



1414 DEGREES LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

ACN 138 803 620

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (**EGM** or **Meeting**) of Shareholders of 1414 Degrees Limited will be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on **Friday, 29 May 2026** commencing at **11.00 am** (Adelaide time).

The Explanatory Memorandum and the Proxy Form, form part of this notice.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Ordinary Business

Resolution 1 – Approval of Previous Issue of Tranche 1 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 93,672,099 Shares on 17 April 2026 at an issue price of \$0.0145 per Share made under the Company's Listing Rule 7.1 and 7.1A placement capacity, on the terms and described in the Explanatory Statement"

Note: A voting exclusion statement applies to Resolution 1 (see Explanatory Memorandum for details).

Resolution 2 – Approval of Issue of Tranche 2 Placement Shares

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the previous issue by the Company of 91,655,487 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 2 (see Explanatory Memorandum for details).

Resolution 3 – Approval of Issue of Placement Attaching Options

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 185,327,586 Placement Free Attaching Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 3 (see Explanatory Memorandum for details).

Resolution 4 – Approval of Issue of Broker Shares

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 12,500,000 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 4 (see Explanatory Memorandum for details).

Resolution 5 – Approval of Issue of Broker Options

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 111,196,552 Broker Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 5 (see Explanatory Memorandum for details).

Resolution 6 – Approval to Issue Up to \$3,000,000 worth of Shares in Additional Placement

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

That, for the purposes of ASX Listing Rule 7.1 and all other applicable Listing Rules, and for all other purposes, approval is given for the Company to issue that number of fully paid ordinary shares determined by dividing

\$3,000,000 by the Proposed Share Issue Price, on the terms and conditions set out in the Explanatory Memorandum.

Note: A voting exclusion statement applies to Resolution 6 (see Explanatory Memorandum for details).

Resolution 7 — Approval of Previous Issue of 8,274,722 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 8,274,722 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 7 (see Explanatory Memorandum for details).

By Order of the Board

A handwritten signature in black ink, appearing to read 'K Adams', with a large, stylized initial 'K'.

Katelyn Adams
Company Secretary
Dated this 29th day of April 2026

Important Information

Voting Entitlements

The Company has determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purposes of ascertaining entitlements to participate in and vote at the Extraordinary General Meeting, all shares in the Company will be taken to be held by those persons who held them as registered holders at 6:30pm (Adelaide time) on Wednesday, 27th May 2026 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to participate in or vote at the Meeting.

Proxies

A Shareholder entitled to participate in and vote at the meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.

Subject to any specific proxy provisions set out in a voting exclusion statement for a resolution (as to which, see the Explanatory Memorandum below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a resolution, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting.

In order to be valid, the Proxy form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 11.00am (Adelaide time) on Wednesday, 27th May 2026).

By mail: 1414 Degrees Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

Online: at www.investorvote.com.au.
To use this facility, you will need your holder number (SRN or HIN), postcode and the control number shown on your proxy form.

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

or for **Intermediary Online subscribers only** (custodians), cast the Shareholder's vote online by visiting www.intermediaryonline.com.

Any Proxy Forms received after that time will not be valid for the Meeting.

Corporate Representative

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting.

Asking Questions

Shareholders may submit questions or comments to the Company in relation any item of business in advance of the Meeting. Questions must be submitted by emailing the Company Secretary at info@1414degrees.com.au by 5.00pm (Adelaide time) on Friday, 22 May 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice.

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Extraordinary General Meeting of the Company to be held at the offices of offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Friday, 29 May 2026 commencing at 11.00 am (Adelaide time). It should be read in conjunction with the accompanying Notice of Extraordinary General Meeting.

ORDINARY BUSINESS

2. Background to Resolutions 1 - 6

2.1 March 2026 Placement (Placement)

The Company announced a capital raising on 27 March 2026, at an issue price of \$0.0145. The Capital Raising consisted of a Placement to existing and new sophisticated, professional and institutional investors for new fully paid ordinary shares (**Placement Shares**) in the Company, together with one free attaching option for every one share subscribed for on a 1:1 basis, exercisable at \$0.05 per option, and expiring two years from the issue date (**Attaching Options**), to raise \$2.687m (before costs). The issue of the Attaching Options is subject to shareholder approval pursuant to Resolution 3 of this Notice. The Company intends to seek quotation of the Attaching Options which will be issued under the existing listed 14DOA Class.

Funds raised from the Placement will be applied to regain 100% ownership and control of the Aurora Precinct, complete the requirements to access the 275kV transmission line for the grid scale BESS project and accelerate commercialisation initiatives and investment in the data centre sector as well as other energy-intensive industries. The Placement will also be used to close the Lind Partners subscription facility, for working capital and to accelerate SiNTL commercialisation.

2.2 Oakley Capital Partners Mandate (Mandate)

Oakley Capital Partners Pty Limited (Oakley) acted as sole lead manager to the Placement. The Company will pay Oakley a capital raising fee of 6% of funds raised. Subject to shareholder approval, 1414 Degrees will issue to Oakley (and/or its nominees) 12,500,000 Broker Shares (pursuant to approval under Resolution 4) and 0.6 Broker Options (14DOA.ASX) for every Share issued under the Placement, some of which will be passed on to third parties, none of whom are related parties of the Company (pursuant to approval under Resolution 5).

The Company has engaged Oakley to assist with an Additional Placement of up to \$3 million, subject to Shareholder approval. The proceeds of the Additional Placement will be utilised for advancing the Company's project pipeline, other opportunities and general working capital (pursuant to approval under resolution 6). The Proposed Share Issue Price will be not less than 75% of the volume weighted average price of the Company's Shares calculated over the 15 trading days on which trades were recorded before the date on which the price at which the Additional Placement Shares is agreed, subject to a minimum of \$0.0145.

2.3 Voting Exclusion Statement - Statement – Resolutions –1 - 6

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 1 – Approval of Previous Issue of Tranche 1 Placement Shares	Any person who participated in the issue of the Tranche 1 Placement Shares and any associate of those persons
Resolution 2 – Approval of Issue of Tranche 2 Placement Shares	Any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.

Resolution 3 – Approval of Issue of Placement Attaching Options	Any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 4 – Approval of Issue of Broker Shares	Oakley Capital Partners (and/or its nominee), and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 5 – Approval of Issue of Broker Options	Oakley Capital Partners (and/or its nominee), and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 6 – Approval to Issue Up to \$3,000,000 worth of Shares in Additional Placement	Any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.

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.

3. Resolution 1 – Approval of Previous Issue of Tranche 1 Placement Shares

The purpose of Resolution 1 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of 93,672,099 Tranche 1 Placement Shares on the terms set out herein.

A summary of the Placement is provided in section 2.1.

3.1 Listing Rule 7.1

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

Under Listing Rule 7.1A, 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 approval to increase its limit to 25% at the annual general meeting held on 19 November 2025.

The issue of the Tranche 1 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up all of its remaining 15% limit in Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A. This reduces the Company's ability to issue further equity

securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the date of issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and Listing Rule 7.1A 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 into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 2 seeks shareholder approval of the issue of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4

If Resolution 1 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date. For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to various institutional and professional/sophisticated investors identified by Oakley.
- No related parties, members of Key Management Personnel, substantial shareholders or advisers of the Company received more than 1% of the Company's current issued capital.
- The Company issued a total of 93,672,099 Tranche 1 Placement Shares using its placement capacity under Listing Rules 7.1 and 7.1A.
- The Placement Shares are fully paid ordinary Shares in the Company and rank equally with all other Shares on issue.
- The Placement Shares were issued on 17 April 2026.
- The Placement Shares were not issued under an agreement.
- The Placement Shares were issued at a price of \$0.0145 per Share.
- As outlined in the ASX announcement dated 27 March 2026 and at section 2.1 of this Notice, the proceeds of the Placement will be utilised to regain 100% ownership and control of the Aurora Precinct, complete the requirements to access the 275kV transmission line for the grid scale BESS project and accelerate commercialisation initiatives and investment in the data centre sector as well as other energy-intensive industries. The Placement will also be used to close the Lind Partners subscription facility, for working capital and to accelerate SiNTL commercialisation.
- A voting exclusion statement applies to resolution 1 and is outlined in section 2.3.

Resolution 1 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 1 and recommend that shareholders vote in favour of Resolution 1.

The chair intends to vote undirected proxies in favour of Resolution 1.

4. Resolution 2 - Approval of Issue of Tranche 2 Placement Shares

Resolution 2 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the issue and allotment of 91,655,487 Tranche 2 Placement Shares on the terms set out herein.

A summary of the Placement is provided in section 2.1.

4.1 Listing Rule 7.1

As summarised above at section 3.1, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 25% of the fully paid ordinary Shares that it had on issue at the start of that period.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and, in conjunction with the Tranche 1 Placement, exceeds the 25% limit in Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and an amount equal to \$1.329 million (before costs) will not be raised in respect of the Placement.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Shares.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Shares will be issued to sophisticated and professional investors who participated in the identified by Oakley. Refer to section 2.1 for details of the Placement
- No related parties, members of Key Management Personnel, substantial shareholders or advisers of the Company will receive more than 1% of the Company's current issued capital.
- The number of Tranche 2 Placement Shares to be issued is 91,655,487.
- The Tranche 2 Placement Shares are fully paid ordinary Shares in the Company and will rank equally with all other Shares on issue.
- The Tranche 2 Placement Shares will be issued as soon as practicable after the meeting and in any event no later than 3 months after the date of the meeting
- The Tranche 2 Placement Shares will not be issued under an agreement.
- The Tranche 2 Placement Shares will be issued at a price of \$0.0145 per Share.
- As outlined in the ASX announcement dated 27 March 2026 and at section 2.1 of this Notice, the proceeds of the Placement will be utilised to regain 100% ownership and control of the Aurora Precinct, complete the requirements to access the 275kV transmission line for the grid scale BESS project and accelerate commercialisation initiatives and investment in the data centre sector as well as other energy-intensive industries. The Placement will also be used to close the Lind Partners subscription facility, for working capital and to accelerate SiNTL commercialisation.
- A voting exclusion statement applies to resolution 2 and is outlined in section 2.3.

Resolution 2 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 2 and recommend that shareholders vote in favour of Resolution 2.

The chair intends to vote undirected proxies in favour of Resolution 2.

5. Resolution 3 – Approval of Issue of Placement Attaching Options

Resolution 3 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 185,327,586 Options to sophisticated and professional investors who participated in the Placement.

A summary of the Placement is provided in section 2.1.

5.1 Listing Rule 7.1

As summarised above at section 3.1, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 25% of the fully paid ordinary Shares that it had on issue at the start of that period.

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX 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 Issue Date.

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

To this end, Resolution 3 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 3 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Options will be issued to sophisticated and professional investors who participated in the Placement. Refer to Section 2.1 for details of the Placement.
- The maximum number of Options that the Company may issue under Resolution 3 is 185,327,586.
- The Options will be issued no later than three months following the date of the Meeting.
- The Options have an exercise price of \$0.05 each and expire on 29 January 2028. The terms and conditions of the Options are detailed in Schedule 2. The Options are an existing quoted class of securities (ASX: 14DOA).
- The Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to the Placement Shares and no funds will be raised from the issue of the Options.
- The Shares were issued under subscription letters to participants in the Placement. The Shares were issued at an issue price of \$0.0145 per Share with every investor receiving one free attaching option for every one share subscribed. There were no other material terms of the subscription letters.
- A voting exclusion statement is included in the Notice for Resolution 3 and is outlined in section 2.3.

Resolution 3 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

6. Resolution 4 – Approval of Issue of Broker Shares

Resolution 4 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 12,500,000 Facilitation Shares to Oakley (and/or its nominee), pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 2.1 and a summary of the Mandate is provided in section 2.2

6.1 Listing Rule 7.1

As summarised above at section 3.1, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 25% of the fully paid ordinary Shares that it had on issue at the start of that period.

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX 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 Issue Date.

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

To this end, Resolution 4 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 4 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Facilitation Shares will be issued to Oakley (and/or its nominee)
- the number of Facilitation Shares to be issued is 12,500,000
- the Broker Shares are fully paid ordinary shares in the Company and rank equally with all other Shares on issue.
- the Broker Shares will be issued as soon as practicable following the date of the Meeting and in any event no later than 3 months after the date of the Meeting;
- the Broker Shares are being issued under the terms of the Mandate, the key terms of which are provided in section 2.2.
- The Broker Shares are being issued for nil consideration, under the terms of the Mandate and no proceeds will be received in respect of the issue of Broker Shares.
- A voting exclusion statement for Resolution 4 is included in the Notice and is outlined in section 2.3.

Resolution 4 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 4 and recommend that shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

7. Resolution 5 – Approval of Issue of Broker Options

Resolution 5 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 111,196,552 Broker Options to Oakley (and/or its nominee), pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 2.1 and a summary of the Mandate is provided in section 2.2

7.1 Listing Rule 7.1

As summarised above at section 3.1, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 25% of the fully paid ordinary Shares that it had on issue at the start of that period.

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX 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 Issue Date.

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

To this end, Resolution 5 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 5 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Options will be issued to Oakley (and/or its nominee)
- The maximum number of Options that the Company may issue under Resolution 5 is 111,196,552.
- The Options will be issued no later than three months following the date of the Meeting.
- The Options have an exercise price of \$0.05 each and expire on 29 January 2028. The terms and conditions of the Options are detailed in Schedule 2. The Options are an existing quoted class of securities (ASX: 14DOA).
- The Options will be issued for nil cash consideration, as they will be issued pursuant to the terms of the Mandate.
- A voting exclusion statement is included in the Notice for Resolution 5 and is outlined in section 2.3.

Resolution 5 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 5 and recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

8. Resolution 6 - Approval to Issue Up to \$3,000,000 worth of Shares in Additional Placement

Resolution 6 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the issue and allotment of up to \$3,000,000 worth of Shares in Additional Placement on the terms set out herein.

A summary of the Placement is provided in section 2.1.

8.1 Listing Rule 7.1

As summarised above at section 3.1, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 25% of the fully paid ordinary Shares that it had on issue at the start of that period.

The proposed issue of the Additional Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and, in conjunction with the Tranche 1 Placement, exceeds the 25% limit in Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to issue the Additional Placement Shares until its capacity under Listing Rule 7.1 is available, at which the Company will issue the Additional Placement Shares as soon as such capacity is available, subject to compliance with any other applicable laws and Listing Rules.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Shares will be issued to sophisticated and professional investors identified by Oakley.
- The Persons to whom the Additional Placement Shares will be issued have not yet been identified but will be unrelated parties of the Company (who are not persons listed in Listing Rule 10.11) and are likely to be professional and sophisticated investors identified through an offer process by seeking expressions of interest to participate in the capital raising at the discretion of the Directors and with the involvement of Oakley. As at the Disclosure Date, there is no agreement with a Material Person to be issued more than 1% of the issued capital of the Company from participation in the Additional Placement.
- The number of Additional Placement Shares will be up to that number equal to \$3,000,000 divided by an issue price that is not less than 75% of the volume weighted average price of the Company's Shares calculated over the 15 trading days on which trades were recorded before the date on which the price at which the Additional Placement Shares is agreed, subject to a minimum of \$0.0145. The maximum number of Shares to be issued is 206,896,551, based on the minimum issue price.
- The Additional Placement Shares are fully paid ordinary Shares in the Company and will rank equally with all other Shares on issue.
- The Additional Placement Shares will be issued as soon as practicable after the meeting and in any event no later than 3 months after the date of the meeting
- The Additional Placement Shares will be issued pursuant to the terms of the Mandate, as described at section 2.2 of this Notice.

- The Tranche 2 Placement Shares will be issued at an issue price that is not less than 75% of the volume weighted average price of the Company's Shares calculated over the 15 trading days on which trades were recorded before the date on which the price at which the Additional Placement Shares is agreed, subject to a minimum of \$0.0145.
- As outlined at section 2.2 of this Notice, the proceeds of the Additional Placement will be utilised for advancing the Company's project pipeline, other opportunities and general working capital.
- A voting exclusion statement applies to resolution 6 and is outlined in section 2.3.

Resolution 6 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 6 and recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

9. Resolution 7 — Approval of Previous Issue of 8,274,722 Shares to Lind

Background for Resolution 7

9.1 Lind Investment

As announced to ASX on 16 September 2024, the Company entered into agreements with Lind Global Fund II, LP (**Lind**) pursuant to which Lind will provide up to A\$4,700,000 in funding to the Company to subscribe for fully paid ordinary shares in the Company (Shares) under two agreements (**agreements**) as follows:

- (**Share Subscription Agreement**), Lind will make a payment of A\$1,300,000 (**Advance Payment Amount**) (less any applicable offset) to the Company, as a prepayment for Shares to be issued to the Investor (**Subscription Shares**) for a deemed subscription value of A\$1,560,000 (**Subscription Amount**), with the Subscription Shares to be issued within 24 months from the date of payment of the Advance Payment Amount in accordance with the terms of that agreement; and
- (**Monthly Purchase Agreement**), Lind will subscribe for Shares (**Tranche Shares**) by making payments of up to A\$3,400,000 in aggregate to the Company in monthly tranches ranging between A\$50,000 to A\$300,000 over 12 months (**Tranche Amounts**), with an initial Tranche Amount of A\$100,000 (**First Tranche Amount**), in accordance with the terms of that agreement.

In reference to the shares to be issued:

- The Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares. If the Company is unable to issue Subscription Shares or Tranche Shares under the limit and does not obtain shareholder approval to the issue under Listing Rule 7.1, the Company must make a cash repayment in relation to those Shares instead as detailed in Schedules 1 and 2.
- Subject to the Company receiving further shareholder approval in accordance with Chapter 6 of the Corporations Act, the Company will at no time issue any Shares to Lind to the extent that such issue would result in Lind exceeding 19.99% in its Voting Power in the Company. If the Company is unable to issue Shares as a result of this threshold, the Company must make a cash repayment in relation to the Shares which exceed that threshold instead as detailed in Schedule 1.
- On 27 March 2026, the Company announced a \$2.69m Placement. As detailed in the announcement, the Company intends to pay out Lind utilising a portion of the Placement proceeds.

Funds raised under the Lind investment have been used to fund industry placement of the Company's SiBox technology, development of the Aurora Precinct grid scale battery and the Company's general working capital requirements.

Refer to Schedule 1 for a summary of the key terms and conditions of the Share Subscription Agreement and

9.2 Voting Exclusion Statement – Resolution 7

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution 7 set out below by or on behalf of the following persons

Resolution 7 – Approval of Previous Issue of 8,274,722 Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
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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.

10. Resolution 7 - Approval of Previous Issue of 8,274,722 Shares to Lind

The purpose of Resolution 7 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 8,274,722 Shares to Lind on the terms set out herein.

10.1 Listing Rule 7.1

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

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX 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 Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities, or an agreement to issue Equity Securities, after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX 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 into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 7 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 7 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 7 is not passed, the Issue will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to Lind.
- 8,274,722 ordinary shares have been issued.
- The shares were issued with a deemed issue price of \$0.01
- The shares were issued on 23 January 2026
- The material terms of the Share Subscription Agreement are enclosed as Schedule 1
- No proceeds were received from the issue of Shares, which was made under and in accordance with the terms of the Share Subscription Agreement
- A voting exclusion statement applies to resolution 7 and is outlined in section 9.2

Resolution 7 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 7 and recommend that shareholders vote in favour of Resolution 7.

The chair intends to vote undirected proxies in favour of Resolution 7.

GLOSSARY

In this Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

"**ASX**" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).

"**ASX Listing Rules**" means the ASX Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

"**ASX Principles**" means the ASX Corporate Governance Principles and Recommendations (4th edition).

"**Board**" means the Board of Directors from time to time.

"**Chairman**" means Dr Kevin Moriarty.

"**Closely Related Party**" has the meaning given to that term in the Corporations Act.

"**Company**" means 1414 Degrees Limited (ACN 138 803 620).

"**Constitution**" means the constitution of the Company from time to time.

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

"**Directors**" means the Directors of the Company from time to time and "**Director**" means any one of them.

"**Equity Securities**" has the same meaning as in the ASX Listing Rules.

"**Explanatory Memorandum**" means this explanatory memorandum.

"**Key Management Personnel**" has the meaning given to that term in the Corporations Act.

"**Meeting**" means the Extraordinary General Meeting of 1414 Degrees Limited that is the subject of this Notice.

"**Notice**" means this Notice of Meeting.

"**Shareholder**" means a holder of Shares in the Company.

"**Shares**" means fully paid ordinary shares in the capital of the Company and "**Share**" means any such share.

"**Trading Day**" has the meaning given in the ASX Listing Rules.

"**Voting Power**" has the meaning given to that term in the Corporations Act.

"**VWAP**" means volume weighted average market price.

SCHEDULE 1: Key terms of the Share Subscription Agreement

Parties	1414 Degrees Limited (Company) Lind Global Fund II LP (Investor)
Advance Payment	The Investor will pay the Advance Payment Amount (A\$1,300,000) to the Company, as a prepayment for Subscription Shares to be issued to the Investor (or its nominee) to a deemed value of A\$1,560,000 (being the Subscription Amount) prior to the End Date (as defined below).
Term	24 months from the date of payment of the Advance Payment Amount (End Date). At any time prior to the End Date, and subject to the Company's prior written consent, the Investor may extend the End Date by up to 6 months. If, at the End Date any portion of the Subscription Amount remains outstanding, and no event of default has occurred, the Investor must give the Company a Subscription Notice in relation to the whole of the outstanding Subscription Amount.
Subscriptions	The Investor will have the right at any time prior to the End Date to subscribe for Subscription Shares up to the aggregate value of the Subscription Amount at the Subscription Price ¹ by issuing a notice to the Company (Subscription Notice). For clarity, the Investor may issue multiple Subscription Notices prior to the End Date whilst any portion of the Subscription Amount remains outstanding. The Investor's right to receive Subscription Shares from time to time pursuant to a Subscription Notice is subject to the Company's right to elect to make a cash payment to Investor in lieu of issuing the Subscription Shares required to be issued pursuant to that Subscription Notice, where that cash payment would be equal to the number of Subscription Shares that would have been issued pursuant to the Subscription Notice multiplied by the Market Price ² and the resulting amount further multiplied by 105%.
Repayment of outstanding Subscription Amount in full	The Company may elect, at any time after the date that is 6 months of the date of the payment of the Advance Payment Amount, to repay in full the then remaining balance of the Subscription Amount outstanding multiplied by 105%, although if the Company gives notice that it intends to do so the Investor will have the ability to subscribe for Shares to the value of one-third of the then remaining balance of the Subscription Amount.
Subscription Price and limits on Subscription Share issuances	The applicable Subscription Price may be: (a) A\$0.12 (Fixed Price); or (b) 90% of the average of the three lowest daily VWAPs ³ during the 20 actual trading days prior to the date on which the Subscription Price is to be determined, rounded down to the lowest A\$0.01 (Variable Price). If a Subscription Notice is issued within the first 4 months of the execution of the Share Subscription Agreement and an event of default has not occurred, the applicable Subscription Price must be the Fixed Price.

¹ Refer to the 'Subscription Price and limits on Subscription Share issuances' row below.

² Refer to the 'Market Price' row below.

³ '**VWAP**' means, in relation to a trading day, the volume weighted average price of the Shares on the ASX and Cboe on that trading day (in Australian dollars), as reported by Bloomberg.

	<p>If a Subscription Notice is issued within 5 to 12 months (inclusive) of the execution of the Share Subscription Agreement, the applicable Subscription Price may be determined by the Investor to be the Fixed Price or the Variable Price. During this period, the aggregate Subscription Amount for Subscription Shares subscribed for at the Variable Price in any one month must not exceed A\$80,000 (or if the Company does not receive any Tranche Amount pursuant to the Monthly Purchase Agreement in relation to that month, A\$150,000). The Investor may also, in its sole discretion, increase that amount to A\$240,000 in relation to any two months falling within that period.</p> <p>If a Subscription Notice is issued after 12 months of the execution of the Share Subscription Agreement, the applicable Subscription Price is the lesser of the Fixed Price and the Variable Price and there will be no limits on the Subscription Amount in respect of such Subscription Notices.</p> <p>As previously set out in this announcement, the Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares.</p>
Market Price	In relation to a Subscription Notice, the VWAP per Share for the actual trading day immediately prior to the issue of that Subscription Notice (Market Price).
Interest	Interest will not apply in relation to any Subscription Amount that is outstanding unless an event of default occurs in relation to the Company, in each which case interest will be payable on the daily Subscription Amount outstanding at 1.5% per month (accruing daily until the Subscription Amount outstanding is discharged in full or the default is remedied to the satisfaction of the Investor).
Dilution protection	Where an issue of shares to the Investor would result in the voting power in the Company of the Investor or any other person exceeding 19.99%, the Company must not issue the relevant shares to the Investor but must instead repay to the Investor any outstanding Subscription Amount.
Initial Shares	<p>The Company will issue 20,000,000 Shares (Initial Shares) to the Investor after entry into the Share Subscription Agreement.</p> <p>The Initial Shares may subsequently be applied towards satisfying the Company's obligations to issue Subscription Shares or Tranche Shares from time to time under the Investment (subject to the Investor's consent or election to do so).</p> <p>The Investor may from time to time reduce the number of Initial Shares that may be applied towards satisfying the Company's obligations to issue Subscription Shares or Tranche Shares from time to time under the Investment as per above by paying the Company a cash amount calculated by multiplying that number of Initial Shares to be reduced with the Subscription Price applicable at the time of payment.</p> <p>If at the End Date, or upon termination of the Share Subscription Agreement, there are still a number of Initial Shares that have not been applied towards the Company's obligation to issue Subscription Shares or Tranche Shares, then provided the Shares are trading at that time, the Investor must pay the Company a cash amount calculated by the number of remaining Initial Shares with the Subscription Price applicable at that time.</p>
Commitment Fee	The Company will pay the Investor a commitment fee of A\$45,500 (representing 3.5% of the Advance Payment Amount). The commitment fee will be offset from Advance Payment Amount payable to the Company.

Covenants	The Share Subscription Agreement contains certain market standard covenants from the Company, including negative covenants on disposing of material assets without the Investor's prior written consent.
Representations and warranties	The Share Subscription Agreement contains certain market standard representations and warranties by the Company and the Investor for an agreement of this nature.
Events of default	The Share Subscription Agreement contains certain market standard events of default for an agreement of this nature.
Assignment	The Investor may assign the Share Subscription Agreement and/or any of its rights and/or obligations under the Share Subscription Agreement to an affiliate of the Investor, bank or financial institution, successor entity in connection with a merger or consolidation of the Investor with another entity, and/or acquirer of a substantial portion of the Investor's business and/or assets, at any time, on 10 business days' prior notice to the Company.
Governing law	Western Australia

SCHEDULE 2 – Terms and Conditions of the Placement Attaching Options and Broker Options


- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- **Exercise Price:** The Exercise Price for each Option is \$0.05 per Share.
- **Expiry Date:** Each Option will expire at 5.00pm (AEST) on 29 January 2028.
- **Exercise period:** The Options are exercisable at any time from the date of issue until 5.00pm on the Expiry Date (AEST).
- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **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.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Placement Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** Except where the Options are quoted on ASX, the Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Option holder with the Company's consent.
- **Quotation:** The Company intends to apply to ASX for official quotation of the Options.




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+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (ACST) on Wednesday, 27 May 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188727

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of 1414 Degrees Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of 1414 Degrees Limited to be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich, SA 5065 on Friday, 29 May 2026 at 11:00am (ACST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval of Previous Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Placement Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Broker Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Up to \$3,000,000 worth of Shares in Additional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Previous Issue of 8,274,722 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number Email Address

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