

29 April 2026

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is given that the Annual General Meeting ('AGM', 'the Meeting') of Shareholders of Nanoveu Limited ('Nanoveu' or 'the Company') will be held as follows:

Time and date: 11.00 am (AWST) on Friday, 29 May 2026

Location: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless a shareholder has requested to receive a hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

The Meeting Materials can also be viewed and downloaded at the following link: www.nanoveu.com or from the ASX Company Announcements Platform at asx.com.au (ASX: NVU).

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

A copy of your personalised Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, using any of the methods as detailed on the Proxy.

Your proxy voting instruction must be received by 11.00 am (AWST) on Wednesday, 27 May 2026 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details via Automic's Investor Portal at <https://investor.automic.com.au/#/home>.

If you have already registered, simply enter your username and password and click "log in". If you have not yet registered, simply click "register" and follow the prompts. Once you have logged in, click on "profile". You can then select "edit" in the Communication Preferences section. Once you have selected "Electronic Only" and added your email address, click "save".

The Meeting Materials are important and 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. If you have any difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

For more information on Nanoveu, refer to the Company's website at: nanoveu.com.

Yours sincerely
NANOVEU LIMITED



NANOVEU LIMITED
ACN 624 421 085
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 am (AWST)
DATE: 29 May 2026
PLACE: The Boorloo Meeting Room
Ground Floor, 108 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 5.00 pm (AWST) on 27 May 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2025.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – STEVEN APEDAILE

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

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Steven Apedaile, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ELECTION OF A DIRECTOR – MOHAMED SABRY ALY

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 14.4, clause 15.4 of the Constitution and for all other purposes, Mr Mohamed Sabry Aly, who was appointed as a Director by the Board of Directors in accordance with clause 15.4 of the Constitution on 1 December 2025, retires in accordance with the Constitution and Listing Rules and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Statement.”

4. RESOLUTION 4 – ELECTION OF A DIRECTOR – SIYUAN (RAYMOND) CHEN

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 14.4, clause 15.4 of the Constitution and for all other purposes, Mr Siyuan (Raymond) Chen, who was appointed as a Director by the Board of Directors in accordance with clause 15.4 of the Constitution on 1 December 2025, retires in accordance with the Constitution and Listing Rules and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Statement.”

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES ISSUED UNDER 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 83,863,637 Shares to the Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

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 41,931,835 Options to the Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO JOINT LEAD MANAGERS

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 15,000,000 Options to the Joint Lead Managers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – DR DAVID PEVCIC

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 1,136,364 Shares and 568,182 Options to Dr David Pevcic (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 9 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT – SIYUAN (RAYMOND) CHEN

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 227,273 Shares and 113,637 Options to Mr Siyuan (Raymond) Chen (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 10 – APPROVAL TO ISSUE SECURITIES TO DR MOHAMED SABRY ALY

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Dr Mohamed Sabry Aly (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 11 – APPOINTMENT OF AUDITOR

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

“That for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Stantons International Audit and Consulting Pty Ltd, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting, on the terms and conditions in the Explanatory Statement.”

12. RESOLUTION 12 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO 62 CAPITAL PTY LTD

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 5,000,000 Performance Rights to 62 Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Dated: 29 April 2026

Voting Prohibition Statements

Resolution 1– Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 10 - Approval to Issue Securities to Dr Mohamed Sabry Aly	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 5 – Ratification of Prior Issue of Shares issued under Listing Rule 7.1A	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 - Ratification of Prior Issue of Options	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 – Ratification of Prior issue of Options to Joint Lead Managers	The Joint Lead Managers or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Approval for Related Party Participation in Placement – Dr David Pevcic	Dr David Pevcic (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 9– Approval for Related Party Participation in Placement – Siyuan (Raymond) Chen	Mr Siyuan (Raymond) Chen (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 10 - Approval to Issue Securities to Dr Mohamed Sabry Aly	Dr Mohamed Sabry Aly (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 12 - Approval of 7.1A Mandate	If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.
Resolution 13 - Ratification of Prior Issue of Performance Rights to 62 Capital Pty Ltd	62 Capital Pty Ltd 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 6244 9095.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.nanoveu.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25% (i.e. 0.12% voted against). Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – STEVEN APEDAILE

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Apedaile, who has held office without re-election since 31 May 2023 and being eligible retires by rotation and seeks re-election.

3.2 Mr Steven Apedaile (FCA: MAICD)

Further information in relation to Mr Apedaile is set out below.

Qualifications, experience and other material directorships	Mr Apedaile has worked in the accounting profession for over 30 years, 25 of which were spent in Hong Kong with the first 7 years with KPMG Hong Kong and then 18 years with Horwath Hong Kong. Mr Apedaile has experience in all facets of international business, corporate finance and forensic accounting services. Mr Apedaile is the Executive Chairman of Sprintex Limited (ASX: SIX) and is a Fellow of the UK Institute of Chartered Accountants in England and Wales and is a Member of the Australian Institute of Company Directors.
Term of office	Mr Apedaile has served as a Director since 14 May 2018
Independence	If re-elected, the Board considers that Mr Apedaile will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Apedaile that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Apedaile since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Apedaile) recommend that Shareholders vote in favour of this Resolution.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Apedaile will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Apedaile will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 –ELECTION OF A DIRECTOR – DR MOHAMED SABRY ALY

4.1 General

Clause 15.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 15.4 of the Constitution and Listing Rule 14.4 both provide that any Director (other than the Managing Director) appointed under clause 15.4 must not hold office without re election past the next annual general meeting of the Company following the Director's appointment.

Further, clause 15.4 of the Constitution provides that a Director who retires in accordance with clause 15.4 of the Constitution holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Dr Mohamed Sabry Aly, the Non Executive Director of the Company who was appointed on 1 December 2025, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to this Resolution 3.

4.2 Dr Mohamed Sabry Aly

Further information in relation to Dr Aly is set out below.

Qualifications, experience and other material directorships	<p>Mohamed M. Sabry Aly is the Founder of EMASS and a recognised leader in embedded artificial intelligence and semiconductor technologies. He founded EMASS while serving as an Associate Professor at Nanyang Technological University (NTU), Singapore. Mr Aly has played a key role in shaping Singapore's deep-tech ecosystem, including serving as Task Force Lead for the Economic Development Board's (EDB) Future of Microelectronics (FME) initiative.</p> <p>A former postdoctoral researcher at Stanford University, Mr Aly has authored over 100 peer-reviewed publications and has secured more than SGD 40 million in competitive research funding. His research contributions include involvement in DARPA's 3DSoc program under the USD 1.5 billion Electronics Resurgence Initiative, reflecting his strong track record in advanced microelectronics and semiconductor innovation.</p>
Term of office	Dr Aly has served as a Director since 1 December 2025.
Independence	If re-elected, the Board considers that Dr Aly will not be considered an independent Director given the amount of his shareholding in the Company.
Board recommendation	Having received an acknowledgement from Dr Aly that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Aly since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Aly) recommend that Shareholders vote in favour of this Resolution.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Aly will be re-elected to the Board as a non-executive non-independent Director.

If this Resolution is not passed, Dr Aly will not continue in his role as a Director. The Company may seek nominations or otherwise seek to identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 –ELECTION OF A DIRECTOR – MR SIYUAN (RAYMOND) CHEN

5.1 General

Clause 15.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 15.4 of the Constitution and Listing Rule 14.4 both provide that any Director (other than the Managing Director) appointed under clause 15.4 must not hold office without re election past the next annual general meeting of the Company following the Director's appointment.

Further, clause 15.4 of the Constitution provides that a Director who retires in accordance with clause 15.4 of the Constitution holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Mr Chen, the Chief Financial Officer and Executive Director of the Company who was appointed on 1 December 2025, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to this Resolution 4.

5.2 Mr Siyuan (Raymond) Chen

Further information in relation to Mr Chen is set out below.

Qualifications, experience and other material directorships	<p>Mr Siyuan (Raymond) Chen is a seasoned financial professional with more than a decade of experience across ASX-listed and private enterprises. His expertise spans financial management, financial control, planning and analysis, investor relations, capital raising, treasury management and corporate transactions.</p> <p>Prior to joining the Company, Mr Chen held senior roles at several prominent ASX-listed companies, including Iluka Resources Ltd (ASX: ILU), NRW Holdings Ltd (ASX: NRW) and Equinox Resources Limited (ASX: EQN). He has also worked with unlisted entities such as Harmony Agriculture and Food Company Pty Ltd and began his career with KPMG in its audit division.</p> <p>Mr Chen holds a Master of Business Administration from the University of Cambridge Judge Business School.</p>
Term of office	Mr Chen has served as a Director since 1 December 2025 and as Chief Financial Officer since 4 February 2025.
Independence	If re-elected, the Board considers that Mr Chen will not be considered an independent Director given his executive role in the Company.
Board recommendation	Having received an acknowledgement from Mr Chen that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Chen since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Chen) recommend that Shareholders vote in favour of this Resolution.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Chen will be re-elected to the Board as an executive non-independent Director.

If this Resolution is not passed, Mr Chen will not continue in his role as a Director. The Company may seek nominations or otherwise seek to identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. BACKGROUND TO RESOLUTION 5 TO 9

6.1 Placement

On 20 January 2026, the Company announced that it had received firm commitments from new and existing sophisticated, professional and institutional investors (**Placement Participants**) to raise up to \$7,500,000 (before costs) through the issue of 85,227,274 shares (**Shares**) at an issue price of \$0.088 per Share, together with one (1) free attaching new option (**Option**) exercisable at \$0.15 on or before the date that is three (3) years from the date of issue, for every two (2) Shares subscribed for and issued (**Placement**).

The Placement is comprised as follows:

- (a) 83,863,637 Shares were issued to the Placement Participants unrelated to the Company (**Unrelated Placement Participants**) on 27 January 2026 using the Company's available placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 5;
- (b) 41,931,835 free attaching Options were issued to the Unrelated Placement Participants on 27 January 2026 using the Company's available placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 6; and
- (c) an aggregate of 1,363,637 Shares and 681,819 free attaching Options to be issued to Dr David Pevcic and Mr Siyuan (Raymond) Chen (**Related Party Participants**) (or their nominee(s)), subject to obtaining Shareholder approval under Resolutions 8 to 9.

In addition to the Placement, the Company also issued 15,000,000 Options to the Joint Lead Managers on 27 January 2026 using the Company's available placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 7, pursuant to the JLM Mandate (defined below).

6.2 Lead Managers

The Company entered into a mandate with Evolution Capital Pty Ltd (ACN 652 397 263) (**Evolution**) and 62 Capital Pty Ltd (ACN 677 075 704) (**62 Capital**) (together, the **Joint Lead Managers**) pursuant to which Evolution and 62 Capital were engaged by the Company to act as the joint lead managers to the Placement (**JLM Mandate**).

- (a) In accordance with the terms of the JLM Mandate, the Company agreed to pay the Joint Lead Managers the following:
 - (i) an aggregate cash fee of 6% of the gross amount raised under the Placement; and
 - (ii) 15,000,000 Options on the same terms and conditions as the Options for services provided as Joint Lead Managers.
- (b) The Company must offer the Joint Lead Managers the right of first refusal to act as joint lead manager in any equity capital raising undertaken by the Company within 12 months following successful completion of the Placement.
- (c) Other than as noted above, the JLM Mandate contains terms which are standard for an agreement of this type.

6.3 Use of Funds

Funds raised from the Placement will be directed towards:

- (a) EMASS Semiconductor: 16nm ECS-DoT tape out; live drone integration; commercialisation scale up activities; R&D activities;
- (b) Support corporate, administration and working capital to drive operational growth and cover the costs associated with the Placement; and
- (c) EyeFly3D and nanocoating technologies.

7. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES ISSUED UNDER LISTING RULE 7.1A

7.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 83,863,637 Shares to the Unrelated Placement Participants at an issue price of \$0.088 per Share to raise approximately \$7,380,000.

As set out in Section 6.1 above, the 83,863,637 Shares were issued to the Unrelated Placement Participants using the Company's available capacity under Listing Rule 7.1A.

7.2 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 30 May 2025.

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 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.

7.3 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 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 10% limit in Listing Rule 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 this Resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, 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.

7.5 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 unrelated to the Company who were identified through a bookbuild process, which involved the Joint Lead Managers 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	83,863,637 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	27 January 2026.
Price or other consideration the Company received for the Securities	\$0.088 per Share for Shares issued pursuant to Listing Rule 7.1A.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued pursuant to an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1A.

8. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

8.1 General

As set out in Section 6.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 41,931,835 Options to the Unrelated Placement Participants.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

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

8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 7.3 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 issue.

8.4 Technical information required by Listing Rule 14.1A

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

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

8.5 Technical information required by Listing Rules 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Unrelated Placement Participants. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	41,931,835 Options were issued.
Terms of Securities	The Options were issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued.	27 January 2026.
Price or other consideration the Company received for the Securities	The Options were issued at a nil issue price, as they were issued free attaching under the Placement on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Options is to fulfil the terms on which the Unrelated Placement Participants subscribed for Shares under the Placement.
Summary of material terms of agreement to issue	The Options 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.

9. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO JOINT LEAD MANAGERS

9.1 General

As set out in Section 6.2, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate 15,000,000 Options to the Joint Lead Managers (or their nominee(s)) in part consideration for lead manager services provided in relation to the Placement.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

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

9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 7.3 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 issue.

9.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the

Company can issue without Shareholder approval over the 12-month period following the date of the issue.

9.5 Technical information required by Listing Rules 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Joint Lead Managers.
Number and class of Securities issued	15,000,000 Options were issued.
Terms of Securities	The Options were issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued.	27 January 2026.
Price or other consideration the Company received for the Securities	The Options were issued at a nil issue price as consideration for the joint lead manager services provided by the Joint Lead Managers under the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the JLM Mandate.
Summary of material terms of agreement to issue	The Options are being issued pursuant to the JLM Mandate, a summary of the material terms of which are set out in Section 6.2.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

10. RESOLUTIONS 8 TO 9 – APPROVAL TO ISSUE SHARES AND OPTIONS TO RELATED PARTY PARTICIPANTS

10.1 General

To enable the Directors to participate in the Company's Placement on the same terms as the Unrelated Placement Participants, Resolutions 8 and 9 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 1,363,637 Shares and 681,819 Options to the Related Party Participants (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the intended participation of the Related Party Participants (or their nominee(s)) are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION		
		SHARES	OPTIONS	FUNDS RAISED
Dr David Pevcic	8	1,136,364	568,182	\$100,000
Mr Siyuan (Raymond) Chen	9	227,273	113,637	\$20,000
Total		1,363,637	681,819	\$120,000

10.2 Chapter 2E of the Corporations Act

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

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

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

The issue of Shares and Options under the Placement to the Related Party Participants (or their nominee(s)) constitutes giving a financial benefit and each of the Related Party Participants is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Related Party Participants (or their nominee(s)) will be subscribing for Shares and Options under the Placement on the same terms as the Unrelated Placement Participants and as such the participation is on arm's length terms.

10.3 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.

10.4 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Accordingly, the Company will not raise a further \$120,000 under the Placement.

10.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act in respect of these Resolutions

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The Shares and Options will be issued to Dr David Pevcic and Mr Siyuan (Raymond) Chen (or their nominee(s)).
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 each a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of 1,363,637 Shares and 681,819 Options are to be issued in the allocations set out in Section 10.1.
Terms of Securities	The 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. The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than 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).
Price or other consideration the Company will receive for the Securities	\$0.088 per Share. The Options will be issued at a nil issue price, as they were issued free attaching under the Placement on a 1:2 basis. Refer to the table set out in Section 10.1.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.3 for details of the proposed use of funds. The Shares and Options to be issued to Dr David Pevcic and Mr Siyuan (Raymond) Chen (or their nominee(s)) pursuant to the Placement are being issued solely for the purpose of raising funds for the Company and are not intended to remunerate or incentivise either of the Directors.
Summary of material terms of agreement to issue	The Shares and Options are not being issued pursuant to an agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.

11. RESOLUTION 10 – APPROVAL TO ISSUE SECURITIES TO DR MOHAMED SABRY ALY

11.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 5,000,000 Performance Rights to Dr Mohamed Sabry Aly (or his nominee(s)), pursuant to the Incentive Plan (**Plan**) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	1,666,667	The Company achieving a 20-day VWAP of \$0.10	5.00 pm (WST) on 14 April 2030.

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
B	1,666,667	The Company achieving a 20-day VWAP of \$0.15	5.00 pm (WST) on 14 April 2030.
C	1,666,666	The Company achieving a 20-day VWAP of \$0.20	5.00 pm (WST) on 14 April 2030.

11.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 10.2 above.

The issue constitutes giving a financial benefit and Dr Mohamed Sabry Aly is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Mohamed Sabry Aly who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Dr Mohamed Sabry Aly, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

11.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

11.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

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

11.5 Technical Information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Dr Mohamed Sabry Aly (or his nominee).
Categorisation under Listing Rule 10.14	The recipient falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	5,000,000 Performance Rights to be issued to Dr Mohamed Sabry Aly (or his nominee(s)).
Remuneration package	The current total remuneration package for Dr Mohamed Sabry Aly is \$264,000, comprising directors' fees of \$48,000, consulting fees \$216,000, superannuation of \$nil and share-based payments of \$nil. If the Performance Rights are issued, the total remuneration package of Dr Mohamed Sabry Aly will increase

REQUIRED INFORMATION	DETAILS
	by \$297,333 to \$561,333, being the value of the Performance Rights (based on the Monte Carlo methodology).
Securities previously issued to the recipient/(s) under the Plan	No Securities have been previously issued to Dr Mohamed Sabry Aly under the Plan.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Dr Mohamed Sabry Aly will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Dr Mohamed Sabry Aly; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Valuation	The Company values the Performance Rights at \$297,333 (being \$0.0669 per Class A Performance Right, \$0.0597 per Class B Performance Right and \$0.0518 per Class C Performance Right) based on the Monte Carlo methodology.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Performance Rights will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 3.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Additional Information	<p>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

12. RESOLUTIONS 11 – APPOINTMENT OF AUDITOR

12.1 General

As announced on 2 April 2026, the Company appointed Stantons International Audit and Consulting Pty Ltd (**Stantons**) as the new auditor of the Company following the resignation of BDO Audit Pty Ltd (**BDO**) after receiving consent from the Australian Securities and Investments Commission on 1 April 2026 to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act.

The change to the Company's auditor was made following a consultation process with the selection of Stantons based on their reputation, experience and competitive fee structure. The Board would like to take this opportunity to thank BDO for their professional service to the Company.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this annual general meeting pursuant to section 327B of the Corporations Act.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Stantons to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice at Schedule 4.

Stantons has given its written consent to act as the Company's auditor. Resolution 11 seeks Shareholder approval to appoint Stantons as the Company's auditor under section 327B of the Corporations Act, which requires shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's annual general meeting.

12.2 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the appointment of Stantons as the Company's new auditor will take effect at the close of this Meeting.

If Resolution 11 is not passed the Company will need to appoint a new auditor other than Stantons or BDO.

12.3 Other Information

The Board recommends Shareholders vote in favour of this Resolution 11.

13. RESOLUTION 12 – APPROVAL OF 7.1A MANDATE

13.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate). As of the date of this Notice, the Company's market capitalisation is less than \$300,000,000. The Company is therefore an Eligible Entity.

13.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

13.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the development of its sales and marketing, existing products and products in development and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 22 April 2026.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>

REQUIRED INFORMATION		DETAILS				
			DILUTION			
	NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)	SHARES ISSUED – 10% VOTING DILUTION	ISSUE PRICE			
			\$0.033	\$0.066	\$0.099	
			50% DECREASE	ISSUE PRICE	50% INCREASE	
	FUNDS RAISED					
	Current	1,080,451,190	108,045,119	\$3,565,489	\$7,130,978	\$10,696,467
	50% increase	1,620,676,785	162,067,678	\$5,348,233	\$10,696,467	\$16,044,700
100% increase	2,160,902,380	216,090,238	\$7,130,978	\$14,261,956	\$21,392,934	
<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 1,080,451,190 Shares on issue as at the date of this Notice. The issue price set out above is the closing market price of the Shares on the ASX on 22 April 2026 (being \$0.066) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue. 						
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.					

REQUIRED INFORMATION	DETAILS																						
	<p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable). 																						
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 May 2025 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 30 May 2025, the Company has issued 102,279,637 Shares pursuant to the Previous Approval.</p> <table border="1" data-bbox="639 1025 1386 2045"> <thead> <tr> <th colspan="2" data-bbox="639 1025 1386 1070">GENERAL</th> </tr> </thead> <tbody> <tr> <td data-bbox="639 1070 911 1115">Date of issue</td> <td data-bbox="911 1070 1386 1115">21 July 2025</td> </tr> <tr> <td data-bbox="639 1115 911 1216">Number of Equity Securities issued</td> <td data-bbox="911 1115 1386 1216">18,416,000 representing ~2.13% of the total number of Shares on issue at the commencement of that 12-month period.</td> </tr> <tr> <td data-bbox="639 1216 911 1283">Class of Equity Securities Issued</td> <td data-bbox="911 1216 1386 1283">Ordinary fully paid shares</td> </tr> <tr> <td data-bbox="639 1283 911 1417">Basis upon which allottees were identified</td> <td data-bbox="911 1283 1386 1417">The Shares were issued to a range of sophisticated and professional investors, none of whom were a related party of the Company.</td> </tr> <tr> <td data-bbox="639 1417 911 1485">Shareholder Approval</td> <td data-bbox="911 1417 1386 1485">Shareholder ratification was received on 29 July 2025.</td> </tr> <tr> <td data-bbox="639 1485 911 1529">Issue price</td> <td data-bbox="911 1485 1386 1529">AUD\$0.055</td> </tr> <tr> <td data-bbox="639 1529 911 1630">Discount to closing market price on date of issue (if any)</td> <td data-bbox="911 1529 1386 1630">23.6%</td> </tr> <tr> <td data-bbox="639 1630 911 1697">Total cash consideration received</td> <td data-bbox="911 1630 1386 1697">\$1,012,880</td> </tr> <tr> <td data-bbox="639 1697 911 1944">Amount of cash consideration spent as at the date of this Notice and purpose of spending</td> <td data-bbox="911 1697 1386 1944"> <p>Approximately \$1,013k.</p> <p>Funds raised from the placement have been used towards the development and commercialisation of Nanoveu's EMASS semiconductor technologies, the expansion of EyeFly3D™ commercial activities, the advancement of Nanoshield™ Solar field trials and general working capital.</p> </td> </tr> <tr> <td data-bbox="639 1944 911 2045">Intended use of remaining cash consideration (if any)</td> <td data-bbox="911 1944 1386 2045">As above.</td> </tr> </tbody> </table>	GENERAL		Date of issue	21 July 2025	Number of Equity Securities issued	18,416,000 representing ~2.13% of the total number of Shares on issue at the commencement of that 12-month period.	Class of Equity Securities Issued	Ordinary fully paid shares	Basis upon which allottees were identified	The Shares were issued to a range of sophisticated and professional investors, none of whom were a related party of the Company.	Shareholder Approval	Shareholder ratification was received on 29 July 2025.	Issue price	AUD\$0.055	Discount to closing market price on date of issue (if any)	23.6%	Total cash consideration received	\$1,012,880	Amount of cash consideration spent as at the date of this Notice and purpose of spending	<p>Approximately \$1,013k.</p> <p>Funds raised from the placement have been used towards the development and commercialisation of Nanoveu's EMASS semiconductor technologies, the expansion of EyeFly3D™ commercial activities, the advancement of Nanoshield™ Solar field trials and general working capital.</p>	Intended use of remaining cash consideration (if any)	As above.
GENERAL																							
Date of issue	21 July 2025																						
Number of Equity Securities issued	18,416,000 representing ~2.13% of the total number of Shares on issue at the commencement of that 12-month period.																						
Class of Equity Securities Issued	Ordinary fully paid shares																						
Basis upon which allottees were identified	The Shares were issued to a range of sophisticated and professional investors, none of whom were a related party of the Company.																						
Shareholder Approval	Shareholder ratification was received on 29 July 2025.																						
Issue price	AUD\$0.055																						
Discount to closing market price on date of issue (if any)	23.6%																						
Total cash consideration received	\$1,012,880																						
Amount of cash consideration spent as at the date of this Notice and purpose of spending	<p>Approximately \$1,013k.</p> <p>Funds raised from the placement have been used towards the development and commercialisation of Nanoveu's EMASS semiconductor technologies, the expansion of EyeFly3D™ commercial activities, the advancement of Nanoshield™ Solar field trials and general working capital.</p>																						
Intended use of remaining cash consideration (if any)	As above.																						

REQUIRED INFORMATION	DETAILS	
	GENERAL	
	Date of issue	27 January 2026
	Number of Equity Securities issued	83,863,637 representing ~9.68% of the total number of Shares on issue at the commencement of that 12-month period.
	Class of Equity Securities Issued	Ordinary fully paid shares
	Basis upon which allottees were identified	The Shares were issued to a range of sophisticated and professional investors, none of whom were a related party of the Company.
	Shareholder Approval	Shareholder ratification is proposed at the Meeting (Resolution 5).
	Issue price	AUD\$0.088
	Discount to closing market price on date of issue (if any)	Nil%
	Total cash consideration received	\$7,380,000
	Amount of cash consideration spent as at the date of this Notice and purpose of spending	Approximately \$1,865,000 Funds raised from the placement have been used towards the development and commercialisation of Nanoveu's EMASS semiconductor technologies and general working capital.
Intended use of remaining cash consideration (if any)	As above.	
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.	

14. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SECURITIES IN CONSIDERATION FOR SERVICES PROVIDED/ACQUISITION – NO CASH PAID

14.1 General

On 17 February 2026, the Company announced that it had entered into an exclusive evaluation licence agreement with NTUitive, the innovation and enterprise company of Nanyang Technological University, Singapore (**NTU**) in respect of a portfolio of four inventions in autonomous localisation and formation control technologies, with an option to convert to an exclusive worldwide licence. The NTU transaction was introduced and secured by the Company's corporate advisor, 62 Capital Pty Ltd (**62 Capital**).

In consideration for 62 Capital's role in introducing and securing the NTU transaction, the Company agree to issued 5,000,000 Performance Rights to 62 Capital (or its nominees) on the terms and conditions set out in Schedule 5.

Therefore, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 5,000,000 Performance Rights to 62 Capital Pty Ltd (or its nominees) on or about 8 May 2026, or in any event before the Meeting.

14.2 Listing Rule 7.1

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

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

Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

14.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 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 issue.

14.4 Technical information required by Listing Rule 14.1A

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

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

14.5 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	62 Capital Pty Ltd (or its nominees).
Number and class of Securities issued	5,000,000 Performance Rights were issued.
Terms of Securities	The Performance Rights were issued on the terms and conditions set out in Schedule 5.
Date(s) on or by which the Securities were issued.	On or about 8 May 2026, or in any event before the Meeting
Price or other consideration the Company received for the Securities	The Performance Rights were issued at a nil issue price, in consideration for the introduction by 62 Capital of the NTU transaction to the Company.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was in satisfaction of the Company's obligation to issue Performance Rights to 62 Capital as consideration for the introduction of the NTU transaction.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

62 Capital means 62 Capital Pty Ltd (ACN 677 075 704).

7.1A Mandate has the meaning given in Section 12.1.

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.

Closely Related Party has the meaning given in Section 9 of the Corporations Act

Company means Nanoveu Limited (ACN 624 421 085).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Evolution means Evolution Capital Pty Ltd (ACN 652 397 263).

Explanatory Statement means the explanatory statement accompanying the Notice.

JLM Mandate has its meaning given in Section 6.2.

Joint Lead Managers means Evolution Capital Pty Ltd and 62 Capital Pty Ltd.

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.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

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.

Placement has the meaning given in Section 6.1.

Placement Participants has the meaning given in Section 6.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Participants has the meaning given in Section 6.1.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2025.

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 and an Option (as applicable).

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning set in Section 2.2.

Spill Resolution has the meaning set in Section 2.2.

Unrelated Placement Participants has the meaning given in Section 6.1.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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	Subject to paragraphs 9, the amount payable upon exercise of each Option will be \$0.15 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on 27 January 2029 (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>As soon as practicable 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) issue a substitute certificate for any remaining unexercised Options held by the holder; (c) 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, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its discretion, elects to 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. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading; and (d) if admitted to the official list of ASX at the time, and subject to 7(c) above, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under paragraph 7(c) 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	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.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The terms and conditions that apply to the Performance Rights granted under the Employee Incentive Securities plan is set out below:

1.	Entitlement	Each Performance Right entitles the holder to be issued one Share upon exercise of the Performance Right.								
2.	Plan	The Performance Rights are granted under the Company's Employee Incentive Securities Plan (Plan). Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, the Plan will apply to the extent of the inconsistency.								
3.	Consideration	Nil consideration is payable for the Performance Rights.								
4.	Expiry Date	Each Performance Right will expire on the earlier to occur of: (a) <i>Forfeiture under the Plan</i> ; or (b) 5:00 pm (WST) on 14 April 2030 (Expiry Date). For the avoidance of doubt, any unexercised Performance Rights will automatically lapse on the Expiry Date.								
5.	Vesting Conditions	The Performance Rights shall vest as follows: <table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr style="background-color: #002060; color: white;"><th style="text-align: left;">CLASS</th><th style="text-align: left;">VESTING CONDITION</th></tr></thead><tbody><tr><td style="background-color: #002060; color: white; text-align: center;">A</td><td>The Company achieving a 20-day VWAP of \$0.10</td></tr><tr><td style="background-color: #002060; color: white; text-align: center;">B</td><td>The Company achieving a 20-day VWAP of \$0.15</td></tr><tr><td style="background-color: #002060; color: white; text-align: center;">C</td><td>The Company achieving a 20-day VWAP of \$0.20</td></tr></tbody></table> each, a Vesting Condition . Vesting occurs upon the issue of a Vesting Notice in accordance with the Plan.	CLASS	VESTING CONDITION	A	The Company achieving a 20-day VWAP of \$0.10	B	The Company achieving a 20-day VWAP of \$0.15	C	The Company achieving a 20-day VWAP of \$0.20
CLASS	VESTING CONDITION									
A	The Company achieving a 20-day VWAP of \$0.10									
B	The Company achieving a 20-day VWAP of \$0.15									
C	The Company achieving a 20-day VWAP of \$0.20									
6.	Rights attaching to Performance Rights	Prior to a Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on exercise of the Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares.								
7.	Restrictions on dealing with Performance Rights	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.								
8.	Cessation of Employment	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason, unless the Board determines otherwise in its discretion.								

9.	Forfeiture Conditions	<p>Performance Rights will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (ie is no longer employed or their office or engagement is discontinued with the Group); (b) where the Board determines that a Participant has acted fraudulently, dishonestly or negligently, acted in contravention of any Group policy, or wilfully breached their duties to the Group, and the Board exercises its discretion to deem some or all of the Performance Rights held by that Participant to have been forfeited; (c) where there is a failure to satisfy the Vesting Conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or (e) on the Expiry Date, <p>in each case subject to the overriding discretion of the Board.</p>
10.	Exercise Period	The Performance Rights can be exercised at any time on and from the issue of a Vesting Notice until the Expiry Date (Exercise Period).
11.	Notice of Exercise	The Performance Rights may be exercised during the Exercise Period by delivery of a written notice specifying the number of Performance Rights being exercised (Notice of Exercise).
12.	Timing of issue of Shares and quotation of Shares on exercise	<p>Within five (5) Business Days after the receipt of a Notice of Exercise by the holder, the Company will:</p> <ul style="list-style-type: none"> (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder. <p>Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.</p>
13.	Restrictions on transfer of Shares on exercise	<p>Shares issued on exercise of the Performance Rights are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Performance Rights are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (a) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
14.	Rights attaching to Shares on exercise	Shares issued upon exercise of the Performance Rights will rank equally with the then Shares of the Company.

15.	Change of Control	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
16.	Participation in new issues	Subject always to the rights under items 17 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
17.	Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
18.	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 each holder holding Performance Rights 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.
19.	Buy-Back	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.
20.	Employee Share Trust	The Board may use an employee share trust for the purposes of holding Shares for holders under the Plan and delivering Shares on behalf of holders upon exercise of Performance Rights. Further details of the Employee Share Trust are set out in the Invitation.
21.	Withholding	If the Company or any member of the Group is obliged or reasonably believes that it may have an obligation to account for any tax or superannuation amounts in respect of a Participant (Withholding Amount), that Group company may withhold or be reimbursed by the Participant for the Withholding Amount payable or paid. To give effect to this, the relevant Group company may sell Shares on behalf of the Participant, obtain the Withholding Amount from the Participant by salary deduction or otherwise, forfeit a sufficient number of Performance Rights, or make any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.

SCHEDULE 3 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below

Purpose	Purpose The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and/or Performance Rights (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 5 and Section 6.1). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 37,121,500 Securities. It is not
Plan Administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Eligible Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and

	(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Eligible Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where an Eligible Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by an Eligible Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Eligible Participant becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Eligible Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Eligible Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Eligible Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S = O * (MVS - EP) / MVS$ <p>Where:</p> <p style="padding-left: 40px;">S = number of Shares to be issued on the exercise of the Options.</p>

	<p>O = number of Options being exercised.</p> <p>MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>Within five business days after the issue of a valid notice of exercise by a Eligible Participant, the Company will issue or cause to be transferred to that Eligible Participant the number of Shares to which the Eligible Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Eligible Participant.</p>
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by an Eligible Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Eligible Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy
Rights attaching to Shares on exercise	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
Change of Control	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Eligible Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.</p>
Participation in entitlements and bonus issues	<p>Subject always to the rights under the following two paragraphs, Eligible Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.</p>

Reorganisation	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Eligible Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
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 each Eligible Participant holding Convertible Securities 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.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Eligible Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Eligible Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Eligible Participants. If a Eligible Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Eligible Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Eligible Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of an Eligible Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Eligible Participant for the Withholding Amount payable or paid.

SCHEDULE 4 – NOMINATION OF AUDITOR

2 April 2026

The Board of Directors
Nanoveu Ltd
Level 45, 108 St Georges Terrace
Perth WA 6000

Dear Directors

Nomination of Auditor

In accordance with the provision of section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), I, Siyuan Chen, being a shareholder of Nanoveu Limited (Company), hereby nominate Stantons International Audit and Consulting Pty Ltd to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely



Siyuan Chen

SCHEDULE 5 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.								
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.								
3.	Vesting Conditions	<p>The Performance Rights shall vest as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">CLASS</th> <th style="text-align: center;">VESTING CONDITION</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">A</td> <td>The Company achieving a 20-day VWAP of \$0.10</td> </tr> <tr> <td style="text-align: center;">B</td> <td>The Company achieving a 20-day VWAP of \$0.15</td> </tr> <tr> <td style="text-align: center;">C</td> <td>The Company achieving a 20-day VWAP of \$0.20</td> </tr> </tbody> </table> <p>each, a Vesting Condition.</p> <p>Vesting occurs upon the issue of a Vesting Notice in accordance with the Plan.</p>	CLASS	VESTING CONDITION	A	The Company achieving a 20-day VWAP of \$0.10	B	The Company achieving a 20-day VWAP of \$0.15	C	The Company achieving a 20-day VWAP of \$0.20
CLASS	VESTING CONDITION									
A	The Company achieving a 20-day VWAP of \$0.10									
B	The Company achieving a 20-day VWAP of \$0.15									
C	The Company achieving a 20-day VWAP of \$0.20									
4.	Expiry Date	<p>The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm (AWST) on the date that is five (5) years from the date of issue (Expiry Date).</p> <p>If the relevant Vesting Condition attached to the Performance Right has not been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.</p> <p>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</p>								
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.								
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.								
7.	Conversion	Subject to paragraph 16, upon vesting, each Performance Right will, at the election of the holder, convert into one Share.								
8.	Timing of issue of Shares on conversion	<p>Within five Business Days of conversion of the Performance Rights, 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 Performance Rights converted; (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 Performance Rights. <p>If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the</p>								

		Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Change of Control	<p>Subject to paragraph 16, upon:</p> <p>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p style="padding-left: 40px;">(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p style="padding-left: 40px;">(ii) having been declared unconditional by the bidder; or</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.</p>
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	Transferability	The Performance Rights are not transferable.
16.	Deferral of conversion if resulting in a prohibited acquisition of Shares	<p>If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:</p> <p>(a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and</p> <p>(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 16(a) within 7 days if the</p>

		Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

Your proxy voting instruction must be received by **11:00am (AWST) on Wednesday, 27 May 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)

