
SPACETALK LTD
ACN 091 351 530
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00 am (AEST)

DATE: Wednesday, 20 May 2026

PLACE: via Virtual Meeting at <https://meetings.lumiconnect.com/300-485-263-980>

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

The Meeting is being held by way of a virtual meeting (electronically). Shareholders are urged to attend and vote at the Meeting electronically using online meeting technology or vote by lodging the Proxy Form attached to this Notice.

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 7.00 pm (AEST) on Monday, 18 May 2026.

BOARD RECOMMENDATION

The Directors unanimously recommend that you vote in favour of all resolutions. And the Chair intends to vote all undirected proxies in favour of all resolution.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 MARCH PLACEMENT SHARES

To consider and, if thought fit, to pass, 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 15,694,712 Tranche 1 March Placement Shares to the March Placement Participants on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 MARCH PLACEMENT SHARES

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, approval is given for the Company to issue 75,501,955 Tranche 2 March Placement Shares to the March Placement Participants on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES TO A RELATED PARTY – A22 PTY LIMITED

To consider and, if thought fit, to pass, 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 8,200,000 Shares to A22 Pty Limited on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO A RELATED PARTY – SIMON CROWTHER

To consider and, if thought fit, to pass, 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 833,333 Shares to Simon Crowther (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER 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, approval is given for the Company to issue 25,000,000 Lead Manager Options exercisable at 8.5 cents each on or before 8 April 2029, on the terms and conditions set out in the Explanatory Statement.”

Dated: 20 April 2026

Hasaka Martin

Company Secretary

By Order of the Board

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 1 – Ratification of Prior Issue of Tranche 1 March Placement Shares	The Tranche 1 March Placement Participants or any person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Approval to issue Tranche 2 March Placement Shares	The Tranche 2 March Placement Participants or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3 – Approval to Issue Shares to a Related Party – A22 Pty Limited	A22 Pty Limited 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 4 – Approval to Issue Shares to a Related Party – Simon Crowther	Mr Simon Crowther 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 Lead Manager Options	The Taurus Capital Group Pty Ltd (the “Lead Manager” or “Taurus Capital”) or an associate of the Lead Manager.

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 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.

Online Voting Procedures during the Meeting

Shareholders who wish to participate in the Meeting online may do so:

- From their computer or mobile device, by entering the following URL into their browser:
<https://meetings.lumiconnect.com>

If you choose to participate in the Meeting online you can log in to the Meeting by entering:

- the Meeting ID, which is 300-485-263-980;
- your username, which is your Voting Access Code which can be located on the first page of your Proxy Form or Notice of Meeting email; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the country of their registered address as it appears on a recent statement.

If you have been nominated as a third-party proxy, please contact the Company's share registry on +61 2 9290 9600 or 1300 737 760.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair of the Meeting considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to submit a directed proxy in advance of the Meeting in accordance with the instructions above, so that votes can still be counted even if you plan to attend the Meeting online.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary, Hasaka Martin, at hasaka.martin@singletoncosec.com.au.

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. BACKGROUND

1.1 March Placement

On 27 March 2026, the Company announced that it had received binding commitments from institutional and wholesale investors (**March Placement Participants**) to subscribe for 100,230,000 Shares (**March Placement Shares**) at an issue price of \$0.06 per Share to raise \$6,013,800 (**March Placement**), with March Placement Shares to be issued in two tranches.

Tranche 1 of 15,694,712 fully paid ordinary shares (Shares) were issued on 8 April 2026 (**Tranche 1 March Placement**), utilising existing capacity under Listing Rule 7.1. The Company is seeking Shareholder approval under Listing Rule 7.4 for ratification of the Tranche 1 March Placement Shares (Resolution 1 – refer to Section 2 for further details).

The remaining subscriptions for 84,535,288 Shares includes commitments for:

- 75,501,955 Shares from non-related parties requiring approval under Listing Rule 7.1 (**Tranche 2 March Placement**). The Company is seeking Shareholder approval under Listing Rule 7.1 to issue the Tranche 2 March Placement Shares (Resolution 2 – refer to Section 2 for further details).
- 9,033,333 Shares from related parties requiring approval under Listing Rule 10.11 (**Related Party March Placement**). The Company is seeking Shareholder approval under Listing Rule 10.11 to issue the Related Party March Placement Shares (Resolution 3 and 4 – refer to Section 3 for further details).

Taurus Capital Group Pty Ltd (ACN 622 499 834) (**Taurus Capital** or **Lead Manager**) was appointed Lead Manager of the March Placement. The Company agreed to remunerate the Lead Manager 6% of the total proceeds of the March Placement ; and subject to shareholder approval issue 25,000,000 unlisted options exercisable at \$0.085 each, expiring 8 April 2029 (**Lead Manager Options**). The Company is seeking Shareholder approval under Listing Rule 7.1 for issue of the Lead Manager Options(Resolution 5 – refer to Section 4 for further details).

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

2.1 General

As set out in Section 1.1, the Company issued 15,694,712 Tranche 1 March Placement Shares at an issue price of \$0.06 per Share to the Tranche 1 March Placement Participants on 8 April 2026.

This Resolution therefore seeks Shareholder ratification of the Tranche 1 March Placement Shares for the purposes of Listing Rule 7.4.

2.2 Listing Rule 7.1

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

2.3 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.

2.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue will be included in 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.

2.5 Technical information required by Listing Rule 7.5

Required Information	Details
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Tranche 1 March Placement Participants are clients of Taurus Capital.</p> <p>None of the Tranche 1 March Placement Participants are:</p> <ul style="list-style-type: none"> related parties or members of key management personnel of the Company; substantial holders of the Company; Advisors to the Company; or Associates of any of the above. <p>No persons were issued more than 1% of the Company's current issued capital.</p>
Number and class of Securities issued	15,694,712 Tranche 1 March Placement Shares were issued.
Terms of Securities	The Tranche 1 March Placement Shares are 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 were issued	8 April 2026.
Price or other consideration the Company received for the Securities	\$0.06 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The funds raised will be applied to the enhancement of the Spacetalk app, investment in inventory and MVNO wholesale costs, working capital, and the costs of the offer.
Summary of material terms of agreement to issue	The Tranche 1 March Placement Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

2.6 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

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

3.1 General

As set out in Section 1.1 above, the Company has agreed, subject to Shareholder approval, to issue 75,501,955 Tranche 2 March Placement Shares to the Tranche 2 March Placement Participants.

This Resolution therefore seeks Shareholder approval for the issue of the Tranche 2 March Placement Shares.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within Exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will not have access to the \$4,530,117 raised under the Tranche 2 March Placement.

3.4 Technical information required by Listing Rule 7.3

Required Information	Details
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>The Tranche 2 March Placement Participants are clients of Taurus Capital.</p> <p>Mr. Craig Boshier the Chief Operating Officer of the Company is a participant in the Tranche 2 March Placement. Other than Mr. Boshier, none of the Tranche 2 March Placement Participants are:</p> <ul style="list-style-type: none">• related parties or members of key management personnel of the Company;• substantial holders of the Company;• Advisors to the Company; or• Associates of any of the above. <p>No persons is proposed to be issued more than 1% of the Company's current issued capital.</p>
Number of Securities and class to be issued	75,501,955 Tranche 2 March Placement Shares will be issued.
Terms of Securities	The Tranche 2 March 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 Tranche 2 March Placement Shares within one month of the Meeting. In any event, the Company will not issue any Tranche 2 March Placement Shares later than three months after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	\$0.06 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The funds raised will be applied to the enhancement of the Spacetalk app, investment in inventory and MVNO wholesale costs, working capital, and the costs of the offer.
Summary of material terms of agreement to issue	The Tranche 2 March Placement Shares are not being issued pursuant to an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3.5 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

4. RESOLUTIONS 3 AND 4 – APPROVAL OF ISSUE OF SHARES TO RELATED PARTIES

4.1 General

As set out in Section 1.1 above, the Company has agreed, subject to Shareholder approval, to issue 9,033,333 Shares at \$0.06 per Share to related parties as part of the March Placement (**Related Party March Placement Shares**). These Resolutions therefore seek Shareholder approval for the issue of the Related Party March Placement Shares.

Further details in respect of the Related Party March Placement Shares proposed to be issued are set out in the table below.

RELATED PARTY	RELATED PARTY PLACEMENT SHARES (#)	SUBSCRIPTION AMOUNT (\$)
A22 Pty Limited	8,200,000 Shares	\$492,000
Mr. Simon Crowther	833,333 Shares	\$50,000
Total	9,033,333 Shares	\$542,000

A22 Pty Limited is an entity wholly owned and controlled by Mrs Robyn Grover, whose spouse is Mr Andrew Grover. As Andrew Grover is a director of Spacetalk, Ms Robyn Grover is therefore a related party of Spacetalk under the Listing Rules. Mr Simon Crowther being a director of the Company is also a related party of Spacetalk.

The issue of equity securities to a Related Party requires approval under Listing Rule 10.11

Resolutions 3 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11, for the issue of 8,200,000 Shares at \$0.06 per Share to A22 Pty Limited on the terms and conditions set out below.

Resolutions 4 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11, for the issue of 833,333 Shares at \$0.06 per Share to Mr. Simon Crowther (or his nominee) on the terms and conditions set out below.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must seek shareholder 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 Shares constitutes giving a financial benefit, and each of the proposed recipients is a related party of the Company by virtue of being a director.

The non-participating Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issuance of the shares the subject of these Resolutions, as the terms of issuance are identical to the terms offered to all participants (that are not related parties of the Company) in the March Placement. Therefore, falling under an exception.

4.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

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

unless it obtains the approval of its shareholders.

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

4.4 Information required by Listing Rule 14.1A

If these Resolutions are approved, the Company will be able to proceed with the issue of Related Party March Placement Shares.

If these Resolutions are not approved, the Company will not be able to proceed with the issue.

4.5 Information required under Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Related Party March Placement Shares are set out in Section 4.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being a director of the Company. Any nominee(s) of the proposed recipients who receives the securities would constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	In total 9,033,333 Related Party March Placement Shares are proposed to be issued, the allocation between the recipients is set out in the table included at Section 4.1 above.
Terms of Securities	The Related Party March 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 Related Party March Placement Shares within one month of the Meeting. In any event, the Company will not issue any Related Party March Placement Shares later than one month after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	\$0.06 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The funds raised will be applied to the enhancement of the Spacetalk app, investment in inventory and MVNO wholesale costs, working capital, and the costs of the offer.
Summary of material terms of agreement to issue	The Related Party March Placement Shares are not being issued pursuant to an agreement.
Other information	The Related Party March Placement Shares proposed to be issued to A22 Pty Limited and Mr. Simon Crowther are on the same terms as to non-related parties in the March Placement. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.

REQUIRED INFORMATION	DETAILS
Voting exclusion and prohibition statements	Voting exclusion and prohibition statements apply to these Resolutions.

4.6 Directors Recommendation

The Directors (excluding Mr Grover for Resolution 3 and Mr Crowther for Resolution 4) recommend that Shareholders vote in favour of these Resolutions.

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

As set out in Section 1.1 above, the Company has agreed, subject to Shareholder approval to issue Taurus Capital 25,000,000 unlisted options exercisable at \$0.085 each and expiring on 8 April 2029 (**Lead Manager Options**). This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue the Lead Manager Options, on such terms and conditions described below.

5.1 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within Exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Should this occur, the Company may be required to pay the fee in cash.

5.3 Technical information required by Listing Rule 7.3

Required Information	Details
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Taurus Capital Group Pty Ltd (ACN 622 499 834) or their nominee
Number of Securities and class to be issued	25,000,000 Lead Manger Options
Terms of Securities	Each Lead Manger Option is exercisable at \$0.085 each into one Share, any time up to, and including, the expiry date of 8 April 2029. On exercise, the Shares issued will rank equally with existing Shares on issue. The terms of the Lead Manager Options are provided in Annexure A.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Lead Manager Options within one month of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	The Lead Manager Options are issued as part consideration for the provision of Lead Manager services associated with the March Placement.

Required Information	Details
Purpose of the issue, including the intended use of any funds raised by the issue	No funds were raised through the issue of Lead Manager Options
Summary of material terms of agreement to issue	The Lead Manager Options were agreed to be issued under a Lead Manager's engagement agreement, the material terms of which are provided in Section 1.1 and in the announcement to the ASX dated 27 March 2026.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5.4 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

March Placement has the meaning given in Section 1.1.

March Placement Participants has the meaning given in Section 1.1.

March Placement Shares has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Spacetalk Ltd (ACN 091 351 530).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

AEST means Eastern Standard Time as observed in Sydney, New South Wales.

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.

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.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the same meaning as given by the Listing Rules

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, Incentive Right or Converting Note (as applicable).

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

Shareholder means a registered holder of a Share.

Taurus Capital means Taurus Capital Group Pty Ltd (ACN 622 499 834).

ANNEXURE 1 – LEAD MANAGER OPTIONS TERMS AND CONDITIONS

- Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- The amount payable upon exercise of each Option is \$0.085 (**Exercise Price**).
- Each Option will expire at 5:00pm (AEST) on 8 April 2029 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the option exercise form, 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.
- A notice of exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- Within ten Business Days after the Exercise Date, the Company will:
 - issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - if required, give ASX a notice that complies with section 708A(5) 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
 - 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.

If a notice delivered under Section 4.2(ii) 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 30 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.

- Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- 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.
- 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.
- The Options are not transferable.

SPACETALK GENERAL MEETING

Dear Shareholder,

A General Meeting of Spacetalk Ltd (Spacetalk or the Company) shareholders will be held as a virtual meeting on Wednesday, 20 May 2026 at 9:00 a.m. (AEST).

In accordance with Part 1.2AA of the Corporations act 2001, the Company will only be dispatching physical copies on the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is available on Spacetalk's Announcements page at <https://investorhub.spacetalk.co>. The Notice contains instructions on how to access and vote at the General Meeting.

The Notice is important and should be read in its entirety. If you have any questions regarding the matters set out in the Notice, please contact SPA, or your stockbroker or other professional adviser.

If you are unable to access the Notice online please contact our share registry . Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday, to arrange a copy.

A copy of your personalised proxy form is **enclosed** for your convenience. Shareholders are encouraged to complete and lodge their proxies in accordance with the instructions set out in the proxy form and the Notice.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 9:00 am (AEST) on Monday, 18 May 2026. Any proxy form received after that time will not be valid for the scheduled meeting.

The proxy may be appointed online at <https://www.votingonline.com.au/spagm2026> by following the instructions on the attach proxy form; or by mailing the completed proxy form to the address provided on the proxy form.

We look forward to your participation at the meeting and thank you for your continued support.

Yours faithfully,

Hasaka Martin
Company Secretary
20 April 2026

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00 am (AEST), Monday 18 May 2026.**

💻 TO APPOINT A PROXY ONLINE**📱 BY SMARTPHONE**

STEP 1: VISIT <https://www.votingonline.com.au/spagm2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00 am (AEST), Monday 18 May 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/spagm2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Spacetalk Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chairman** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held virtually via <https://meetings.lumiconnect.com/300-485-263-980> on **Wednesday 20 May 2026 at 9:00 am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Tranche 1 March Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Issue Tranche 2 March Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval To Issue Shares to a Related Party - A22 Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval To Issue Shares to a Related Party - Simon Crowther	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval To Issue Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026