
ENEGEX LIMITED
ACN 160 818 986
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 12:00pm (AWST)
DATE: 15 April 2026
PLACE: Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 13 April 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Famien Resources Limited.”

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,933,922 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,901,495 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY – MR PAUL ROBERTS

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 217,391 Placement Shares to Mr Paul Roberts (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY – MR ERIC KONDO

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 276,404 Placement Shares to Mr Eric Kondo (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – RATIFICATION OF AGREEMENT TO ISSUE OPTIONS TO JOINT LEAD MANAGERS OF THE PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 2,216,461 Options to the Joint Lead Managers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statements

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

Resolution 2 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1	The Unrelated Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A	The Unrelated Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to Issue Placement Shares to Related Party – Mr Paul Roberts	Mr Paul Roberts (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to Issue Placement Shares to Related Party – Mr Eric Kondo	Mr Eric Kondo (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Ratification of Agreement to Issue Options to Joint Lead Managers of the Placement	The Joint Lead Managers (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6149 5716.

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to “Famien Resources Limited”.

The Board proposes the change of name as it believes the proposed name more appropriately reflects the Company’s business and asset base following completion of the acquisition of Famien Resources Pty Ltd (ACN 673 315 109) (now a wholly owned subsidiary of the Company).

If Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company’s registration.

2. BACKGROUND TO RESOLUTIONS 2 TO 6

2.1 Placement

As announced on 26 February 2026, the Company has received firm commitments for an oversubscribed placement of 44,329,212 Shares at an issue price of \$0.23 per Share (**Placement Shares**), to raise approximately \$10,195,719.

The Placement will be completed in two tranches as set out below:

- (a) **Tranche 1:** the Company has issued an aggregate of 43,835,417 Placement Shares to unrelated professional and sophisticated investors (**Unrelated Placement Participants**) (ratification of which is sought under Resolutions 2 and 3); and
- (b) **Tranche 2:** subject to Shareholder approval, the Company will issue 493,795 Placement Shares to Directors, Paul Roberts and Eric Kondo (together, the **Related Parties**), pursuant to their participation in the Placement (the subject of Resolutions 4 and 5).

2.2 Use of Funds

The funds raised from the Placement will be applied to:

- (a) staged comprehensive exploration programs following the Company’s disciplined exploration system, simultaneously on multiple properties, including geological mapping, stream sediment and soil sampling, auger, AC, RC and diamond drilling and aeromagnetic surveys across the Company’s growing tenement portfolio;
- (b) exploration RC drilling on the Bonoubana Trend in the Gogo permit and the Koroba West prospect in the Tougbe East permit with expected follow-up RC drilling on the Kalama Bave target in the Tougbe permit;
- (c) acquisition costs for new ground in Cote d’Ivoire;
- (d) ongoing exploration on the Company’s existing Australian assets in line with the exploration program for these assets (as detailed in the Company’s Quarterly Activities Report that was released on 28 January 2026); and
- (e) general working capital purposes.

2.3 Lead Manager

The Company appointed Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) and Euroz Hartleys Limited (ACN 104 195 057) (**Euroz Hartleys**) (together, the **Joint Lead Managers**) to act as lead managers and bookrunners to the Placement.

The material terms of the mandate (**Lead Manager Mandate**) between the Company and the Joint Lead Managers are set out below:

Consideration	In consideration for its services, the Company: <ul style="list-style-type: none"> (a) Management and selling fee: agreed to pay in the Respective Proportions a management fee of 2% and selling fee of 4% of the Placement amount to the Joint Lead Managers; and (b) Lead Manager Options: has agreed to issue an aggregate of 2,216,461 unlisted Options to the Joint Lead Managers (and/or their nominee(s)) in their Respective Proportions exercisable at \$0.4025 on or before the date that is three (3) years from the date of issue (being the Options the subject of Resolution 6).
Reimbursement of Expenses	The Company agreed to reimburse the Joint Lead Managers for all reasonable out-of-pocket expenses incurred in their roles as lead managers, subject to a limit of \$2,000 (excluding legal expenses). Any expense greater than this limit requires the prior written consent of the Company.
Alternative Capital Raising	If during the term of the Lead Manager Mandate or within 6 months from the date of termination of the Lead Manager Mandate, the Company announces an equity capital raising (other than the Placement or a dividend reinvestment plan), the Company must pay the Joint Lead Managers a fee equivalent to the fee payable under the Joint Lead Manager Mandate.

3. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

3.1 General

Resolutions 2 and 3 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 43,835,417 Placement Shares to Unrelated Placement Participants, comprising:

- (a) 37,933,922 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 2); and
- (b) 5,901,495 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 3).

3.2 Listing Rules 7.1 and 7.1A

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 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 31 October 2025.

The issue of Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

3.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to

have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolutions 2 and 3 are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Euroz Hartleys Limited (ACN 104 195 057) seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	43,835,417 Placement Shares were issued on the following basis: (a) 37,933,922 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and (b) 5,901,495 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).
Terms of Securities	The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Placement Shares.
Date(s) on or by which the Securities were issued	5 March 2026.
Price or other consideration the Company received for the Securities	\$0.23 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares were not issued pursuant to any agreement.
Voting Exclusion Statement	A voting exclusion statement applies to Resolutions 2 and 3.

REQUIRED INFORMATION	DETAILS
Compliance	The issue did not breach Listing Rule 7.1.

4. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE SHARES TO RELATED PARTIES

4.1 General

As set out in Section 2.3, the Company seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 493,795 Placement Shares as set out in the table below (**Participation**).

RECIPIENT	RESOLUTION	PARTICIPATION	
		SHARES	FUNDS RAISED
Paul Roberts (or his nominee(s))	4	217,391	\$50,000
Eric Kondo (or his nominee(s))	5	276,404	\$63,573
Total		493,795	\$113,573

4.2 Director Recommendation

Directors, Roger Steinepreis and Nick Castleden recommend that Shareholders vote in favour of Resolutions 4 and 5 to enable the Related parties to participate in the Placement on the same terms as the Unrelated Placement Participants.

Each Director (other than Roger Steinepreis and Nick Castleden) has a material personal interest in the outcome of Resolutions 4 and 5 on the basis that the Directors (other than Roger Steinepreis and Nick Castleden) (or their nominee(s)) are to be issued Placement Shares should Resolutions 4 and 5 be passed. For this reason, the Directors (other than Roger Steinepreis and Nick Castleden) do not believe that it is appropriate to make a recommendation on Resolutions 4 and 5.

4.3 Chapter 2E of the Corporations Act

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

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

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

The issue of Placement Shares constitutes giving a financial benefit and each of the Related Parties are related parties by virtue of being a Director.

The Participation will result in the issue of the Placement Shares which constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Directors (other than Paul Roberts who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 4 because the Placement will be issued to Paul Roberts on the same terms as Placement Shares offered to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Eric Kondo who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Placement will be issued to Eric Kondo on the same terms as Placement Shares offered to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

4.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

4.5 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of Placement Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of Placement Shares and the Company will not raise the additional \$113,573 under the Placement.

4.6 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Related Parties (or their nominees).
Categorisation under Listing Rule 10.11	The Related Parties fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the Related Parties who receive Placement Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	493,795 Placement Shares will be issued.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	\$0.23 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares are not being issued pursuant to any agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 4 and 5.

5. RESOLUTION 6 – RATIFICATION OF AGREEMENT TO ISSUE OPTIONS TO JOINT LEAD MANAGERS OF THE PLACEMENT

5.1 General

Resolution 6 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue an aggregate of 2,216,461 Options to the Joint Lead Managers (or their nominees) in their Respective Proportions under the Lead Manager Mandate. The full terms and conditions of the Options are set out in Schedule 1.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

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

5.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 3.3 above.

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

5.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the issue of Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 6 is not passed, the issue of Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on	The Options will be issued to the Joint Lead Managers (or their nominees) in accordance with the Lead Manager Mandate.

REQUIRED INFORMATION	DETAILS
which those persons were identified/selected	
Number and class of Securities issued	The Company has agreed to issue a maximum of 2,216,461 Options under the Lead Manager Mandate.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued.	The Company has agreed to issue the Options under the Lead Manager Mandate on the settlement of Tranche 2 of the Placement.
Price or other consideration the Company received for the Securities	\$0.00001 per Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of Options under the Lead Manager Mandate is to provide the Joint Lead Managers consideration for the provision of lead manager services.
Summary of material terms of agreement to issue	The Options have been agreed to be issued pursuant to the Lead Manager Mandate, a summary of the material terms of which is set out in Section 2.3.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 6.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Canaccord has the meaning given in Section 2.3.

Chair means the chair of the Meeting.

Company means Enege Limited (ACN 160 818 986).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Euroz Hartleys has the meaning given in Section 2.3.

Explanatory Statement means the explanatory statement accompanying the Notice.

Joint Lead Managers has the meaning given in Section 2.3.

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

Lead Manager Mandate has the meaning given in Section 2.3.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Participation has the meaning given in Section 4.1.

Placement Shares has the meaning given in Section 2.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 2.1.

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

Respective Proportions means 75% for Canaccord and 25% for Euroz Hartleys.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Unrelated Placement Participants has the meaning given in Section 2.1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	The amount payable upon exercise of each Option will be \$0.4025 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00pm (AWST) on the date that is three (3) years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

Your proxy voting instruction must be received by **12:00pm (AWST) on Monday, 13 April 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:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

