

09 February 2026

2026 EGM Notice of Meeting, Letter of Access and Proxy

Melbourne, Australia – Entropy Neurodynamics Limited ('Entropy Neurodynamics', 'ENP' or the 'Company') (ASX: ENP), a clinical-stage biotechnology company attaches the following documents in relation to the Company's 2026 Extraordinary General Meeting (EGM):

- Letter of Access;
- EGM Notice of Meeting; and
- Proxy Form.

This announcement has been authorised by the Board of Entropy Neurodynamics

- ENDS -

INVESTOR & MEDIA CONTACT:

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About Entropy Neurodynamics Limited

Entropy Neurodynamics is a clinical-stage biotechnology company focused on developing proprietary, novel formulations for the administration of psilocin in combination with psychotherapy to treat diseases with unmet medical needs. The Company's lead program, TRP-8803, is a proprietary formulation of IV-infused psilocin (the active metabolite of psilocybin) with potential to alleviate numerous shortcomings of oral psilocybin including: significantly reducing the time to onset of the psychedelic state, controlling the depth and duration of the psychedelic experience, and reducing the overall duration of the intervention to a commercially feasible timeframe.

Development of TRP-8803 follows a number of Phase 2a clinical trials using oral psilocybin for the treatment of Binge Eating Disorder, Irritable Bowel Syndrome and Fibromyalgia. Results from each of these trials demonstrated the clinical benefits of psychedelic therapy and will be used to further enhance the development of TRP-8803.

Register for updates

The Company encourages investors to register their details with Automatic Group investor portal. This also provides shareholders with the opportunity to elect communication methods to electronic only. This can be done by:

- Go to investor.automic.com.au
- If you're an existing user, log in with your username and password
- If you're a new user, click 'register', select 'Entropy Neurodynamics Limited'. Enter your Holding Number and postcode of the registered address on your holding. If your address is outside Australia, select the country. Follow the prompts to set up a username and password.
- Once you have created your account, you will need to update your communication method by clicking 'my details' under the 'profile' section of the investor portal account, then navigating to 'communication preferences' and select 'electronic only'

Risks associated with Psilocin

All medicines carry risks and specialist prescribers, such as registered psychiatrists are best placed to assess the suitability of a new medication against a patient's individual circumstances and medical history before proceeding. Adverse effects of psilocybin and similar compounds, such as psilocin, can include temporary increase in blood pressure and a raised heart rate. There may be some risk of psychosis in predisposed individuals. These effects of psilocybin and its derivatives are unlikely at low doses and in the treatment regimen used in psychedelic-assisted psychotherapy and appropriately managed in a controlled environment with direct medical supervision.

Forward-Looking Information

Certain information in this news release, constitutes forward looking information. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by Entropy Neurodynamics as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward looking information, including but not limited to the factors described in greater detail in the "Risk Factors" section of the Company's Replacement Prospectus available at www.asx.com.au These factors are not intended to represent a complete list of the factors that could affect Entropy Neurodynamics; however, these factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. The forward-looking statements contained in this news release are made as of the date of this news release, and the Company expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.



09 February 2026

Upcoming Extraordinary General Meeting of Shareholders

Dear Shareholder,


Entropy Neurodynamics Limited ACN 163 765 991 ('**Entropy**', '**ENP**' or the '**Company**') (ASX: **ENP**) advises the 2026 Extraordinary General Meeting will be held in person at Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123 on Thursday 19 March at 3:00pm (AEDT) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at <https://entropyneurodynamics.com/> or the Company's ASX market announcements platform at www.asx.com.au (ASX: ENP).

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

Voting by Proxy

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

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at hamish.george@bio101.com

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

Authorised for ASX release by the Board of Entropy Neurodynamics Limited

ENTROPY NEURODYNAMICS LIMITED**ACN 163 765 991****NOTICE OF EXTRAORDINARY GENERAL MEETING**

TIME: 3:00 pm (Melbourne time)**DATE:** 19 March 2026**PLACE:** Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road,
Hawthorn East VIC 3123

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Hamish George, on (+61) 421 270 256

1. IMPORTANT INFORMATION

Notice is given that an Extraordinary General Meeting (“**Meeting**”) of Entropy Neurodynamics Limited (“the **Company**”) will be held at Bio101 Financial Advisory’s offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123 on Thursday, 19 March 2026 at 3:00pm (Melbourne time).

Further details in respect of each of the resolutions proposed in this Notice of Extraordinary General Meeting (“**Notice**”) are set out in the Explanatory Memorandum (“**Memorandum**”) accompanying this Notice. Details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The directors of the Company (**Directors**) have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 3:00pm (Melbourne time) on 17 March 2026.

2. BUSINESS OF THE MEETING

GENERAL BUSINESS

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 165,588,237 fully paid ordinary shares at an issue price of \$0.034 (3.4 cents) per share to unrelated investors as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting (**Chair**) as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *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*

- *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*
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RESOLUTION 2: APPROVAL FOR ISSUE OF SHARES TO MR HERWIG JANSSEN

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 10.11, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue of 1,470,588 fully paid ordinary shares at an issue price of \$0.034 (3.4 cents) per share to Mr Herwig Janssen (and/or his nominee(s)), as described in the Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement as set out below applies to Resolution 2.

RESOLUTION 3: APPROVAL FOR ISSUE OF SHARES TO MR JASON CARROLL

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 10.11, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue of 4,411,764 fully paid ordinary shares at an issue price of \$0.034 (3.4 cents) per share to Mr Jason Carroll (and/or his nominee(s)), as described in the Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement as set out below applies to Resolution 3.

RESOLUTION 4: APPROVAL FOR ISSUE OF SHARES TO MR CHRIS NTOUMENOPOULOS

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue of 2,941,176 fully paid ordinary shares at an issue price of \$0.034 (3.4 cents) per share to Mr Chris Ntoumenopoulos (and/or his nominee(s)), as described in the Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement as set out below applies to Resolution 4.

RESOLUTION 5: APPROVAL FOR ISSUE OF SHARES TO DR DANIEL TILLET

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 10.11, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue of 5,000,000 fully paid ordinary shares at an issue price of \$0.034 (3.4 cents) per share to Dr Daniel Tillett (and/or his nominee(s)), as described in the Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement as set out below applies to Resolution 5.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolutions 2 to 5 respectively by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any of their associates.

However, the Company need not disregard a vote cast in favour of Resolutions 2 to 5 respectively by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolutions 2 to 5 respectively, in accordance with the directions given to the proxy or attorney to vote on Resolutions 2 to 5 respectively in that way; or*
- *the Chair as proxy or attorney for a person who is entitled to vote on Resolutions 2 to 5 respectively, in accordance with a direction given to the Chair to vote on Resolutions 2 to 5 respectively as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
 - *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 Resolutions 2 to 5 respectively; and*
 - *the holder votes on Resolutions 2 to 5 respectively in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 6: APPROVAL FOR ISSUE OF OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 20,000,000 unlisted options (\$0.045 (4.5 cents) exercise price, expiring three years from issue) at an issue price of \$0.00001 per unlisted option to Taurus Capital Group Pty Ltd (and/or its nominee(s)) as described in the Explanatory Memorandum which accompanied and formed part of this Notice of Meeting.”

Voting Exclusion Statement – Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 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 (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any of their associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *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*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the constitution of the Company ("**Constitution**") and the Corporations Act 2001 (Cth) ("**Corporations Act**").

Dated: 09 February 2026

By the order of the Board



Hamish George
Company Secretary

The accompanying Memorandum and the Proxy and Voting Instructions form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair as your proxy.

Corporate Representatives

A corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

How the Chair Will Vote Undirected Proxies

The Chair will vote undirected proxies in favour of all of the proposed resolutions.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 3:00pm on 17 March 2026 (Melbourne time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

ENTROPY NEURODYNAMICS LIMITED
ACN 163 765 991
("the Company")
EXTRAORDINARY GENERAL MEETING
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**Memorandum**") accompanies and forms part of the Company's Notice of Extraordinary General Meeting ("**Notice**") for the Extraordinary General Meeting ("**Meeting**") to be held at Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123 on Thursday, 19 March 2026 at 3:00pm (Melbourne time).

The Notice incorporates, and should be read together, with this Memorandum.

HOW TO ATTEND THE MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares on the Company's share register at 3:00 pm (Melbourne time) on 17 March 2026.

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

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all Shareholders a reasonable opportunity to ask questions.

To ensure that as many Shareholders as possible have the opportunity to participate, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

BUSINESS

Background to Resolutions 1 to 6

On 5 November 2025, the Company announced that it had received firm commitments to raise \$6.1 million before costs (**Placement**) by way of an issue of 179,411,764 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.034 (3.4 cents) per Placement Share.

165,588,237 Placement Shares were issued to unrelated investors on 18 November 2025. Shareholder ratification of the prior issue of Placement Shares to unrelated investors is sought under Resolution 1.

The Directors have agreed to subscribe for an aggregate of 13,823,528 Placement Shares to raise \$470,000 before costs. The issue of the Placement Shares to Directors (and/or their nominee(s)) is subject to Shareholder approval which is sought under Resolutions 2 to 5.

Taurus Capital Pty Ltd (**Taurus**) acted as lead manager of the Placement. The Company agreed to issue Taurus (and/or its nominee(s)) 20,000,000 options (**Broker Options**) with an exercise price of \$0.045 (4.5 cents) and expiring three years from issue. The issue of the Broker Options to Taurus (and/or its nominee(s)) is subject to Shareholder approval which is sought under Resolution 6.

Resolution 1 – Ratification of prior issue of shares

Resolution 1 seeks Shareholder approval, for the purposes of Listing Rule 7.4 and for all other purposes, to ratify the prior issue of 165,588,237 Placement Shares to unrelated investors on 18 November 2025.

Listing Rules

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

The Placement Shares the subject of Resolution 1 were issued under the placement capacity available to the Company under Listing Rule 7.1.

The issue of the Placement Shares the subject of Resolution 1 does not fit within any of the exceptions under Listing Rule 7.2 and, as it has not yet been approved by the shareholders of the Company, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the capacity of the Company to issue further securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue of the Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the issue will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

The following information is provided in accordance with Listing Rule 7.5:

- The Placement Shares the subject of Resolution 1 were issued to unrelated investors who were either clients of, and identified by, Taurus as lead manager of the Placement or were identified by the Company as part of its investor relations activities. Dr William Garner, a substantial shareholder in the Company, was an unrelated investor who received Placement Shares the

subject of Resolution 1. Except for Dr William Garner, none of the other unrelated investors are material investors as described in clause 7.5 of ASX Guidance Note 21.

- 165,588,237 fully paid ordinary shares (Placement Shares) were issued.
- The 165,588,237 Placement Shares were issued on 18 November 2025.
- Placement Shares had an issue price of \$0.034 (3.4 cents) per Placement Share.
- The issue of the Placement Shares the subject of Resolution 1 raised \$5.63 million before costs. Funds raised from the issue of the Placement Shares the subject of Resolution 1 have been, or will be, deployed to fast-track TRP-8803 (IV-infused psilocin) clinical development into multiple, high value neuropsychiatric indications and advance TRP-8803's commercial readiness.
- A voting exclusion statement as set out in the Notice applies to Resolution 1.

Resolutions 2 to 5: approval for issue of Placement Shares to Directors

Resolutions 2 to 5 seek Shareholder approval, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act 2001 (Cth) (**Corporations Act**) and for all other purposes, to issue the following Placement Shares to the named Director (and/or their nominee(s)) as set out in the table below at an issue price of \$0.034 (3.4 cents) per Placement Share, being the same terms as subscriptions from unrelated investors who subscribed for Placement Shares the subject of Resolution 1:

Resolution	Director*	Placement Shares	Subscription
2	Mr Herwig Janssen	1,470,588	\$50,000
3	Mr Jason Carroll	4,411,764	\$150,000
4	Mr Chris Ntoumenopolous	2,941,176	\$100,000
5	Dr Daniel Tillett	5,000,000	\$170,000
Total		13,823,528	\$470,000

** may be issued to a nominee(s) of the named Director.*

Listing Rules

Listing Rule 10.11 requires a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder approval prior to the issue of securities to a party identified in Listing Rule 10.11. Each of the potential recipients of Placement Shares as provided for in Resolutions 2 to 5 is a Director of the Company and is therefore a related party of the Company for whom prior Shareholder approval is required in accordance with Listing Rule 10.11.1 for the issue of securities.

The issue of securities the subject of Resolutions 2 to 5 does not fall within any of the exceptions (other than exception 11) in Listing Rule 10.12 and accordingly the issue requires prior shareholder approval under Listing Rule 10.11.

If Shareholders:

- Approve all of Resolutions 2 to 5, the Company will be able to issue the number of Placement Shares the subject of Resolutions 2 to 5 to the named related parties (and/or their nominee(s)).

- Approve some, but not all, of Resolutions 2 to 5, the Company will be able to issue the number of Placement Shares the subject of those of Resolutions 2 to 5 as approved by Shareholders to the named related party(ies) (and/or their nominee(s)). The Company will not however be able to issue Placement Shares the subject of those of Resolutions 2 to 5 that are not approved.
- Do not approve any of Resolutions 2 to 5, the Company will not be able to issue any of the Placement Shares the subject of Resolutions 2 to 5.

The following information is provided in accordance with Listing Rule 10.13:

- The name of the proposed recipients of Placement Shares and the maximum number of Placement Shares to be issued to each of them are set out in the table below:

Resolution	Director*	Placement Shares	Subscription
2	Mr Herwig Janssen	1,470,588	\$50,000
3	Mr Jason Carroll	4,411,764	\$150,000
4	Mr Chris Ntoumenopolous	2,941,176	\$100,000
5	Dr Daniel Tillett	5,000,000	\$170,000
Total		13,823,528	\$470,000

** may be issued to a nominee(s) of the named Director.*

- Each of the proposed recipients of Placement Shares the subject of Resolutions 2 to 5 are Directors of the Company and therefore are parties to whom Listing Rule 10.11.1 applies.
- The Placement Shares the subject of Resolutions 2 to 5 are to be issued shortly after the Meeting and in any event no later than 1 month after the date of the Meeting.
- The Placement Shares are to be issued at \$0.034 (3.4 cents) per Placement Share.
- The purpose of the issue of the Placement Shares will be to raise an aggregate of \$470,000 before costs. Funds raised will be deployed to fast-track TRP-8803 (IV-infused psilocin) clinical development into multiple, high value neuropsychiatric indications and advance TRP-8803's commercial readiness.
- A voting exclusion statement as set out in the Notice applies to Resolutions 2 to 5.

Corporations Act – Chapter 2E

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a Director.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is on terms that would be reasonable if the company and the related party were dealing on arm's length terms.

The Company considers that the proposed issue of the Placement Shares under Resolutions 2 to 5 respectively are on arm's length terms. This view was formed on the basis that the Placement Shares the subject of Resolutions 2 to 5 respectively, if and when subscribed for by the named related parties (and/or their respective nominee(s)), are proposed to be issued on the same terms as offered to unrelated investors under the Placement (refer Resolution 1).

Corporations Act – section 195(4)

Notwithstanding the above, and although no Director of the Company participated in the decision making process in respect of securities proposed to be issued to them, the Directors of the Company acknowledge that Resolutions 2 to 5 separately relate to an issue of securities to a majority of the Directors of the Company. Accordingly, the Directors of the Company propose that Resolutions 2 to 5 each also be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that the Shareholders of the Company determine whether the named related parties will be issued the securities the subject of Resolutions 2 to 5.

Resolution 6 – Approval for issue of options

Resolution 6 seeks shareholder approval, for the purposes of Listing Rule 7.1 and for all other purposes, to issue 20,000,000 Broker Options to Taurus (and/or its nominee(s)). The Broker Options have a nominal issue price of \$0.00001 per Broker Option.

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

The issue of the Broker Options would exceed the 15% limit in Listing Rule 7.1 but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1. Resolution 6 seeks the required shareholder approval to issue the Broker Options under and for the purposes of Listing Rule 7.1.

If Shareholders approve Resolution 6, the Company will be able to issue the Broker Options the subject of Resolution 6. If Shareholders do not approve Resolution 6, the Company will not be able to issue the Broker Options and may be required to negotiate an alternative form of payment to Taurus, which may include a cash payment.

The following information is provided in accordance with Listing Rule 7.3:

- The recipient of the Broker Options is Taurus Capital Group Pty Ltd (and/or its nominee(s)).
- 20,000,000 Broker Options are proposed to be issued.
- The full terms of the Broker Options are set out in Annexure A.
- The Broker Options are proposed to be issued shortly after the Meeting and in any event no more than three months after the date of the Meeting.
- The Broker Options are being issued for cash consideration of \$0.00001 per Broker Option. The Broker Options are primarily being issued as part consideration for serviced rendered.
- The purpose of the issue of the Broker Options is as part consideration for Taurus acting as lead manager of the Placement. Funds raised on exercise of Broker Options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.

- The Broker Options are to be issued pursuant to a mandate between the Company and Taurus (**Mandate**). A summary of the material terms of the Mandate is set out below:
 - Taurus agreed to act as the lead manager (broker) in respect of the Placement.
 - The Company agreed to pay Taurus fees comprising 6% of funds raised by Taurus under the Placement and an issue of 20,000,000 Broker Options. The issue of Broker Options is subject to Shareholder approval.
 - The Company agrees to pay the expenses incurred by Taurus when providing services under the terms of the Mandate, with expenses exceeding certain amounts requiring prior written consent of the board of the Company.
 - The Mandate otherwise contains terms typical for an arrangement of that nature, including a limitation of liability and indemnity in favour of Taurus and provisions with respect to confidentiality and applicable law.
- A voting exclusion statement as set out in the Notice applies to Resolution 6.

ANNEXURE A
TERMS OF OPTIONS

Reference in this Annexure A to **Options** are to the Broker Options the subject of Resolution 6.

(a) Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon the exercise of each Option.

(b) Exercise price

The exercise price of each Option will be \$0.045 (**Exercise Price**).

(c) Vesting

The Options shall vest immediately on issue.

(d) Expiry date

The expiry date of each Option is 5.00pm (Melbourne Time) three years from the date of issue (**Expiry Date**).

(e) Exercise period

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

(f) Notice of exercise

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

(g) Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then issued Shares.

(h) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(i) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(j) Timing of issue of Shares

(i) After an Option is validly exercised, the Company must as soon as possible:

(A) issue the Share; and

(B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.

- (ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.
- (iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:
 - (A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or
 - (B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued, in accordance with the requirements of section 708A(11) of the Corporations Act.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

(k) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(l) No adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

(m) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Options holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable.

(o) Lodgement instructions

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

Your proxy voting instruction must be received by **3:00pm (AEDT) on Tuesday, 17 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

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All enquiries to Automic:

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