.

### ***Approval Period***

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- a. the date which is 12-months after the date of the annual general meeting at which the approval is obtained;
- b. the time and date of the Company's next annual general meeting; and
- c. the time and date on which Securityholders approve a transaction under ASX Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

### ***Purpose of potential issue***

Any Equity Securities issued under the 10% Share Placement Capacity must be for cash consideration only. The Company presently intends to use any funds raised from such issues for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities.

### ***Allocation policy under the 10% Share Placement Capacity***

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Placement Capacity.

Potential allottees of Equity Securities under the 10% Share Placement Capacity will be determined on a case-by-case basis having regard to factors which may include:



- a. the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;
- b. the effect of any such issue on the control of the Company;
- c. the financial situation of the Company; and
- d. advice from corporate, financial and broking advisers.

At the date of this Notice, no specific intention to issue Equity Securities under the 10% Share Placement Capacity have been determined. If and when the determination is made to proceed with an issue of Equity Securities, the allottees may include existing and new Securityholders who are not related parties or associates of a related party of the Company.

### ***Prior issues and Shareholder approval***

The Company obtained Shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 26 July 2024, and confirms no Equity Securities were issued or agreed under ASX Listing Rule 7.1A in the 12-months following that approval.

### **Board recommendations**

The Board recommends that Shareholders and CDI Holders vote in favour of Resolution 10. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 10.

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## **ITEM 13 : Approval of the Omnibus Incentive Plan (Resolution 12)**

### **Background**

A summary of the new Omnibus Incentive Plan is set out in Annexure 1.

Resolution 12 seeks Securityholder approval, pursuant to ASX Listing Rule 7.2, Exception 13, of the Omnibus Incentive Plan to enable equity incentives to be issued under the Omnibus Incentive Plan to eligible Directors, employees, contractors, non-executive Directors and consultants (**Incentive Securities**) to be exempted from ASX Listing Rule 7.1 for a period of 3 years from the date on which the resolutions are passed.

The ESIP was adopted by the Company on 28 October 2025. The ESIP was intended to assist the Company in the reward, retention and motivation of the SRJ group's Directors, senior management, employees, non-executive Directors and consultants. The ESIP captured those parties that are not employees of the SRJ Group including Non-Executive Directors and those individuals working on consultancy contracts rather than employees.

### **ASX Listing Rule 7.1**

ASX Listing Rule 7.1 restricts listed companies from issuing or agreeing to issue more than 15% of their issued share capital in any 12-month period without Securityholder approval.

However, there are exceptions to this restriction, including under ASX Listing Rule 7.2, exception 13, which provides that Securityholder approval under ASX Listing Rule 7.1 will not be required for an issue or agreement to issue securities under an employee incentive scheme if, within three years before the date of the issue or agreement to issue:

- Exception 13(b) – securityholders have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1, provided the notice of meeting to approve the



scheme included certain information including a summary of the terms of the scheme and the maximum proposed to be issued under the scheme following the approval.

The Company has adopted a new omnibus plan and accordingly is seeking Securityholder approval for issues under the Omnibus Plan. The Omnibus Plan replaces the previous Employee Plan and the previous ESIP.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to Securityholders in respect of the meeting at which securityholder approval was obtained pursuant to ASX Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms to the scheme from those set out in the notice of meeting.

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

If Resolution 12 is passed, issues under the Omnibus Incentive Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further Securityholder approval).

If Resolution 12 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to the applicable extent, the Company's capacity to issue Equity Securities without Securityholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the securities.

The exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate Securityholder approval under ASX Listing Rule 10.14.

### **13.1 Resolution 12 – Omnibus Incentive Plan – Technical Information Required by ASX Listing Rule 7.2, Exception 13**

In accordance with the requirements of ASX Listing Rule 7.2, Exception 13(b), the following information is provided:

- a summary of the material terms of the Omnibus Incentive Plan is set out in Annexure 1 and forms part of the Notice;
- the number of CDIs issued under the Employee Plan and the ESIP since those plans were adopted is 6,494,000;
- the maximum number of incentive securities proposed to be issued under the Omnibus Incentive Plan following Securityholder approval at this Meeting is 150,000,000 securities (although the Company does not intend to use the full capacity); and
- a voting exclusion statement in respect of Resolution 11 has been included in the voting exclusions section of this Notice.

### **Board recommendation**

The Directors recommend the Securityholders vote in favour of Resolution 12. The Chairperson intends to vote all undirected proxies in favour of Resolution 12.



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**ITEM 14 : Approval of issue of up to 250,000,000 CDIs future Placement (Resolution 13)****Background**

The Company is considering raising additional funds to finance the future growth of the business. Accordingly, the Company is seeking approval to conduct a placement of up to 250,000,000 CDIs at a price per CDI which is no less than 80% of the 5-day VWAP for CDIs prior to the date of the placement (**Future Placement**). The Future Placement is intended to be conducted in the 3 month period post the date of the Annual General Meeting.

ASX Listing Rule 7.1 restricts listed companies from issuing or agreeing to issue more than 15% of their issued share capital in any 12-month period without Securityholder approval.

The effect of this Resolution 13 will be to allow the Company to issue the CDIs during the period of 3 months after the Meeting without using the Company's 15% placement capacity or additional 10% annual placement capacity.

**Information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

- i. the maximum number of CDIs to be issued is 250,000,000;
- ii. the CDIs will be issued no later than 3 months after the date of the Meeting;
- iii. it is intended that the issue will occur on the same date;
- iv. the issue price per CDI will be an amount which is not less than 80% of the 5-day VWAP for CDIs in the 3 month period post the Meeting;
- v. the CDIs will be issued to professional and sophisticated investors, none of whom are expected to be a related party of the Company or a material investor. It is expected that the participants will be identified through a book build process, which may involve seeking expressions of interest from new and existing contacts of the Company;
- vi. the CDIs issued under the Future Placement will represent underlying fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing CDIs/Shares; and
- vii. the Company intends to use the funds raised through the Future Placement for the following purposes:
  - a. general working capital, including expansion of the Company's regional sales and delivery teams, investment in inventory of its proprietary containment-and-integrity product lines and incremental overheads associated with scaling the Company's consulting and service businesses;
  - b. reviewing and executing potential acquisition opportunities that enhance the Company's remote-inspection, robotics/UAV, asset-integrity services and Middle-East footprint; and
  - c. project financing costs and costs associated with tenders, including mobilisation and implementation costs of multi-year joint-venture / multi-asset contracts (for example, the 50/50 JV with CAPSA Engineering & Contracting L.L.C. and the rollout of product/inspection programmes into the UAE, Saudi Arabia, together with pre-



contract bid preparation, equipment deployment, local set-up and compliance costs in key growth regions.

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**ITEM 15 : Approval to issue Share Options to George Gourlay, Giles Bourne and Roger Smith (Resolutions 14, 15 and 16)**

**Background**

The Company has agreed, subject to obtaining Securityholder approval, to issue up to 43,800,000 Share Options (in aggregate) to certain Directors of the Group (**Related Parties**) to enable the Company to reward and promote the retention of each Related Party on the terms and conditions set out below.

The Company intends to issue Share Options as follows:

<b>Director</b>	<b>Number of Share Options</b>
George Gourlay (Non-Executive Chair)	35,000,000
Giles Bourne (Non-Executive Director)	3,500,000
Roger Smith (Director)	5,300,000
<b>Total</b>	<b>43,800,000</b>

A summary of the material terms of the Share Options is set out in Annexure 2 and forms part of this Notice.

Resolutions 14, 15 and 16 seek Securityholder approval for the issue of up to 43,800,000 Share Options to the Related Parties.

**ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX 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 ASX 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 ASX 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 Securityholders,

unless it obtains the approval of its Securityholders.



The issue of 43,800,000 Share Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Securityholders under ASX Listing Rule 10.11.

#### **Resolution 14 – Approval of issue of 35,000,000 Share Option to George Gourlay**

Resolution 14 seeks the required Securityholder approval to issue 35,000,000 Share Options to George Gourlay for the purposes of ASX Listing Rule 10.11.

If Resolution 14 is passed, the Company will be able to proceed with the issue of 35,000,000 Share Options to Mr Gourlay and also enable the Company to reward and promote the retention of Mr Gourlay.

If Resolution 14 is not passed, the Company will not be able to proceed with the issue of 35,000,000 Share Options to Mr Gourlay which may impact the Company's ability to reward, incentivise and promote the retention of Mr Gourlay. The Company may then be required to consider other options available to reward, incentive and promote the retention of Mr Gourlay, including the issue of loan funded shares, an increase in remuneration or cash bonuses.

In accordance with ASX Listing Rule 10.13, information is provided to Securityholders for the purposes of obtaining Securityholder approval under Resolution 14 as follows:

- i. subject to Securityholder approval of this Resolution 14, the Company will issue 35,000,000 Share Options to Mr Gourlay. Of the 35,000,000 Share Options to be issued, 28,000,000 will be subject to the achievement of certain performance hurdles. The remaining 7,000,000 Share Options are zero exercise price options to be issued to Mr Gourlay in connection with his employment with the Company;
- ii. Mr Gourlay falls into the category of persons referred to in ASX Listing Rule 10.11.1 on the basis that he is a Director of the Company;
- iii. the Share Options to be issued to Mr Gourlay will be issued on the terms set out in this Explanatory Memorandum. The material terms of the Share Options are set out in Annexure 3;
- iv. the Share Options will be issued to Mr Gourlay no later than 1 month after the date of this Meeting;
- v. the Share Options are being issued in order to conserve the Company's cash reserves and to align Mr Gourlay's performance with the interests of Securityholders;
- vi. Mr Gourlay is currently entitled to receive fixed remuneration of A\$100,000 per annum;
- vii. the 28,000,000 Share Options will be offered to Mr Gourlay under the terms of a share option agreement which is on standard commercial terms for a transaction of this nature;
- viii. the 7,000,000 Share Options will be issued to Mr Gourlay under the terms of a subscription agreement which is on standard commercial terms for a transaction of this nature;
- ix. the Share Options will be issued for nil consideration, but the Company may receive a maximum of \$890,000 from Mr Gourlay (assuming all Share Options are exercised); and
- x. a voting exclusion statement is set out in this Notice of Meeting.



#### **Board recommendations – Resolution 14**

The Board (excluding George Gourlay) recommend that Securityholders vote in favour of Resolution 14. The Chairperson (which shall be Giles Bourne for the purposes of this Resolution 14) intends to vote all undirected proxies in favour of this Resolution 14.

#### **Resolution 15 – Approval of issue of 3,500,000 Share Options to Giles Bourne**

Resolution 15 seeks the required Securityholder approval to issue 3,500,000 Share Options to Giles Bourne for the purposes of ASX Listing Rule 10.11.

If Resolution 15 is passed, the Company will be able to proceed with the issue of 3,500,000 Share Options to Mr Bourne and also enable the Company to reward and promote the retention of Mr Bourne.

If Resolution 15 is not passed, the Company will not be able to proceed with the issue of 3,500,000 Share Options to Mr Bourne which may impact the Company's ability to reward, incentivise and promote the retention of Mr Bourne. The Company may then be required to consider other options available to reward, incentive and promote the retention of Mr Bourne, including the issue of loan funded shares, an increase in remuneration or cash bonuses.

In accordance with ASX Listing Rule 10.13, information is provided to Securityholders for the purposes of obtaining Securityholder approval under Resolution 15 as follows:

- i. subject to Securityholder approval of this Resolution 15, the Company will issue 3,500,000 Share Options to Mr Bourne;
- ii. Mr Bourne falls into the category of persons referred to in ASX Listing Rule 10.11.1 on the basis that he is a Director of the Company;
- iii. the Share Options to be issued to Mr Bourne will be issued on the terms set out in this Explanatory Memorandum. The material terms of the Share Options are set out in Annexure 2;
- iv. the Share Options will be issued to Mr Bourne no later than 1 month after the date of this Meeting;
- v. the Share Options are being issued in order to conserve the Company's cash reserves and to align Mr Bourne's performance with the interests of Securityholders;
- vi. Mr Bourne is currently entitled to receive fixed remuneration of A\$70,000 per annum;
- vii. the Share Options will be offered to Mr Bourne under the terms of a share option agreement which is on standard commercial terms for a transaction of this nature; and
- viii. a voting exclusion statement is set out in this Notice of Meeting.

#### **Board recommendations – Resolution 15**

The Board (excluding Giles Bourne) recommend that Securityholders vote in favour of Resolution 15. The Chairperson intends to vote all undirected proxies in favour of this Resolution 15.

#### **Resolution 16 – Approval of issue of 5,300,000 Share Option to Roger Smith**

Resolution 16 seeks the required Securityholder approval to issue 5,300,000 Share Options to Roger Smith for the purposes of ASX Listing Rule 10.11.

If Resolution 16 is passed, the Company will be able to proceed with the issue of 5,300,000 Share Options to Mr Smith and also enable the Company to reward and promote the retention of Mr Smith.



If Resolution 16 is not passed, the Company will not be able to proceed with the issue of 5,300,000 Share Options to Mr Smith which may impact the Company's ability to reward, incentivise and promote the retention of Mr Smith. The Company may then be required to consider other options available to reward, incentive and promote the retention of Mr Smith, including the issue of loan funded shares, an increase in remuneration or cash bonuses.

In accordance with ASX Listing Rule 10.13, information is provided to Securityholders for the purposes of obtaining Securityholder approval under Resolution 16 as follows:

- i. subject to Securityholder approval of this Resolution 16, the Company will issue 5,300,000 Share Options to Mr Smith;
- ii. Mr Smith falls into the category of persons referred to in ASX Listing Rule 10.11.1 on the basis that he is a Director of the Company;
- iii. the Share Options to be issued to Mr Smith will be issued on the terms set out in this Explanatory Memorandum. The material terms of the Share Options are set out in Annexure 2;
- iv. the Share Options will be issued to Mr Smith no later than 1 month after the date of this Meeting;
- v. the Share Options are being issued in order to conserve the Company's cash reserves and to align Mr Smith's performance with the interests of Securityholders;
- vi. Mr Smith is currently entitled to receive fixed remuneration of £75,000 per annum;
- vii. the Share Options will be offered to Mr Smith under the terms of a share option agreement which is on standard commercial terms for a transaction of this nature; and
- viii. a voting exclusion statement is set out in this Notice of Meeting.

#### **Board recommendations – Resolution 16**

The Board (excluding Roger Smith) recommend that Securityholders vote in favour of Resolution 16. The Chairperson intends to vote all undirected proxies in favour of this Resolution 16.



## Glossary

In the Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>\$</b>	means Australian dollars.
<b>2024 Notice of Meeting</b>	means the Company's notice of annual general meeting dated 26 July 2024.
<b>ACE</b>	means Air Control Entech Limited, a company incorporated in Scotland with company number SC SC551681.
<b>Additional CDIs</b>	has the meaning given to that term in the Explanatory Statement for Resolution 6.
<b>ACE Acquisition</b>	means the acquisition of 100% of the issued share capital of ACE by the Company in accordance with the terms of the Acquisition Agreement.
<b>ACE Sellers</b>	means Kieran Hope, Blair Nichols, Andrew Ritchie, Sean Ritchie, Elaine Grant, Graham Stronach, Timothy Stevenson, UK FF Nominees Limited, Murray Stewart, Derek Smith and Marc Whitton (each an <b>ACE Seller</b> ).
<b>Acquisition Agreement</b>	means the share purchase agreement in respect of the ACE Acquisition.
<b>Annual General Meeting or Meeting</b>	means the meeting convened by this Notice of Annual General Meeting.
<b>Articles of Association</b>	means the Articles of Association of the Company.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.
<b>ASX Listing Rules</b>	means the listing rules of ASX.
<b>AWST</b>	means Australian Western Standard Time as observed in Perth, New South Wales.
<b>Board</b>	means the Board of Directors of the Company.
<b>BSJ</b>	has the meaning given to that term in the Explanatory Statement for Resolution 9.
<b>CDI</b>	means a Chess Depositary Interest over a Share.
<b>CDI Holder</b>	means a registered holder of a CDI.
<b>CDI Voting Form</b>	means the voting form accompanying this Notice.
<b>Chairperson</b>	means the Chairperson of the Meeting.
<b>Company or SRJ</b>	means SRJ Technologies Group Plc (ARBN 642 229 856).
<b>Convertible Notes</b>	means the convertible notes constituted by the Convertible Note Deed Poll.



<b>Convertible Note Holder</b>	means each holder of Convertible Notes.
<b>Convertible Note Deed Poll</b>	means the convertible note deed poll entered into by the Company for the benefit of each Convertible Note Holder (including the Note Terms).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Deed of Settlement and Release</b>	means the Deed of Settlement and Release between the Company, Bradley Saxby and Saxby Capital Investments dated 31 March 2025.
<b>Director</b>	means a Director of the Company.
<b>Employee Plan</b>	means the SRJ Employee Equity Incentive Plan.
<b>Equity Security</b>	has the meaning given in Chapter 19 of the ASX Listing Rules.
<b>ESIP</b>	means the SRJ Group Equity Incentive Plan.
<b>Explanatory Statement</b>	means the Explanatory Statement accompanying this Notice of Annual General Meeting.
<b>Future Placement</b>	has the meaning given to that term in the Explanatory Statement for Resolution 12.
<b>GMT</b>	means Greenwich Mean Time as observed in the United Kingdom.
<b>Loan Conversion</b>	has the meaning given to that term in the Explanatory Statement for Resolution 9.
<b>Loan Conversion Agreement</b>	has the meaning given to that term in the Explanatory Statement for Resolution 9.
<b>Loan Facility</b>	has the meaning given to that term in the Explanatory Statement for Resolution 9.
<b>July 2025 Placement</b>	has the meaning given to that term in the Explanatory Statement for Resolution 8.
<b>Notice or Notice of Annual General Meeting</b>	means this Notice of Annual General Meeting accompanying the Explanatory Statement.
<b>Omnibus Share Plan</b>	means the SRJ Group Omnibus Equity Incentive Plan.
<b>Option</b>	means an option over a Share.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Registry</b>	means Computershare Investor Services Pty Limited.
<b>Resolution</b>	means each resolution set out in the Notice.
<b>Saxby Capital Investments</b>	means Saxby Capital Investments Pty Ltd ACN 661 570 556.



<b>Securities</b>	means all of the securities in the capital of the Company, being both Shares and CDIs and otherwise.
<b>Securityholder</b>	means a holder of Securities.
<b>Share(s)</b>	means ordinary fully paid shares in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.
<b>Share Options</b>	means the options issued or to be issued by the Company to Mr Bourne and Mr Smith on the terms set out in Annexure 2 and the share options issued or to be issued by the Company to Mr Gourlay on the terms set out in Annexure 3.
<b>SRJ Tech</b>	means SRJ Tech Australia Pty Ltd ACN 635 952 804.



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## ANNEXURE 1 – SUMMARY OF MATERIAL TERMS OF THE OMNIBUS INCENTIVE PLAN

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Under the rules of the Omnibus Incentive Plan, the Board has discretion to offer any of the following awards:

- options to acquire shares (**Options**); and/or
  - a right to acquire shares (for no cost) (**Conditional Share Award**)
- (collectively, the **Awards**).

The terms and conditions of the Omnibus Incentive Plan are set out in comprehensive rules. A summary of the rules of the Omnibus Incentive Plan is set out below:

- The Omnibus Incentive Plan is open to executive Directors, non-executive Directors, the Chairperson, senior management, employees and any individual who is engaged by the Company or its related bodies corporate, including consultants, contractors and advisers, as determined by the Company. Participation is voluntary.
- The Company may determine the type and number of Awards to be issued under the Omnibus Incentive Plan to each participant and other terms of issue of the Awards, including but not limited to:
  - the number and class of the Shares in relation to which the Award is granted;
  - the conditions and/or performance hurdles that must be met by a participant in order for an Award to vest (if any);
  - whether an Award will attract a dividend equivalent;
  - the exercise price of any option granted to a participant;
  - the period during which a vested option can be exercised; and
  - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares/CDIs that a participant receives upon exercise of their Options or vesting of their Conditional Share Award.
- To the extent permitted by the ASX Listing Rules, the grantor may vary or waive any performance conditions, provided that any varied performance conditions shall be (in the reasonable opinion of the remuneration committee (**Committee**)):
  - a fairer measure of performance than the original conditions;
  - no more difficult to satisfy than the original conditions; and
  - not materially easier to satisfy than the original conditions, unless the variation has been approved in advance by the Company in general meeting.
- An Award holder may not transfer, assign or create any charge or other security interest over his/her Award and if they attempt to do so the Award will lapse.
- When any conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares/CDIs or their Options / Conditional Share Awards will become vested and will be exercisable into Shares/CDIs (as applicable).
- Participants holding Options or Conditional Share Awards are:



- not permitted to vote at any general meeting of the Company (except as required by law);
  - not entitled to a dividend. The Board has the discretion to grant an Award holder a 'dividend equivalent', but this is payable only upon vesting of the Award and at the end of any holding period applicable to the Award;
  - do not have any other rights of a shareholder in respect of Shares/CDIs subject to an Award until the Shares/CDIs are issued or transferred to the Award holder;
  - not granted a right to a return of capital or to participate in surplus profits or assets upon winding up or otherwise. The Committee maintains a discretion to determine whether an Award will vest or lapse in these circumstances; and
  - not permitted to participate in new issues of Equity Securities by the Company, but the Committee may consider whether adjustments will be made to the number of Shares/CDIs over which the Options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Omnibus Incentive Plan and the Listing Rules.
- Unless the Committee determines otherwise, an Award will vest in the event of a change of control of the Company, subject to the Listing Rules or the issue of a replacement award granted by the acquiring company.
  - The Committee may determine that upon a participant becoming a 'Good Leaver', the Awards of that participant may vest early or any holding period applicable to those Awards may be waived or reduced.
  - If an Award that has not yet vested (or has vested but not yet been satisfied) is determined to have been granted or vested on the basis of materially inaccurate information, or if the Committee determines that the Award holder has committed a material breach of any contract of employment, office or engagement or their fiduciary duties, then the Committee may lapse or reduce the numbers of Shares/CDIs entitled under the Award within 3 years of the vesting date.
  - If an Award has vested and the Committee determines that the Award was made on the basis of materially inaccurate information or if the Committee determines that the Award holder has committed a material breach of any contract of employment, office or engagement or their fiduciary duties, then the Committee may demand the return of some or all of the Shares/CDIs or the sale proceeds if already sold for a period of 3 years following the vesting date.
  - The Company may satisfy an Award by making a cash payment to an Award holder of an amount equal to the notional market value of the award.
  - The Omnibus Incentive Plan limit the number of Awards that the Company may grant without Shareholder approval, such that the aggregate of all Awards on issue (assuming all Options and Conditional Share Awards were exercised):
    - where an Award is made:
      - in reliance on the provisions of Division 1A, Chapter 7.12 of the *Corporations Act 2001* (Cth) (**ESS Rules**); and
      - which provides for consideration to be paid to the Company either on grant or exercise of the Award,



the Board must have reasonable grounds to believe that the total number of Shares issued under the Award, in aggregate with the total number of Shares granted under the Omnibus Incentive Plan to participants over the last 3 years, does not exceed 5% of the issued share capital of the Company; and

- other than in reliance on the ESS Rules, the number of Shares must not at any time exceed in aggregate 10% of the total issued capital of the Company at the date of any proposed new Awards, unless approved in advance by the Company at an annual general meeting.



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**ANNEXURE 2 – SUMMARY OF TERMS OF ISSUE OF SHARE OPTIONS TO GILES BOURNE AND ROGER SMITH**

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- *Vesting:* the Share Options will vest immediately on their issue date with no further performance hurdles and are exercisable at any time from their issue date up to and including the second anniversary of their issue date.
- *Exercise entitlement:* each Share Option will give the holder the right to be allotted one fully paid Share / CDI in the Company.
- *Exercise price:* each Share Option is exercisable at an exercise price of \$0.00.
- *Escrow:* No escrow period as this relates to deferred salary payments.



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**ANNEXURE 3 – SUMMARY OF TERMS OF ISSUE OF SHARE OPTIONS TO GEORGE GOURLAY**

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The following terms of issue apply to the 28,000,000 Share Options issued to George Gourlay

***Vesting***

The performance targets are comprised as follows:

- Revenue threshold – 70% of target; and
- EBITDA margin threshold – 50% of target.

The Revenue and EBITDA thresholds must reach the respective percentage targets before any vesting occurs for the revenue and EBITDA component. The vesting scale is as follows:

- below threshold – 0% vesting;
- between the threshold and target – vesting increases linearly; and
- at target or above target – 100% vesting for that component.

The CDI allocations are as follows:

	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>
	7,000,000	9,000,000	12,000,000
Revenue Weighting (70%):	4,900,000	6,300,000	8,400,000
EBITDA Weighting (30%):	2,100,000	2,700,000	3,600,000

The Revenue and EBITDA targets for each year are set out below:

<b>Targets</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>
Revenue (AUD)	13,642,200	22,737,000	31,831,800
Revenue (USD)	9,000,000	15,000,000	21,000,000
Revenue (GBP)	6,694,200	11,157,000	15,619,800
EBITDA %	3.33%	10%	15%

When calculating EBITDA the following will be excluded:

- The expensed cost of the ESOP share / option / CDI issues; and
- Any intangible asset write downs.

By way of illustration only:

- If below 70% of revenue target is achieved, then the revenue component which vests is 0%.



- If below 50% of EBITDA margin target is achieved, then the margin component which vests is 0%.
- If below threshold and target is achieved, then each component vests linearly. The overall vesting equals (revenue achieved % multiplied by 70%) plus (margin achieved % multiplied by 30%), capped at 100%.
- The total number of vested shares is calculated as follows - vesting % multiplied by the tranche shares in the relevant year.
- All unvested shares will lapse.

### ***Continued employment condition and good leaver provisions***

The Share Options are subject to a continued employment condition. In general, the Share Options will only vest if Mr Gourlay remains employed by the Company until the relevant vesting date, unless the Board determines otherwise. If Mr Gourlay ceases employment before the vesting date, all unvested Share Options will lapse, unless the Board determines that Mr Gourlay was a Good Leaver. Mr Gourlay will be a Good Leaver if he ceases employment due to death, permanent incapacity, redundancy or any other circumstance determined by the Board to constitute a “good leaver” event. In such circumstances, the Board may, in its discretion but subject to the ASX Listing Rules, determine that some or all of the unvested Share Options will vest or remain on foot, subject to any conditions that the Board considers appropriate in the circumstances.

### ***Exercise entitlement***

Each Share Option will give Mr Gourlay the right to be allotted one fully paid Share / CDI in the Company.

### ***Exercise price***

The Share Options are exercisable at the following exercise prices:

	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>
CDIs	7,000,000	9,000,000	12,000,000
Exercise Price	\$0.02	\$0.03	\$0.04
Total Exercise Price (per year)	\$140,000	\$270,000	\$480,000
<b>Total</b>	\$890,000		

### ***Maturity Dates***

The maturity dates for each tranche of Share Options is set out below:

	<b>Share Options</b>	<b>Maturity Date</b>
Year 1	7,000,000	4 years after issue
Year 2	9,000,000	5 years after issue



Year 3	12,000,000	6 years after issue
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***Escrow***

No escrow period.

**The following terms of issue apply to the 7,000,000 Share Options issued to George Gourlay**

***Vesting:*** The Share Options will vest immediately on their issue date with no further performance hurdles and are exercisable at any time from their issue date up to and including the second anniversary of their issue date.

***Exercise entitlement:*** each Share Option will give Mr Gourlay the right to be allotted one fully paid Share / CDI in the Company.

***Exercise price:*** each Share Option is exercisable at an exercise price of \$0.01.

***Maturity date:*** 3 years after issue.

***Escrow:*** No escrow period.



**SRJ TECHNOLOGIES GROUP PLC**  
ARBN 642 229 856

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AWST) on Monday, 1 December 2025**.

# CDI Voting Instruction Form

## How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one Ordinary share in the Company, so that every 1 (one) CDI registered in your name at 4:00pm (AWST) / 8:00am (GMT) on 30 November 2025 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 188487**

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# CDI Voting Instruction Form

Please mark  to indicate your directions

## Step 1 CHES Depositary Nominees Pty Ltd will vote as directed

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### Voting Instructions to CHES Depositary Nominees Pty Ltd

At the Annual General Meeting of SRJ Technologies Group Plc to be held virtually on Thursday, 4 December 2025 at 3:00pm (AWST) / 7:00am (GMT) and at any adjournment of that meeting, I/We being a holder of CHES Depositary Interests of SRJ Technologies Group Plc, hereby:

Please mark box A OR B with an 'X'

**A**  direct CHES Depositary Nominees Pty Ltd (CDN) to appoint the Chairman of the Meeting to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding

OR

**B**  direct CDN to appoint the following person to vote on my/our behalf with respect to the Resolutions below in the manner instructed in Step 2 below to attend and vote the shares underlying my/our holding.

If you instruct CDN to direct a Proxy to vote and do not mark either the "FOR", "AGAINST" or "VOTE WITHHELD" box, your vote will not be counted as a vote cast.

## Step 2 Items of Business

	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
<b>Ordinary Resolutions</b>							
1. That Giles Bourne, having been appointed as a Director of the Board in accordance with the Articles of Association, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 4.4 of the Articles of Association and ASX Listing Rule 14.4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 89,150,830 fully paid CDIs at \$0.004 per CDI that were issued under the July 2025 Placement, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That George Gourlay, having been appointed as a Director of the Board in accordance with the Articles of Association, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 4.4 of the Articles of Association and ASX Listing Rule 14.4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 50,000,000 fully paid CDIs at \$0.004 per CDI that were issued under the Loan Facility, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Jason De Silveira, having been appointed as a Director of the Board in accordance with the Articles of Association, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 4.4 of the Articles of Association and ASX Listing Rule 14.4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Business - Special Resolution</b>			
4. That Roger Smith, who retires in accordance with Article 4.3(b) of the Articles of Association, and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Securityholders approve the Company having additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue (10% Placement Facility), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Grant Thornton be re-appointed as Auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Directors to determine the Auditors remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Business - Ordinary Resolutions</b>			
				12. That pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13) and for all other purposes, Securityholders approve the Omnibus Incentive Plan, and the grant of securities under the Omnibus Incentive Plan, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business - Ordinary Resolutions</b>							
6. That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Securityholders approve the issue of 558,445 fully paid CDIs in the Company at a deemed issue price of A\$0.115 per CDI to the ACE Sellers on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. That for the purposes of ASX Listing Rule 7.1 and all other purposes, Securityholders approve the issue of up to 250,000,000 CDIs, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 2,915,150 CDIs in the Company to Convertible Note Holders, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 35,000,000 Share Options to George Gourlay, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 385,921 fully paid CDIs at \$0.02591 per CDI that were issued to Bradley Saxby and Saxby Capital Investments under the Deed of Settlement and Release, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 3,500,000 Share Options to Giles Bourne, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				16. That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 5,300,000 Share Options to Roger Smith, on the terms and conditions set out in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Step 3 Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3




/ /

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number

Email Address


