



SRJ TECHNOLOGIES GROUP PLC

ARBN 642 229 856

PROSPECTUS

**Placement offer of New CDIs representing fully paid shares in the Company at a price
of A\$0.009 per New CDI**

Jointly lead managed by Peloton Capital Pty Ltd (AFSL 406040) and AE Advisors Group Pty
Ltd (Authorised Rep No. 001320610 of Adelaide Equity Partners Limited AFSL 313143)

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

TABLE OF CONTENTS

IMPORTANT NOTICE.....	1
KEY DATES.....	0
CHAIRMAN'S LETTER.....	1
1 INVESTMENT OVERVIEW.....	2
2 BACKGROUND TO AND PURPOSE OF THE OFFER.....	7
3 OVERVIEW OF THE OFFER.....	11
4 INVESTOR PRESENTATION.....	16
5 PURPOSE AND EFFECT OF THE OFFER.....	17
6 ADDITIONAL INFORMATION.....	27
7 GLOSSARY.....	32

IMPORTANT NOTICE

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This prospectus relates to the placement offer of New CDIs (**Offer**) by SRJ Technologies Group plc ARBN 642 229 856 (**Prospectus**).

Lodgement and quotation

This Prospectus is dated 1 May 2026 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. None of ASIC, ASX Limited (**ASX**) or their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. The Company will apply to ASX for quotation of the New CDIs within 7 days of the Lodgement Date.

This Prospectus expires on 1 June 2027, the date which is 13 months after the Lodgement Date (**Expiry Date**), and no New CDIs will be issued on the basis of this Prospectus after the Expiry Date. No exposure period applies to the Offer.

The Company has obtained a standing consent under the Control of Borrowing (Jersey) Order 1958 permitting the issue of an unlimited number of shares. By virtue of its listing on a recognised stock exchange, issuances of shares (including placements) do not require prior approval from the Jersey Financial Services Commission, subject to ongoing beneficial ownership notification requirements.

This Offer is only being made to selected investors only and does not constitute an offer to the public in Jersey. Accordingly, no prospectus has been prepared or approved under the Companies (General Provisions) (Jersey) Order 2002.

If you are in any doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this Prospectus are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the Prospectus, whether of facts or of opinion. All of the directors accept responsibility accordingly.

It should be remembered that the price of securities and the income from them can go down as well as up.

Continuously Quoted Securities

This Prospectus is a transaction specific prospectus for the offer of continuously quoted CDIs. In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX

and does not include all information that would be included in a prospectus for an initial public offering.

Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. It is important that you read this Prospectus carefully and in full before deciding whether to invest in the Company. In considering the prospects of the Company, you should consider the risks that could affect the financial performance or position of the Company. You should carefully consider these risks in the light of your investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest. There may be risk factors in addition to those set out in this Prospectus that should be considered in light of your personal circumstances.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the New CDIs offered under this Prospectus.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. You should rely only on information contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors.

Your right to acquire New CDIs under the Offer is not transferrable.

Statements of past performance

Past performance and pro forma financial information included in this Prospectus is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's views on its future financial performance or condition. Investors should note that past performance, including past CDI price performance, of the Company cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including future CDI price performance. The historical information included in this Prospectus is, or is based on, financial information that has previously been released to the market but also includes certain proforma financial information relating to the financial position of the Company as at 31 December 2025. The financial information in this Prospectus should be read in conjunction with, and is qualified by reference to, the risk factors and other information contained in this Prospectus.

Applicants should also be aware that the Company uses certain measures to manage and report on its business that are not recognised under UK GAAP or the Australian Accounting Standards. These measures are collectively referred to in this Prospectus as non-UK GAAP financial measures. Management uses these non-UK GAAP financial measures to evaluate the performance and profitability of the overall business. The principal non-UK GAAP financial measures that are referred to in this presentation are EBITDA. EBITDA is earnings before interest, tax, depreciation and amortisation and significant items. Management uses EBITDA to evaluate the operating performance of the business and each operating segment prior to the impact of significant items, the non-cash impact of depreciation and amortisation and interest and tax charges, which are significantly impacted by the historical

capital structure and historical tax position of the Company. Although the Company believes that these measures provide useful information about the financial performance of the Company, they should be considered as supplements to the income statement measures that have been presented in accordance with UK GAAP and not as a replacement for them.

The Company believes this non-UK GAAP financial information provides useful information to users in measuring the financial performance and condition of the Company. The non-UK GAAP financial information does not have a standardised meaning prescribed by UK GAAP or the Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with UK GAAP or the Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-UK GAAP financial information and ratios included in this Prospectus.

Financial information and forward looking statements

All values are in Australian Dollars (\$) or A\$ rounded to the nearest \$0.1 million, other than the Company's financial information which is presented in Great British Pounds (£ or GBP) as at or for the full year ended 31 December 2025 unless stated otherwise. Any discrepancies between totals and sums of components in tables contained are due to rounding.

This Prospectus contains forward looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties. Any forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Accordingly, such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and Management. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and prospective investors are cautioned against placing undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

No cooling off period

No cooling off rights apply to applications submitted under the Offer.

Company website

Any references to documents included on the Company's website at www.srj-technologies.com/ are for convenience only, and none of the documents or other information available on the Company's website are incorporated herein by reference.

Defined terms and time

Capitalised terms and abbreviations used in this Prospectus have the meanings given to them in the Glossary. Unless otherwise stated or implied, references to times in this Prospectus are to Sydney, Australia time.

Disclaimer

Except as required by law, and only to the extent so required, neither the Company, the Joint Lead Managers nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

As set out in Sections 1 and 3.6, it is expected that the New CDIs to be issued under the Offer will be quoted on ASX. The Company and the Share Registry (in each case, as defined below) disclaim all liability, whether in negligence or otherwise, to persons who trade the New CDIs before receiving their holding statements.

Selling restrictions

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the New CDIs or the Offer, or to otherwise permit a public offering of New CDIs, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. For more information, please refer to the selling restrictions contained in Section 6 under Additional Information.

In particular, the New CDIs have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States unless the New CDIs are registered under the US Securities Act, or offered or sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Privacy

By applying for New CDIs, you are providing personal information to the Company through the Joint Lead Managers. The Company, the Joint Lead Managers and the Share Registry on its behalf, may collect, hold and use that personal information in order to process your application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. If you do not provide the information requested, the Company and the Share Registry may not be able to process or accept your application.

Your personal information may be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy. The members, agents and service providers of the Company may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the register of members;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Securityholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Company's issued securities and for associated actions.

The information contained in the Company's register of members must remain there even if that person ceases to be a Securityholder. Information contained in the Company's register of members is also used to facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its members) and compliance by the Company with legal and regulatory requirements. An Applicant has a right to gain access to the information that the Company and the Share Registry hold about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to the Company's registered office or the Share Registry's office, details of which are disclosed in the corporate directory set out on the last page of this Prospectus.

Enquiries

Before making a decision about investing in the Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

Website

To view annual reports, securityholder and other information about the Company, announcements, background information on the Company's operations and historical information, visit the Company's website at www.srj-technologies.com/.

Exchange rate

Except where otherwise specifically provided, all financial amounts in this Prospectus have been converted from GBP to AUD at an exchange rate of 1.347.

Regulation of SRJ

As the Company is not incorporated in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by the Companies (Jersey) Law 1991 and applicable Jersey law.

KEY DATES

Event	Date
Lodgement of Prospectus with ASIC	Friday 1 May 2026
Announcement of results of the Offer	Tuesday 5 May 2026
Settlement of New CDIs under the Offer	Tuesday 12 May 2026
Allotment of the New CDIs	Wednesday 13 May 2026
Trading of New CDIs under the Offer	Wednesday 13 May 2026
Expected despatch of holding statements for New CDIs	Thursday 14 May 2026

Dates and times in this Prospectus are indicative only and subject to change. All times and dates refer to Sydney time. The Company reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Offer without prior notice.

KEY OFFER STATISTICS

Company	SRJ Technologies Group PLC (ARBN 642 229 856)
ASX code	SRJ
Number of New CDIs being offered under the Offer	Up to 285,618,291
Offer price	A\$0.009 per New CDI
Gross proceeds	Up to A\$2,570,564 (£1,357,001)

CHAIRMAN'S LETTER

1 May 2026

Dear investor,

SRJ Technologies Group plc (**SRJ** or the **Company**) is undertaking a placement offer of New CDIs in the Company at an Offer Price of A\$0.009 per New CDI to certain institutional and sophisticated investors. The Offer Price represents a discount of 10% to the closing price of the Company's CDIs on ASX on 30 April 2026 (being the last day CDIs were traded on ASX before announcement of the Offer).

The Offer is expected to close on 4 May 2026. The aggregate gross proceeds of the Offer, of up to A\$2,570,564 (£1,357,001), will be used to support the execution of secured contracts and scale advanced inspection operations in the Middle East, including robotics platforms, vehicles and pilots. The capital will provide the working capital required to undertake asset integrity contract awards, covering performance guarantees, supplier mobilisation and project delivery as well as settling the costs of the Offer as described in this Prospectus.

Background and business plans

Following a leadership transition last year, the Company is executing a phased growth strategy to build a leading regional asset integrity services platform focused on the Middle East. This strategy is centred on securing independently awarded maintenance contracts, scaling robotics and technology-enabled inspection services, and expanding operations across key regional markets.

The Company has successfully completed Phase 1 – '*Foundation & Setup*', delivering cost savings, establishing a strategic joint venture, and acquiring a National Oil Company pre-qualified business to accelerate its pathway to independent contract awards.

The Company has now entered Phase 2 – '*Market Penetration*', focused on converting this platform into revenue growth through independently secured maintenance contracts and scaled operational delivery. Significant contracts have already been secured across both Asset Integrity Maintenance and Advanced Inspection Services in the region.

The Board believes the Company is now entering an important growth phase and that the Offer will provide the capital required to execute current opportunities and build long-term shareholder value.

Further information

Further information on the Offer and SRJ's strategy is detailed in this Prospectus. You should read the entirety of this Prospectus (including the Investor Presentation in Section 4) carefully before deciding whether to participate in the Offer. An investment in the Company and the New CDIs is speculative and subject to a range of risks, which are more fully detailed in the Investor Presentation in Section 4. If any of these risks or other material risks eventuate it will likely have a material adverse impact on the Company's future financial performance and position.

On behalf of the board and management team at SRJ, I invite you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

George Gourlay
Chair

1 INVESTMENT OVERVIEW

The purpose of this Section 1 is to give Securityholders an investment overview that helps them make an informed investment decision by highlighting key information. It is an introduction to the Offer and is not intended to replace the other sections of this Prospectus, which Securityholders should read in full.

Topic	Summary	For more information
The Company and its business model		
Who is the issuer of the New CDIs?	SRJ Technologies Group plc ARBN 642 229 856, a limited liability company incorporated in Jersey, Channel Islands.	Section 2
What is the Company's business?	<p>SRJ delivers integrated asset integrity maintenance, engineering and technology-enabled services to the energy, industrial and maritime industries. Asset integrity maintenance involves the provision of embedded site-based maintenance, advanced inspection, predictive monitoring and repair solutions designed to prevent asset failures and extend asset life. The services are focused on maintaining and assuring the integrity of critical mechanical and pressure containment systems, supporting safe, reliable and compliant operations across operating facilities. SRJ's asset integrity and maintenance services support asset owners in the development, implementation and execution of long-term lifecycle integrity strategies, including regulatory compliance requirements applicable to critical mechanical and pressure containment systems.</p> <p>Remote inspection services are provided utilising advanced robotics and custom technologies. SRJ's range of containment management solutions enable customers to assure the integrity of new and ageing assets subject to ever more demanding regulatory pressures.</p> <p>By providing advanced robotic systems, ACE (an SRJ Group company) is revolutionising asset inspection in terms of minimising human risk and providing accurate and repeatable inspection data. ACE enables inspection of assets that have traditionally been difficult, costly, or impractical to inspect, improving visibility, reducing risk, and strengthening asset integrity assurance in the Energy and Marine industries. ACE has achieved accreditation with all the major Marine Class Societies.</p> <p>SRJ's range of asset integrity products and solutions have gained industry approval across the energy sector and are now in use across the world. SRJ's products are designed to maintain and assure the integrity of pressure containment systems and therefore play an important role in the overall integrity of operating facilities.</p>	Investor Presentation
What is the Company's strategy?	<p>Under the strategy initiated last year under the new leadership team, SRJ will look to evolve into a fully embedded Asset Integrity Maintenance (AIM) partner, offering recurring, high-margin, long-term asset maintenance services, bundled with AI-driven predictive maintenance and regulatory compliance solutions.</p> <p>SRJ is now positioning itself to transform from a niche mechanical integrity and inspection company into a leading regional and international AIM provider through a phased growth strategy focused on:</p> <ul style="list-style-type: none"> • Securing independent asset integrity maintenance contract awards 	Section 2 Investor Presentation

Topic	Summary	For more information
	<ul style="list-style-type: none"> Scaling robotics and technology-enabled inspection services Expanding operations across the Middle East Establishing a leading regional asset integrity services platform 	
The Offer		
What is the Offer?	The Offer is a placement of New CDIs in the Company.	Section 3
How much is the Company seeking to raise under the Offer?	Up to A\$2,570,564	Section 3
What will the proceeds of the Offer be used for?	Proceeds will be used to support the execution of secured contracts and scale advanced inspection operations in the Middle East, including robotics platforms, vehicles and pilots. The capital will provide the working capital required to undertake asset integrity contract awards, covering performance guarantees, supplier mobilisation and project delivery as well as settling the costs of the Offer as described in this Prospectus.	Section 5.1
Who can participate in the Offer?	Institutional and sophisticated investors who receive an invitation from the Joint Lead Managers	Section 3.1
How much will I pay per New CDI?	A\$0.009 per New CDI (i.e. the Offer Price).	Section 3
Is the Offer underwritten?	No, the Offer is not underwritten but is being jointly lead managed by Peloton Capital Pty Ltd and AE Advisors Group Pty Ltd.	-
Is there a minimum amount required to be raised for the Offer to proceed?	No, there is no minimum amount required to be raised for the Offer to proceed.	-
What are the key terms of the New CDIs?	<p>The New CDIs are fully paid CHESSE Depository Interests representing fully paid ordinary shares in the capital of the Company.</p> <p>New CDIs will rank equally in all respects with existing CDIs on issue from their issue date.</p>	Sections 5.5 and 5.7
Will the New CDIs be listed on ASX?	The Company intends to seek official quotation on the ASX of the New CDIs offered pursuant to the Offer.	Section 3.6
What is the effect of the Offer on the Company?	<p>The maximum number of New CDIs that will be issued under the Offer is 285,618,291 New CDIs, representing 16.8% of the issued share capital of the Company on completion of the Offer.</p> <p>The effect of the Offer on the control and financial position of the Company is set out in Section 5.</p>	Section 5.4
Is the Offer subject to shareholder approval?	No, shareholder approval is not required for the Offer. The Offer will be made using the Company's placement capacity under Listing Rule 7.1 and 7.1A.	-
Are there any other offers being made under the Prospectus?	The Company will also be offering 50,000,000 unlisted options to the Joint Lead Managers under this Prospectus as part of the fees payable by the Company to the Joint Lead Managers in connection with their appointment as joint lead managers of the Offer.	Section 3.10

Topic	Summary	For more information
	This offer of options is conditional on completion of the Offer and shareholder approval being obtained at the Company's AGM expected to be held on or around June 2026.	
Key risks		
What are the key risks associated with New CDIs and the Company?	<p>Risks related to the Business, Joint Venture and the Offer</p> <p>1. Business</p> <p>Joint Venture and Strategic Partner Risk</p> <p>The Company's growth strategy includes reliance on joint venture and strategic partner arrangements in the Middle East. There is a risk that these relationships may not deliver the anticipated commercial benefits, may be subject to disputes, or may terminate or underperform.</p> <p>Geopolitical and Regional Risk</p> <p>The Company has operations and growth initiatives in the Middle East, including exposure to markets dependent on regional energy, logistics and customer activity. The region is currently experiencing heightened geopolitical tension, including conflict involving Iran, Israel, Lebanon and Yemen, disruption to shipping routes in the Red Sea and Strait of Hormuz, military activity, sanctions measures and periodic civil unrest. These events have increased volatility in oil and gas markets, freight and insurance costs, travel restrictions and operational uncertainty. Any further escalation, prolonged disruption or changes in government policy could create additional challenges for the Company's operations, project execution, personnel movement, customer demand and financial performance.</p> <p>Contract Call-Off and Timing Risk</p> <p>Certain contracts of the Company may be framework agreements, standing arrangements or contracts subject to customer call-off orders. There is a risk that work scopes may be delayed, reduced, cancelled or called off later than anticipated, which may impact revenue timing, cash flow and operational planning.</p> <p>Funding and Working Capital Risk</p> <p>The funds to be raised under the Offer are considered sufficient to meet the current objectives of the Group. However, if the full amount of the target raised is not achieved, this will slow the Company's growth plans, limiting the type and size of contracts it can tender for in the short term. Additional funding will be required if further opportunities arise for capital expenditure, larger contracts with significant performance bond requirements, acquisitions or joint ventures to accelerate the growth of the business. If these events occur, the Group will look to raise additional funding via equity or debt financing. Failure to obtain sufficient funding may result in delay and indefinite postponement of the Group's activities and operations. There can be no guarantee that additional funding will be available when needed, on terms appropriate to the Group or that do not involve shareholder dilution.</p> <p>In addition, the Group's working capital forecasts assume the timely commencement, progression and cash conversion of revenue generating projects. If projects are delayed, suspended, cancelled or otherwise impacted by geopolitical events, supply</p>	Investor Presentation

Topic	Summary	For more information
	<p>chain disruption, customer deferrals, permitting issues, travel restrictions or broader regional instability, expected revenues and cash inflows may be deferred. In such circumstances, the Group may require additional capital sooner than anticipated to fund ongoing operations and commitments. There can be no assurance that such funding would be available on acceptable terms, or at all.</p> <p>Key Personnel Risk</p> <p>The Company's performance is dependent on the continued service of its directors, senior management and key operational personnel, including individuals with specialised industry, technical and regional expertise. The loss of key personnel, or an inability to attract and retain suitably qualified employees, may adversely affect the Company's operations, growth strategy and financial performance.</p> <p>Tendering and Pricing Risk</p> <p>The award of contracts is often subject to competitive tender processes. There is a risk that the Company may need to bid at lower margins to secure work, or may be unsuccessful in tenders due to pricing, technical capability, customer preferences or competitor activity.</p> <p>2. Risks related to the Joint Ventures</p> <p>Execution Risk and Dependence on Counterparty Performance</p> <p>The success of the Company's joint venture (JV) strategy depends on the continued cooperation and performance of the UAE-based partners, including their ability to maintain National Oil Company (NOC) registration and comply with NOC's stringent operational and safety standards. Any failure by the UAE partner to meet its obligations under JV agreements or loss of its NOC registration could materially adversely affect the JV's ability to execute maintenance contracts and, consequently, the Company's share of returns.</p> <p>Profitability of the NOV Maintenance Contract</p> <p>The JV's revenues and margins are dependent on the successful execution of the specific NOC maintenance contracts, which may be subject to fixed prices, performance penalties, or variable scope of work. Any increase in costs, delays, or operational issues could erode margins and reduce the profitability of the JV, which may negatively impact the Company's returns.</p> <p>Dependence on NOC as the End-Customer</p> <p>The JV's business is substantially dependent on a single NOC as the primary customer. Any deterioration in the relationship with the NOC, changes in the NOC's procurement policies, or termination of the maintenance contract could materially reduce or eliminate the revenues generated by the JV.</p> <p>3. Risks related to the Offer</p> <p>Price of CDIs</p> <p>The price at which CDIs are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the CDIs to trade at prices below the offer price of the New CDIs or</p>	

Topic	Summary	For more information
	<p>the exercise price of the New CDIs (to the extent applicable). There is no assurance that the price of the CDIs will increase following the quotation on the ASX, even if the Company's sales and earnings increase.</p> <p>For a full list of all risks related to the Offer, please see pages 31 to 33 of the Investor Presentation included in Section 4 of this Prospectus.</p>	

2 BACKGROUND TO AND PURPOSE OF THE OFFER

The Company is conducting a placement to selected institutional and sophisticated investors to subscribe for New CDIs at the Offer Price of A\$0.009 per New CDI. Further details relating to the Offer are set out in Section 3. The Offer is being jointly lead managed by Peloton Capital Pty Ltd and AE Advisors Group Pty Ltd. The Company entered into an agreement dated 30 April 2026 with the Joint Lead Managers setting out the joint lead management arrangements and fees payable to the Joint Lead Managers in connection with the Offer. A summary of these arrangements is set out in Section 3.9 of this Prospectus.

2.1 Background to and purpose of the Offer

2.1.1 Background

Following a leadership transition last year, the Company is executing a phased growth strategy to build a leading regional asset integrity services platform focused on the Middle East. This strategy is centred on securing independently awarded maintenance contracts, scaling robotics and technology-enabled inspection services, and expanding operations across key regional markets.

The Company has successfully completed Phase 1 – ‘*Foundation & Setup*’, delivering cost savings, establishing a strategic joint venture, and acquiring a National Oil Company pre-qualified company to accelerate its pathway to independent contract awards.

The Company has now entered Phase 2 – ‘*Market Penetration*’, focused on converting this platform into revenue growth through independently secured maintenance contracts and scaled operational delivery. Significant contracts have already been secured across both Asset Integrity Maintenance and Advanced Inspection Services in the region. See Section 2.2 for further details.

2.1.2 New Strategy

Under the strategy initiated last year under the Company’s new leadership team, the Company will look to evolve into a fully embedded Asset Integrity Maintenance partner, offering recurring, high-margin, long-term asset maintenance services, bundled with AI-driven predictive maintenance and regulatory compliance solutions.

The Company is now positioning itself to transform from a niche mechanical integrity and inspection company into a leading regional and international AIM provider through a phased growth strategy focused on:

- Securing independent asset integrity maintenance contract awards
- Scaling robotics and technology-enabled inspection services
- Expanding operations across the Middle East
- Establishing a leading regional asset integrity services platform

2.1.3 Purpose of the Offer

The funds raised from the Offer will be used to implement the next steps in the Company strategy. This includes supporting the execution of secured contracts and to scale advanced inspection operations in the Middle East, involving robotics platforms, vehicles and pilots. The capital will provide the working capital required to undertake asset integrity contract awards, covering performance guarantees, supplier mobilisation and project delivery as well as settling the costs of the Offer as described in this Prospectus.

Further details of these uses are set out in Section 4 (Investor Presentation) and Section 6.1.

2.2 Material Contract details

Since the adoption of the Company's strategy as detailed in Section 2.1.2, the Company has entered into a series of contracts. While these contracts operate on a "call-off" basis, meaning there are no guaranteed volumes of services, they are all anticipated to deliver revenue over multiple years as summarised below.

Further details of these contracts are included in Section 4 (Investor Presentation).

2.2.1 CEC Joint Venture Agreement 1

Date: 31 July 2025

Parties: Company and CAPSA Engineering & Contracting LLC (**CEC**)

The Company entered into a 50:50 joint venture agreement with CEC, a National Oil Company (**NOC**)-registered entity, to deliver a multi-year scope of work in the Middle East.

Under this agreement, SRJ and CEC will collaborate to deliver a multi-year scope of work valued at more than US\$6 million. The agreement will be delivered in two distinct phases:

- Phase 1: Design, Implementation & Configuration – to be delivered over an initial 12-month period.
- Phase 2: Support & Maintenance – to be provided over a subsequent 24-month period.

Commencement of this agreement has been delayed by NOC to Q2/Q3 2026 due to negotiation issues with a key vendor.

2.2.2 CEC Joint Venture Agreement 2

Date: 14 October 2025

Parties: Company and CEC

The Company entered into a joint venture agreement with CEC in relation to an underlying NOC contract for miscellaneous electrical services.

Under this agreement, the parties will collaborate on a call-off basis to deliver works issued under the Principal Contract. Each call-off project will have its own agreed scope of work, profit and loss profile, cashflow and margin allocation approved by a joint management committee.

CEC will remain the NOC-facing contracting party, while the Company will provide project funding, performance bank guarantees and services allocated to it under each call-off.

Project revenues will be paid into a jointly controlled bank account, with funds first applied to reimburse amounts advanced by the Company, and any surplus distributed in accordance with the approved call-off profit allocation.

The agreement remains in force until completion of the principal contract unless terminated earlier in certain customary circumstances.

2.2.3 CEC Purchase Order

Date: 14 January 2026

Parties: Company and CEC

The purchase order for asset integrity services, covers the management and supply of a major controls upgrade to be retrofitted to existing equipment, owned and operated by a regional NOC. The upgrade and modernisation of plant control systems is a key factor in maintaining integrity, safety and profitability of operational assets.

Under the purchase order issued by CEC, the Company has been assigned a significant workstream within the broader project awarded by the NOC (**Main Contract**). The Company will be responsible for the delivery of this significant workstream including management, subcontracting, personnel, material supply and associated financing. CEC remains contractually responsible to the NOC for the execution of all obligations under the Main Contract.

The work scope covers controls upgrades across 6 units of varying sizes. The scope will commence with one unit followed by five subsequent units the sequence and timing of which is yet to be agreed. The purchase order is expected to be completed within 18-36 months with staged payments in alignment with delivery and installation of the upgrade control systems.

2.2.4 GME Services Level Agreement

Date: 6 March 2026

Parties: Company and Gecko Middle East Petroleum LLC (**GME**)

The Company entered into a services level agreement with GME, a UAE based service partner, to provide class-approved robotic inspection services for asset integrity activities across the Gulf Cooperation Council region and selected African markets.

Under the agreement, the Company will provide robotic inspection technology, equipment, qualified personnel, and associated inspection reporting for rigs, vessels, storage tanks and industrial assets. The agreement operates on a call-off basis, with services mobilised upon written request by the client and delivered in accordance with agreed operational, safety and regulatory requirements. Fees are based on agreed tariff rates for inspection services, standby time and additional equipment where required, with invoices payable under agreed commercial payment terms.

The agreement will remain in effect until 31 December 2027 subject to standard termination clauses and the option for GME to extend. The agreement establishes a commercial framework for the provision of services as requested by the client.

2.2.5 DMES Services Level Agreement

Date: 10 April 2026

Parties: Company and Divetech Marine Engineering Services - L.L.C - O.P.C (**DMES**)

The Company entered into a multi-year services level agreement with DMES, a subsidiary of AD Ports Group, to provide class-approved robotic inspection services for asset integrity activities.

The agreement covers on-call deployment of the Company's class-approved robotic inspection platforms, qualified inspectors and UAV pilots, and includes the provision of internal and external inspections, data reporting, and optional integration with client asset-management platforms. These services will be deployed through DMES as the designated delivery platform across the AD Ports Group network. This establishes a structured and scalable model whereby robotic inspection activities across ports, marine assets and associated infrastructure are standardised through DMES, enabling the use of the Company's technology-enabled inspection solutions across the AD Ports Group's ecosystem.

The agreement will remain in effect until 31 December 2027 subject to standard termination clauses and the option for DMES to extend and establishes a flexible long term commercial framework for the provision of services.

2.2.6 Inspection Contract with an oil and gas operator

Date: 17 April 2026

Parties: Company and a state-owned Upstream Oil and Gas Operator (**Client**)

The Company entered into a contract with the Client to deliver advanced robotic leak-detection and emissions-inspection services.

Under the terms of the agreement, the Company will deploy its advanced robotic and remote inspection solutions to support the Client's asset integrity, emissions management, and regulatory compliance objectives across multiple facilities. The services will be delivered over a three-year term, subject to standard termination clauses and the option to extend by a further two years at the Client's discretion.

3 OVERVIEW OF THE OFFER

The Company is offering up to 285,618,291 New CDIs at the Offer Price of A\$0.009 per New CDI to raise total gross proceeds of up to A\$2,570,564.

The Offer is open to persons who have received an invitation from the Joint Lead Managers and who have a registered address in Australia or such other jurisdictions as may be approved by the Company and the Joint Lead Managers.

Each New CDI issued under the Offer, will represent an underlying fully paid ordinary share in the Company and will rank equally in all respects with existing CDIs and Shares on issue as at the date of this Prospectus. The terms of the New CDIs are set out in Sections 5.5 and 5.7.

3.1 Details of the Offer

The Offer is open to persons who have received a firm allocation of CDIs from the Joint Lead Managers and who have a registered address in Australia. If you have received a firm allocation of CDIs from the Joint Lead Managers, you will be treated as an Applicant in respect of that allocation.

3.2 How to apply

If you have received an allocation of CDIs from the Joint Lead Managers and wish to apply for those CDIs under the Offer, you should contact the Joint Lead Managers for information about how to submit your Application Form and for payment instructions.

Applicants under the Offer must not send their Application Form or payment to the Share Registry. It is your responsibility to ensure that your Application Form and Application Monies are received before 5.00pm (AEST) on the Closing Date or any earlier closing date as determined by the Joint Lead Managers.

Payment for the CDIs must be made in full at the issue price of A\$0.009 per CDI. The Company and the Joint Lead Managers reserve the right to reject or scale back any applications in the Offer. The Company may determine a person to be eligible to participate in the Offer and may amend or waive the application procedures or requirements, in its discretion in compliance with applicable laws.

The Offer opens at 9am (AEST) on 1 May 2026 and is expected to close at 5.00pm (AEST) on 4 May 2026. The Company and the Joint Lead Managers may elect to close the Offer early, extend the Offer, or accept late applications either generally or in particular cases. The Offer may be closed at any earlier date and time, without further notice.

If you are an investor applying under the Offer, you should complete and lodge your Application Form with the Joint Lead Managers. The Application Form must be completed in accordance with the instructions given to you by the Joint Lead Managers.

By making an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by you in connection with your Application.

3.3 Payment methods

Applicants under the Offer must pay their Application Monies to the Joint Lead Managers in accordance with instructions provided to you by the Joint Lead Managers.

Acceptance of Applications

An Application in the Offer is an offer by the Applicant to apply for the amount of CDIs specified in the Application Form, at the Offer Price on the terms and conditions set out in this Prospectus and the Application Form. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full amount, or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of CDIs to successful Applicants. The Joint Lead Managers, in agreement with the Company, reserve the right to reject any Application which is not correctly completed or to waive or correct any errors made by an Applicant in completing their Application.

Application Monies

Application Monies received under the Offer will be held by the Joint Lead Managers until CDIs are issued to successful Applicants. Applicants under the Offer whose Applications are not accepted, or who are allocated a lesser number of CDIs than the amount applied, will be mailed a refund (without interest) for all or part of their Application Monies, as applicable. No refunds due solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company.

To participate in the Offer, the Application Form must be completed and received, together with the Application Monies, in accordance with the instructions on the Application Form.

3.4 Resale of existing CDIs

The Company issued 3,500,000 CDIs on 20 February 2026 to non-executive director, Mr Giles Bourne, following the conversion of his director options (**Director CDIs**). In addition, as consideration for services provided by the Company secretary, Mr Ben Donovan, to the Company, the Company issued 5,810,000 CDIs on 19 December 2025 to an entity nominated by Mr Donovan (**BD CDIs**). The Director CDIs and BD CDIs are currently subject to a voluntary escrow arrangement pending lodgement of the Prospectus.

In connection with the issue of the Director CDIs and the BD CDIs, the Company lodged cleansing notices with the ASX that were stated to be made under section 708A(5)(e) of the Corporations Act on 25 February 2026 and 29 December 2025, respectively.

However, as the Company's CDIs had been suspended from trading on ASX for more than 5 days during the 12 months preceding the issue of the Director CDIs and the BD CDIs, the Company was not entitled to rely on the disclosure exemption under section 708A(5) of the Corporations Act. Accordingly, the cleansing notices were not effective to cleanse the Director CDIs or the BD CDIs of the on-sale restrictions under the Corporations Act.

As a result of the ineffective cleansing notices, the Director CDIs and the BD CDIs are subject to the on-sale restrictions under the Corporations Act. Unless an exemption applies, the holders of those CDIs are restricted from on-selling them for 12 months from the date of their respective issues.

However, section 708A(11) of the Corporations Act provides (amongst other things) that a sale offer does not need disclosure (and therefore will be exempt from the on-sale provisions) if:

- the relevant securities are in a class of securities that are quoted securities of the body; and
- either:
 - a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made;
 - a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offer of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; or

- the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

This Prospectus is lodged with ASIC after the date of issue of the Director CDIs and the BD CDIs, and is a prospectus for an offer of CDIs (being the same class of securities as the Director CDIs and the BD CDIs). Accordingly, the lodgement of this Prospectus will also cleanse those securities pursuant to section 708A(11) of the Corporations Act. As a result, the Director CDIs, the BD CDIs and the CDIs issued under the Placement will be exempt from the on-sale provisions following the lodgement of this Prospectus with ASIC.

3.5 Risks of the Offer

As with any securities investment, there are risks associated with investing in the Company, some of which are beyond the control of the Company, including possible loss of income and principal invested. Having regard to the risks applicable to the Company and its business, investors should be aware that an investment in the New CDIs offered under this Prospectus should be considered speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, investors should read this Prospectus in its entirety, in particular the specific risks associated with an investment in the Company which are detailed in the Investor Presentation in Section 4 and should consider all factors in light of their personal circumstances and seek appropriate professional advice. Please consider the Offer in the light of your particular investment objectives and circumstances. An investment in New CDIs should be considered speculative and the Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee the repayment of capital from the Company or any particular tax treatment.

3.6 ASX quotation and trading

The Company will apply for quotation of the New CDIs on ASX within seven days of the date of this Prospectus. While the Company is not aware of any reason why quotation would be denied, there is no assurance that the application will be granted. If quotation is not granted, New CDIs under the Offer will not be issued and Application Monies will be refunded to Applicants without interest.

It is expected that the quotation and trading of New CDIs issued under the Offer will commence on or about 13 May 2026 (on a normal settlement basis).

Confirmation of issue of New CDIs is expected to be sent in accordance with ASX Listing Rules. It is the responsibility of each Applicant to confirm their holding before trading in New CDIs. Any Applicant who sells New CDIs before receiving their confirmation of issue will do so at their own risk. The Company, the Share Registry and the Joint Lead Managers disclaim all liability in tort (including negligence), statute or otherwise, to any person who trades in New CDIs before receiving their confirmation of issue, whether on the basis of a confirmation of issue provided by the Company, the Share Registry or the Joint Lead Managers, or otherwise.

The fact that ASX may grant quotation of the New CDIs is not to be taken in any way as an indication of the merits of the Company or the New CDIs under the Offer.

3.7 CHES

The New CDIs will participate from the date of commencement of quotation in the Clearing House Electronic Sub-register System (**CHES**), operated by ASX Settlement Pty Limited. These New CDIs must be held in uncertificated form (i.e. no certificate will be issued) on the CHES sub-register under sponsorship of a sponsoring participant (usually a broker) or on the issuer-sponsored sub-register. Arrangements can be made at any subsequent time following quotation to convert your holdings from the issuer-sponsored sub-register to the CHES sub-register under sponsorship of a sponsoring participant or vice versa, by contacting your sponsoring participant.

3.8 No withdrawal or cooling-off rights

You cannot withdraw your application once it has been accepted. Cooling-off rights do not apply to an investment in New CDIs.

3.9 Joint Lead Managers Mandate

On 30 April 2026, the Company and the Joint Lead Managers entered into an agreement setting out the joint lead management arrangements and fees payable to the Joint Lead Managers in connection with the Offer (**Joint Lead Managers Mandate**). A summary of the key terms of the Joint Lead Managers Mandate is set out in this section.

Fees and expenses

The Company is required to pay the Joint Lead Managers the following fees:

- a management fee equal to 2% of the proceeds raised under the Offer, which will be allocated equally among the Joint Lead Managers; and
- a selling fee equal to 4% of the proceeds raised under the Offer, which will be distributed to each Joint Lead Manager on a pro-rata basis, calculated according to the specific volume of funds raised by each respective Joint Lead Manager.

The Company must also pay to, or reimburse, the Joint Lead Managers for all reasonable out-of-pocket expenses incurred by the Joint Lead Managers in connection with the Offer, up to a cap of \$8,000 and its external legal fees up to a cap of \$20,000.

Termination

The Company or a Joint Lead Manager may terminate the Joint Lead Managers Mandate with or without cause by giving 14 days' prior written notice to the other party at any time.

Warranties and indemnities

The Joint Lead Managers Mandate contains:

- customary representations and warranties in relation to the Offer in favour of the Joint Lead Managers;
- an indemnity in favour of the Joint Lead Managers with respect to loss suffered in connection with the Offer; and
- undertakings in favour of the Joint Lead Managers including in relation to providing updates to the Joint Lead Managers of any information that may materially affect the Offer.

3.10 Adviser Options

Pursuant to the Joint Lead Managers Mandate, the Company will be offering 50,000,000 unlisted options (**Adviser Options**) to the Joint Lead Managers under this Prospectus as part of the fees payable by the Company to the Joint Lead Managers in connection with their appointment as joint lead managers of the Offer.

The key terms of these Adviser Options are set out below:

- The Company will issue to the Joint Lead Managers and/or their nominees the Adviser Options following Shareholder approval.
- The Adviser Options will vest immediately on their issue date and be exercisable at any time from their issue date up to and including the 3-year anniversary of their issue date.

- Each Adviser Option will give the holder the right to be allotted one fully paid ordinary CDI in the Company.
- Each Adviser Option will be exercisable at a price of \$0.0135, being 50% above the Offer Price.
- The Adviser Options will expire on the day after the 3-year anniversary of their issue date.

The Adviser Options will be distributed to each Joint Lead Manager as follows:

- 10,000,000 options will be allocated to the Joint Lead Managers; and
- The balance will be distributed to each Joint Lead Manager on a pro-rata basis, calculated according to the specific volume of funds raised by each respective Joint Lead Manager.

The offer of the Adviser Options is conditional on completion of the Offer and shareholder approval being obtained at the Company's AGM expected to be held on or around June 2026. The Adviser Options are expected to be allotted in or around June 2026. Securityholder approval at the AGM is required as the issue of the Adviser Options would exceed the Company's placement capacity under Listing Rules 7.1 and 7.1A.

4 INVESTOR PRESENTATION



SRJ TECHNOLOGIES GROUP PLC

ARBN 642 229 856 (ASX:SRJ)

TECHNOLOGY-ENABLED ASSET INTEGRITY SOLUTIONS FOR AN EVOLVING ENERGY INDUSTRY

EQUITY PLACEMENT

2026



DISCLAIMER

This document is issued on a confidential basis by SRJ Technologies Group plc (SRJ or the Company) for information purposes only. It is intended only for those persons to whom it is delivered personally by or on behalf of the Company. By receiving this document, you warrant that you are an Authorised Recipient (as defined further below) and that you accept this document on the basis set out in this document. If you are not such a person, you are not entitled to receive this document, and you must promptly return all materials received from the Company (including this document) without retaining any copies.

If you are in any doubt about the contents of this document you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The Company has taken all reasonable care to ensure that the facts stated in this document are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the document, whether of facts or of opinion. The Company accepts responsibility accordingly.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this document are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the document, whether of facts or of opinion. All of the directors accept responsibility accordingly.

It should be remembered that the price of securities and the income from them can go down as well as up.

General Disclaimer

This document has been prepared solely for the purpose of providing information to potential investors in connection with the proposed issue of Securities by the Company. This document is not to be distributed to any other person and may not be reproduced, disclosed, or used for any other purpose.

The Company has obtained a standing consent under the Control of Borrowing (Jersey) Order 1958 permitting the issue of an unlimited number of shares. By virtue of its listing on a recognised stock exchange, issuances of shares (including placements) do not require prior approval from the Jersey Financial Services Commission, subject to ongoing beneficial ownership notification requirements.

This presentation is provided on a confidential basis to selected investors only and does not constitute an offer to the public in Jersey. Accordingly, no prospectus has been prepared or approved under the Companies (General Provisions) (Jersey) Order 2002.

Confidentiality

This document, its contents and any information provided or discussed in connection with it are strictly private and confidential and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose, without the consent of SRJ (provided that you may disclose this document on a confidential basis to your legal, tax or investment advisers (if any) for the purposes of obtaining advice).

Acceptance of delivery (whether electronically or otherwise) of any part of this document by you constitutes unconditional acceptance of the terms and conditions of this document.

Not an offer document

This document does not constitute and should not be considered as an offer to sell, or a solicitation of any offer, or an invitation or recommendation to subscribe for or purchase, or to make any commitments for or in respect of, any securities in the Company in any jurisdiction. Neither this document nor anything contained in it forms the basis of any contract or commitment and no agreement to subscribe for securities will be entered into on the basis of this document. This document is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or under any other law. It does not contain all of the information necessary to make an investment decision or that would be required to be disclosed in a prospectus prepared in accordance with the Corporations Act 2001 (Cth) (Corporations Act). This document has not been and will not be filed with or approved by any regulatory authority in Australia, including the Australian Securities and Investments Commission (ASIC), or any other jurisdiction.

No reliance

The information contained in this document is not investment or financial product advice and is not intended to be relied upon as the basis for an investment decision, and is not, and should not be assumed to be, complete. It is provided for information purposes only. Any investment is subject to various risks, only some of which are outlined herein. All such risks should be carefully considered by prospective investors before they make any investment decision. You are not entitled to rely on this document and no responsibility is accepted by SRJ or any of its directors, officers, employees, partners, representatives, shareholders, members, related bodies corporate, agents or advisers (Parties, and each a Party) or any other person for any action taken on the basis of the content of this document.

To the maximum extent permitted by law, no Party guarantees or makes any representations or warranties, express or implied, as to, or takes responsibility for, the accuracy or reliability of the information contained in this document or as to any other matter, or takes any responsibility for loss or damage suffered, and each Party expressly disclaims and excludes all liability, as a result of reliance on this document or any inadequacy, incompleteness or inaccuracy in any statement or information in this document including, without limitation, any financial information, any estimate or projections or any other financial information.

The joint lead managers and advisors have not been involved in the preparation of, and have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this presentation and do not make or purport to make any statement in this presentation and you acknowledge that there is no statement in this presentation which is based on any statement made by the joint lead managers or advisors. You acknowledge and agree that neither the joint lead managers or advisors or their affiliates, officers and employees, makes any representation or warranty as to the currency, accuracy, reliability or completeness of information and nor do they make any representations or warranties to you concerning whether you should participate in any investment in the Company. The joint lead managers and advisors and their affiliates, officers and employees, to the maximum extent permitted by law, expressly disclaim all liabilities in respect of, make no representation regarding, and take no responsibility for any part of this document.

DISCLAIMER

No reliance (continued)

Past performance information provided in this document may not be a reliable indication of future performance. No representation is being made that any investment will or is likely to achieve profits or losses similar to those achieved in the past, or that significant losses will be avoided. Statements contained in this document that are not historical facts are based on current expectations, estimates, projections, opinions and beliefs of SRJ. Such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon.

Forward looking statements

This document contains certain forward-looking statements and comments about future events. Forward-looking statements involve known and unknown risks, significant uncertainties, assumptions, contingencies, and other factors, many of which are outside the control of the Company, are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct, and which may cause the actual results or performance of the Company to be materially different from any results or performance expressed or implied by such forward-looking statements. Such forward-looking statements speak only as of the date of this document. Forward looking statements should not be relied on as an indication or guarantee of future performance. No representation, warranty or undertaking is made that any projection, forecast, assumption or estimate contained in this document should or will be achieved. The Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements in this document to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. Certain economic and market information contained herein has been obtained from published sources prepared by third parties and has not been verified by the Company and in certain cases has not been updated through to the date hereof.

Miscellaneous

No person, especially those who do not have professional experience in matters relating to investments, must rely on the contents of this document. If you are in any doubt as to the matters contained in this document you should seek independent advice and/or consult your stockbroker, bank manager, solicitor, accountant or other financial adviser. A number of figures, amounts, percentages, estimates, calculations of value and fractions in this document are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this document.

Distribution

The distribution of this document in jurisdictions outside Australia may be restricted by law. In particular, this document may not be distributed to any person, and securities may not be offered or sold in any country, outside Australia. Persons who come into possession of this document who are not in Australia, should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. By receiving this document, you are deemed to confirm, represent and warrant to the Parties that you agree to be bound by the limitations and conditions set out in this disclaimer.

Authorised Recipient

By receiving this presentation you are deemed to confirm, represent and warrant to the Company, the Lead Manager and each Party that if you are located in Australia, you are a person who is either a holder of an Australian financial services licence or an authorised representative of such a licensee, or either a “professional investor” or “sophisticated investor” who is also a “wholesale investor” (as those terms are defined in section 708(11), 708(8) and 761A respectively of the Corporations Act), to whom a prospectus is not required to be given under Chapter 6D of the Corporations Act.

Non-UK GAAP financial measures

SRJ uses certain measures to manage and report on its business that are not recognised under UK GAAP. These measures are collectively referred to in this presentation as non-UK GAAP financial measures. Management uses these non-UK GAAP financial measures to evaluate the performance and profitability of the overall business. The principal non-UK GAAP financial measures that are referred to in this presentation are EBITDA. EBITDA is earnings before interest, tax, depreciation and amortisation and significant items. Management uses EBITDA to evaluate the operating performance of the business and each operating segment prior to the impact of significant items, the non-cash impact of depreciation and amortisation and interest and tax charges, which are significantly impacted by the historical capital structure and historical tax position of SRJ. Although SRJ believes that these measures provide useful information about the financial performance of SRJ, they should be considered as supplements to the income statement measures that have been presented in accordance with UK GAAP and not as a replacement for them. All dollar figures within this document represent Australian Dollars unless otherwise specifically stated.

ELEVATING ASSET INTEGRITY

SRJ elevates asset integrity – helping energy, industrial and marine companies keep their critical assets safe, operational and compliant with regulations

TRUSTED ADVANCED INSPECTION TECHNOLOGY

- ✓ Built on proven, commercially deployed technology with a track record of repeatable execution, margin resilience, and scalable growth

TIER-ONE OPERATORS

- ✓ Embedded with leading operators in one of the world's largest and fastest-growing energy markets

SPECIALISED INTEGRITY SOLUTIONS

- ✓ Provides solutions that strengthen and protect critical pressure systems, helping customers manage ageing infrastructure

EXPERIENCED LEADERSHIP + FIELD EXPERTISE

- ✓ Led by a refreshed, highly experienced team it combines practical operational experience with advanced technology to help customers protect infrastructure, improve safety, and maintain operational performance

SUMMARY

EXECUTIVE SUMMARY

Company Overview	SRJ provides advanced asset integrity solutions that help energy, industrial, and marine operators keep critical infrastructure safe, operational, and compliant. Through technology-enabled inspection services and engineering expertise, the company reduces operational risk, minimises downtime, and improves the quality of asset condition data for its clients.
Growth Strategy	<p>SRJ is executing a phased growth strategy focused on:</p> <ul style="list-style-type: none"> + Securing independent asset integrity maintenance contract awards + Scaling robotics and technology-enabled inspection services + Expanding operations across the Middle East + Establishing a leading regional asset integrity services platform
FY25 Achievements	<p>The Company successfully completed Phase 1 – Foundation & Setup:</p> <ul style="list-style-type: none"> + Cost-Out & Restructure – Achieved total annualised savings of £774k, positioning the Company for sustainable growth + Joint Venture Strategy – Joint Venture Agreement (JVA) with CAPSA Engineering & Contracting LLC resulting in a US\$6m JV, US\$23.8m JV and US\$880k purchase order (PO) for a National Oil Company (NOC) + Strategic Acquisition – 100% acquisition of NOC pre-qualified entity First Avenue General Contracting Sole Proprietorship LLC, fast-tracking the pathway to independent contracting in the region
Current Execution Phase	The company is currently in Phase 2 – ‘Execution’, focused on achieving independent maintenance contract wins and scaling operational delivery across regional markets. Significant contracts have been secured for both Asset integrity maintenance and Advanced inspection in the region.
New Contracts Won	<p>In FY26, SRJ has signed 3 contracts with an estimated total value of US\$10.5m:</p> <ul style="list-style-type: none"> + US\$4.8m Service Level Agreement (SLA) with Gecko Middle East Petroleum LLC (Gecko) over 18 months + US\$4.4m contract with a major government-owned upstream oil and gas operator in the United Arab Emirates + US\$1.3m SLA with a subsidiary of AD Ports Group (the Group) providing access to the Group’s network
Placement Overview	<p>SRJ is raising up to A\$2,570,564 via an institutional placement under the Company’s existing placement capacity in accordance with ASX Listing Rule 7.1 and 7.1A (“Placement” or the “Offer”).</p> <p>The Offer will be set at an Offer Price of A\$0.009 per new Chess Depositary Interest (“CDI”) and will result in the issuance of approximately 285.6 million new fully paid CDIs in the Company (“New CDIs”).</p>
Use of Funds	Funds will be used to support the execution of secured contracts and scale advanced inspection operations in the Middle East, including robotics platforms, vehicles and pilots. The capital will provide the working capital required to undertake asset integrity contract awards, covering performance guarantees, supplier mobilisation and project delivery.

OVERVIEW

CORPORATE OVERVIEW

PROVEN LEADERSHIP



GEORGE GOURLAY

Non-Executive Chair

With over 23 years of executive leadership experience, Mr. Gourlay has held senior roles at top organizations, driving strategic growth and global expansion. As CEO of AYTB, he transformed the company in Saudi Arabia's petrochemical market through strategic planning and financial restructuring. At International Maritime Industries, he shaped the five-year operational strategy and oversaw key rig operations as COO. At Nexus Group, he led multiple acquisitions, expanding its oil and gas services. He currently serves as a Non-Executive Director at Avantis Marine, advising on growth, international expansion, and governance.



KURT REEVES

Chief Executive Officer

Mr. Reeves is a seasoned executive with over 22 years of experience in the energy and asset integrity sectors. As Founder and CEO of Probus Engineering and Construction, he grew the company from a start-up to securing over US\$200 million in contracts. He has also held multiple senior roles at Petrofac, leading multi-billion-dollar projects across the Middle East and Africa, developing deep expertise in project execution, joint ventures, and strategic leadership.



JASON DE SILVEIRA

Non-Executive Director

Mr. De Silveira is a visionary founder and CEO with over 20 years' experience in robotics, inspection, and advanced manufacturing across the energy, resources, defence, and space sectors. A recognised global leader in modular robotics, automation, and data-driven asset integrity, he has grown Nexxis from a Perth start-up into a multinational organisation delivering world-first robotic solutions for clients including Shell, Chevron, BP, Woodside, Fortescue, Sabic, and SpaceX.

GILES BOURNE

Non-Executive Director

Mr Bourne has over 28 years' experience in technology innovation and commercialisation, including leadership roles across multinational software companies and advanced technology sectors. He served 14 years as CEO/MD of BluGlass Ltd, leading multiple capital raises and international development partnerships.

ROGER SMITH

Non-Executive Director

Mr Smith has over 35 years' experience in the oil & gas industry. He founded and successfully exited two engineering consulting firms and has held senior roles at Petrofac plc and Bureau Veritas. He previously served as a Non-Executive Director at Haydale Graphene Industries plc

ELEVATING ASSET INTEGRITY

TECHNOLOGY-DRIVEN ASSET INTEGRITY SOLUTIONS

ADVANCED INSPECTION SOLUTIONS

- + Robotic inspection for critical assets
- + Multi-platform robotics: UASs, crawlers, ROVs
- + Advanced multi-sensor inspection technology
- + Custom-engineered inspection systems
- + Globally certified deployment capability
- + Safer, faster, data-driven inspections

UAS - Unmanned Aircraft System ROV – Remote Operating Vehicle



SITE-BASED ASSET INTEGRITY SOLUTIONS & CONSULTING

- + Embedded on-site technical maintenance teams
- + Integrity management activity digitalisation
- + Sustainable operations reviews for ageing assets
- + Machinery vibration troubleshooting
- + Structural vibration problem solving
- + Piping design integrity assessments

ENGINEERED SOLUTIONS

- + BoltEx[®] Enables hot bolt replacement during normal operations
- + Flange management and hot bolting services.
- + Modular and non-weld repair solutions for complex assets.
- + Corrosion and pipeline integrity monitoring and mitigation.



STRATEGIC TRANSFORMATION

Over the past 12 months, SRJ has executed a deliberate strategic transformation, including a leadership transition, to reposition the business model and build the platform for sustainable and scalable growth built around three key pillars



STRATEGIC GEOGRAPHIC REALIGNMENT

Refocused primary market exposure toward the UAE and broader Middle East, including the strategic acquisition of a UAE-based NOC approved entity, providing immediate market access to one of the world's most extensive oil & gas regions.



JOINT VENTURE GROWTH MODEL

Partnership-led expansion strategy aligned with partners holding multi-year asset integrity maintenance contracts with NOCs leverage established contract frameworks to accelerate revenue and traction in the region.



ORGANISATIONAL RESTRUCTURE

Streamlined operations through targeted restructure, reducing overheads while strengthening execution capability through appointment of key personnel.



SCALABLE INNOVATION



INNOVATION

Proprietary robotics-enabled solutions eliminate the operational safety and downtime trade-offs inherent in incumbent maintenance methods, delivering a superior service model that is cheaper, faster and safer



OPTIMISATION

Reduces human exposure in high-risk environments while lowering shutdown-related costs, directly addressing critical safety and efficiency challenges in energy operations



EXPANSION

The Group's integrated Asset Integrity solutions model combines complementary service offerings under a single management team, enabling seamless delivery, cross-selling and expansion into adjacent service lines, while supporting operating leverage as revenue grows.

TECHNOLOGY DRIVEN

Mitigate operational downtime, enhance safety, reduce costs

TRADITIONAL MODEL

- ⊗ Manual inspection

- ⊗ Shutdown-dependent

- ⊗ Labour-intensive

- ⊗ Higher safety risk

- ⊗ Lower data capture

SRJ MODEL

- ⊕ Engineering-led robotic inspection systems replacing hazardous manual access
- ⊕ Multi-platform robotics (UASs, crawlers, ROVs) enabling access to complex environments
- ⊕ Advanced sensor integration delivering richer inspection data including emissions

- ⊕ Bespoke engineering solutions tailored to specific asset inspection challenges
- ⊕ Global deployment capability through the SRJ platform
- ⊕ Scalable service contracts built on technology capability

SRJ upgrades the traditional inspection model by replacing labour-intensive methods with scalable, technology-enabled robotic inspection solutions that improve safety, reduce downtime, and deliver higher-quality data.

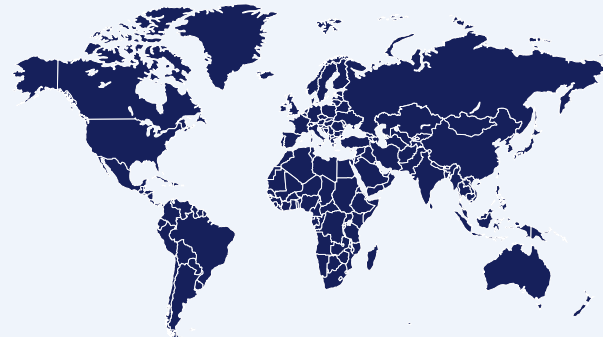
THE ASSET INTEGRITY MARKET

The global asset integrity market across oil and gas, power, marine and aerospace is substantial, expanding, and well positioned for technology-led transformation.

KEY DRIVERS

- + Stricter safety regulations and compliance
- + Ageing infrastructure creating sustained demand for inspection and monitoring solutions
- + Technology advancements (IoT, digitalisation) enabling better monitoring
- + The focus on operational efficiency and cost reduction
- + Increase in investment and expansion in the Global Energy infrastructure

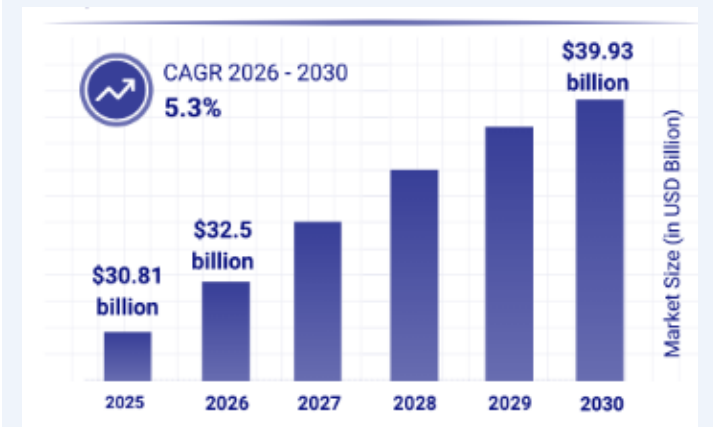
The Global asset integrity management (AIM) reached US\$30.8bn in 2025 and is expected to grow to USD39.9bn in 2030.¹



The Oil & Gas Non-Destructive testing (“NDT”) and inspection market is projected to expand from USD4bn in 2025 to USD6bn by 2030.²

NDT refers to inspection methods used to evaluate equipment, pipelines, welds, tanks, pressure vessels, and structures without damaging or destroying the asset. It’s critical for safety, reliability, and regulatory compliance in the oil & gas industry.

AIM Market Global forecast (USD BN)



(1) <https://www.thebusinessresearchcompany.com/report/asset-integrity-management-global-market-report>
 (2) <https://www.marketsandmarkets.com/Market-Reports/oil-gas-ndt-inspection-market-227956296.html?utm>

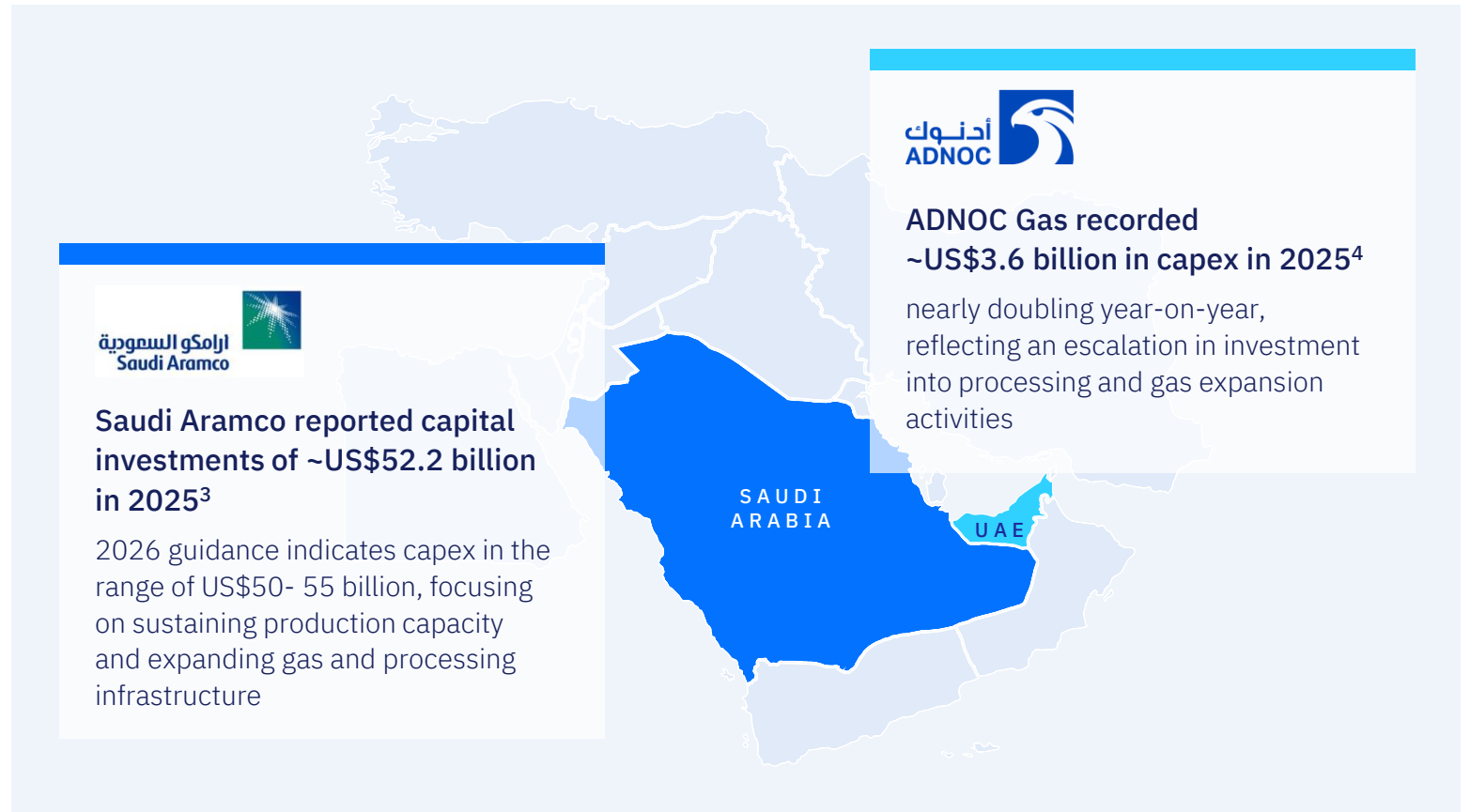
OPPORTUNITY

MIDDLE EAST MARKET

The Middle East dominates the global oil & gas industry via production volume and reserve capacity

The new leadership team possess deeply embedded relationships in the region.

- + Concentration of global production
- + Significant NOC infrastructure base
- + UAE HQ provides regional access with NOC registered entity
- + Regional Governmental & Policy support for innovation in the energy sector



(3) <https://www.aramco.com/en/news-media/news/2026/fourth-quarter-and-full-year-press-release>
 (4) <https://adnocgas.ae/en/news-and-media/press-releases/2025/q4-2025>

OPPORTUNITY

MIDDLE EAST MARKET



ADNOC (UAE)

Major Multi-Year Capital Program

US\$150bn CAPEX

approved for 2026–2030⁵

Investment explicitly covers

- + Expansion of upstream capacity
- + Gas growth projects
- + Sustaining and maintaining existing production assets



IMAGE SOURCE | OIL & GAS MIDDLE EAST

USD\$30bn

Average spend per year



**Large installed base
of onshore/offshore facilities**

significant long-term inspection,
maintenance, corrosion management
and life extension demand

(5) <https://www.adnoc.ae/en/news-and-media/press-releases/2025/uae-president-chairs-adnoc-board-of-directors-meeting-at-habshan-complex>

COMMERCIAL BUSINESS MODEL



ASSET INTEGRITY ACROSS LAND, SEA AND AIR

National Oil Companies (NOCs) in the Middle East operate vast networks of mature energy infrastructure across onshore, offshore and marine environments. Asset integrity providers ensure these assets remain safe, operational and compliant throughout their lifecycle through inspection, monitoring, maintenance and repair programs.

INSPECTIONS & MONITORING

- + Non-destructive testing (NDT) and advanced inspection methods
- + Robotic inspection using UASs, crawlers and ROVs
- + Ultrasonic thickness monitoring and corrosion assessment
- + Structural integrity surveys and emissions monitoring

More detail on next slide

PREVENTATIVE MAINTENANCE

- + Corrosion management and mitigation
- + Tank and pipeline maintenance
- + Structural repair and reinforcement
- + Cleaning, surface preparation and protective coatings

ASSET INTEGRITY MANAGEMENT

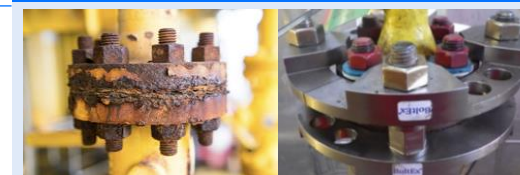
- + Risk-based inspection planning
- + Integrity assessments and engineering analysis
- + Fitness-for-service evaluations
- + Compliance reporting and lifecycle management



AIM CONSULTING

- + Integrity management activity digitalisation
- + Sustainable operations reviews for ageing assets
- + Machinery vibration troubleshooting
- + Structural vibration problem solving
- + Piping design integrity assessments

ENGINEERED PRODUCT SOLUTIONS



- + Flange management and hot bolting services
- + BoltEx[®] enables hot bolt replacement during normal operations
- + Leak sealing and piping repair solutions
- + Corrosion and pipeline integrity monitoring and mitigation

ASSETS COVERED

- + Offshore platforms and subsea infrastructure
- + Storage tanks and pressure vessels
- + Pipelines and flowlines
- + Refineries and processing facilities
- + Marine terminals and loading infrastructure

ADVANCED INSPECTION SOLUTIONS

SRJ's ACE business provides remote inspection services utilising advanced robotics and custom UAS technologies.

FLARE INSPECTION

- + Real-time UAS assessment of critical safety systems without shutdown requirements

CRANE & STRUCTURAL INSPECTION

- + Comprehensive facility visual assessments with 3D mapping capabilities

EMISSIONS MONITORING

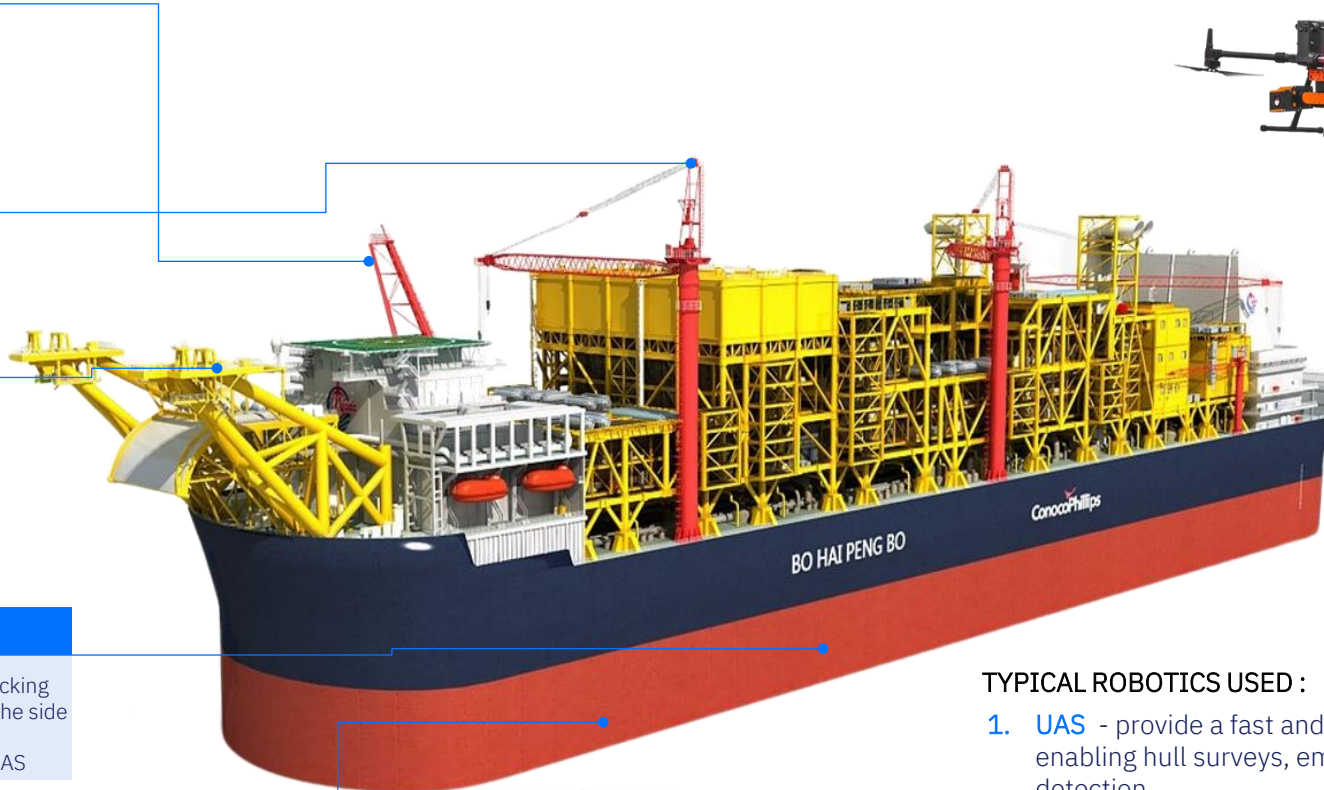
- + Emissions monitoring by UAS (engine exhausts, turbine exhausts, modules etc.)
- + ACE provides 'Level 5' emissions surveys in accordance with the Oil and Gas Methane Partnership 2.0 (OGMP 2.0)

EXTERNAL HULL SURVEY

- + Underwater Inspection In-Lieu of Dry-Docking (UWILD) below the waterline by ROV off the side of the vessel
- + External hull survey above waterline by UAS

REMOTE TANK INSPECTIONS

- + Class approved Cargo Oil Tank (COT) inspections [visual & Ultrasonic Testing (UT)] by UAS / ROV
- + Class approved Water Ballast Tank (WBT) inspections [visual & UT] by UAS / ROV



TYPICAL ROBOTICS USED :

1. **UAS** - provide a fast and safe solution for external inspections, enabling hull surveys, emissions monitoring, and fugitive leak detection
2. **ROV SYSTEMS** - enable detailed inspections in deep or confined underwater environments, with full inspection capability including ultrasonic thickness measurement (UTM).
3. **CRAWLERS** - When advanced datasets are required, crawler systems support a wider range of non-destructive testing (NDT) techniques than UASs or ROVs.

CRITICAL ASSET INSPECTION

Highly differentiated engineering capability with scalable technology-enabled inspection services designed to meet the growing demand from operators seeking safer, automated inspection solutions

INDUSTRY PROBLEM

- + Industrial operators require frequent inspection of critical onshore, offshore and marine assets.
- + Traditional inspection methods are labour intensive, costly, slow and often require shutdowns or hazardous access.
- + Many UAS and inspection providers focus on single-purpose tools or narrow service lines, creating demand for more integrated multi-capability solutions.

ACE SOLUTION



ENGINEERED SOLUTIONS

ACE delivers robotic inspection systems tailored to inspection challenges



TECHNICAL ASSESSMENT

Every project begins with asset and inspection requirement analysis



ADVANCED SENSORS

Selection or development of the optimal inspection payload



MULTI-PLATFORM ROBOTICS

Integration with UASs, crawlers, or ROVs



CUSTOM INTEGRATION

Bespoke engineering enabling power, data, and mobility integration



REPAIR SOLUTIONS

Potential to provide 'Find and Fix' solution using either SRJ products or third-party solutions

COMPETITIVE ADVANTAGE

- + Engineering-led inspection solutions rather than off-the-shelf UAV services.
- + Multi-technology integration capability combining robotics, sensors, and advanced inspection tools.
- + Highly adaptable platforms capable of executing multiple inspection functions simultaneously.
- + Reduced cost, improved safety and richer data for asset owners and operators.

CASE STUDY 1

CLASS CERTIFIED REMOTE INSPECTION

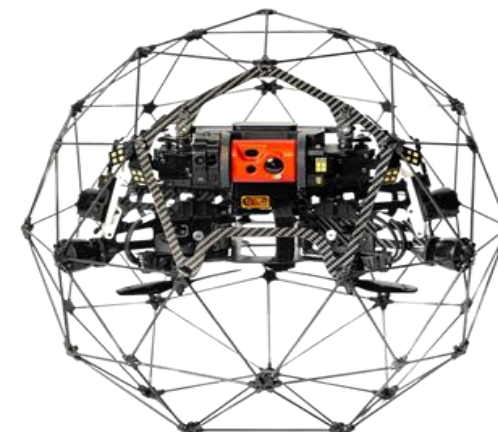
Utilising an internal inspection UAS ACE performed a full visual tank inspection satisfying the vessels class society and saving ~£80k per tank inspected vs. conventional inspection techniques

PROJECT

- + **Scope of Work:** Internal cargo oil tank inspections.
- + **Facility:** Offshore FPSO vessel, North Sea.
- + **Objective:** Minimise downtime and maximise FPSO's operational/storage capacity.

ACE SOLUTION

- + ACE utilised an advanced UAS, deploying a single technician to work alongside the incumbent inspection provider
- + Project delivered on time with no disruption to ongoing operations
- + Material Inspection and operational cost savings to the client



Results and Benefits of ACE solutions compared to Conventional

Factor	Conventional	Robotics
Personnel Required	4-6	2
Cost	>£100k / Tank	£20k / Tank
Time	7 Days / Tank	1-2 Days / Tank
Impact on operations	More resources required on asset	Only 2 bunks required!
Hazard	High Risk	Low Risk
Differentiator	Low quality photos and UTM	High resolution photos, video and UTM



Major Class Society ACE approvals:

COMMERCIAL BUSINESS MODEL

ASSET INTEGRITY ACROSS THE LIFECYCLE

Positioned across the full asset lifecycle from aging operations to greenfield megaprojects:



Greenfield engineering integration and commissioning support



Ongoing inspection and maintenance on ageing operations



COMMERCIAL ADVANTAGE



Exposure to recurring OPEX + expansion CAPEX



Early integration at greenfield stage can enhance project efficiency and lifecycle outcomes



Complementary business divisions create cross-selling opportunities and natural service line extensions

EXECUTION STRATEGY

SRJ's 3-Year Growth Strategy (2025–2028) will be implemented through a phased and structured roadmap.



2025

PHASE 1

FOUNDATION & SETUP

Establish the operational, organisational, and market entry foundations to support service delivery (including a strategic acquisition), initial client wins and secure initial JV call-off contracts.

2026

PHASE 2

MARKET PENETRATION AND SECURE INDEPENDENT CONTRACT WINS

Achieve first independent contract awards and begin scaling operations and technology solutions.

2027

PHASE 3

GROWTH, AI/ESG SCALING, AND REGIONAL EXPANSION

Scale embedded services, fully integrate AI and ESG offerings, and solidify regional market presence.

2028

PHASE 4

MARKET LEADERSHIP & SERVICE INTEGRATION

Establish SRJ as a recognised regional market leader and AI/ESG and asset integrity maintenance provider.

FOUNDATION & SETUP COMPLETE

REFOCUSSED JURISDICTION

Relocation of HQ and BoltEx® manufacturing to UAE to reduce costs and align with NOC requirements, supporting the overarching strategy.



JOINT VENTURE STRATEGY

- + Execution of Joint Venture Agreement with CAPSA Engineering & Contracting L.L.C., a National Oil Company (NOC)-registered entity, to deliver a multi-year scope of work in the Middle East.
- + Commenced in November 2025.
- + Contract value US\$23.8 million over four years, with an option to extend by two years of which 50% is estimated to be attributable to SRJ.
- + Scope of works covers electrical integrity services for the NOC's gas operation and maintenance sites, released via Call-Off orders.
- + Advances SRJ's transition from market entry to execution as an embedded regional Asset Integrity & Maintenance (AIM) partner.
- + Example above is in addition to the JVA secured in August 2025 with same party

STRATEGIC ACQUISITION

Share Purchase Agreement (SPA) signed in August 2025 for the acquisition of an NOC registered entity which will expedite the goal of SRJ becoming an independent UAE asset integrity contractor.

Being NOC-registered provides the Company with immediate eligibility to bid for NOC tenders and contracts, without needing to complete a new supplier registration process.

This positions the Company to:

- + opportunities with a substantial and established customer group,
- + diversify its revenue streams, and
- + strengthen its foothold in a strategically important market.

Over time, ACE and BoltEx® can be integrated directly into the acquired platform enabling in-house delivery.

MARKET PENETRATION

Achieve first independent contract awards and begin scaling operations and technology solutions in the Middle East.

CONTRACT WINS AND OPERATIONAL SCALING UPDATE

Asset Integrity Contracting

- + Secured three regional contract awards through Joint Venture Partner
- + Revenues are expected to commence Q2 FY26
- + Co-bidding with NOC-prequalified local partners accelerates the award of multi-year maintenance contracts.
- + Also develops early 'In Country Value' (ICV), references for additional Pre-Qualifications with NOC's (work groups) essential for winning further business in UAE.
- + Estimated total value of these contracts is US\$12.8m (A\$18.1m) (excludes revenue to be assigned under the contract on hold). This value is indicative only, with no guarantee of minimum work volumes under the two JVA's.

Advanced Robotic Inspections

- + Secured three regional multi-year agreements to undertake advanced inspection solutions on onshore, offshore and marine assets
- + Revenues are expected to commence Q2 FY26
- + Validates market demand for automated, data-driven inspection technologies
- + Positions the Group to capture long-term growth as operators shift toward safer and more efficient inspection methods.
- + Estimated total value of these contracts is US\$10.5m (A\$14.9m). This value is indicative only, with no guarantee of minimum work volumes under the agreements.

NEXT STEPS:

- + Scaling advanced inspection offering in Middle East – i.e. acquisition of robotics, vehicles, pilots
- + Independent direct bidding to NOCs for Asset Integrity contracts

~US\$23.3m

Total Indicative Contracted Value to SRJ

PHASE 2

ADVANCED ROBOTIC INSPECTION WINS

Meaningful traction is being gained in the Middle East for Advanced Inspection Services, with multiple contract wins secured in the last month alone.

State-Owned Upstream Oil & Gas Operator

Advanced robotic leak-detection and emissions-inspection services in the United Arab Emirates across its multiple onshore and offshore production facilities.

3-year contract with 2-year client extension option for a **total estimated value** based on inspection data provided by the client of **US\$4.4m (A\$6.1m)**.

Gecko Middle East Petroleum LLC

Class-approved robotic inspection services for asset integrity activities for its existing network of operators in the drilling, oilfield services, shipping and petrochemical logistics sectors in the Middle East and selected African markets.

18-month contract with client option to extend for a **total estimated value** based on inspection data provided by the client of **US\$4.8m (A\$6.8m)**.

Abu Dhabi Ports Group

Class-approved robotic inspection services for asset integrity activities across its broad network of ports, logistics zones and maritime services.

18-month contract with client option to extend. Conservative **total estimated value** based on inspection data provided by the client of **US\$1.3m (A\$1.8m)**.

Note: For all three contracts work will be released via individual call-off orders (each a "Call-Off"), each detailing their specific scope, timing and value. A "call-off" contract is a master-services framework under which the client issues discrete orders for specific tasks as operational needs arise. Any delays in the timing of such Call-Offs may impact the total estimated values of each contract.

USD/AUD exchange rate used 1:1.4162

PHASE 2

MULTI-YEAR CONTRACTED AGREEMENTS

Secured business in FY26 in addition to that disclosed below is disclosed in the Appendix

Key Client	Announced Date (ASX)	Contract Type	Contract Status	Contract Length	Est. Total Value (USD)	Expected Revenue Commencement	Update
Asset Integrity Contracting (via CAPSA)							
JV 1	1/8/25	JVA/Call-off	On Hold	3 yrs	50% of Profit on \$6m	Tbc	NOC delayed start whilst it resolves negotiation issues with a key vendor.
JV 2	18/11/25	JVA/Call-off	Mobilising	4 yrs (+2)	\$11.9m ¹	Q3 2026	The first Call-Off request has been issued by the NOC. Site visits and inspections have been completed, and pricing has been submitted. Formal approval from the NOC is now awaited following submission of a clarification response. A Performance Bank Guarantee (PBG) of A\$53k has been paid in relation to the contract. A further four Call-Off requests have since been received from the NOC and are currently under evaluation ahead of pricing submissions.
PO 1	16/1/26	Purchase Order	Live	18 to 36 months	\$880k	Q2 2026	Phase 1 of the work scope has commenced, with the second milestone payment made to a key vendor. Quality inspections are currently in progress, with Factory Acceptance Testing (FAT) scheduled for late April 2026. Following successful completion, the control panels will be released for delivery and installation at the operational site, marking the next project milestone.
Advanced Robotic Inspections							
Gecko	9/3/26	Call-off	Mobilising	18 month+	\$4.8m	Q2 2026	Working with Gecko on active tenders to progress opportunities.
State-owned O&G Operator	20/4/26	Call-off	Mobilising	3 yrs (+2)	\$4.4m	Q2 2026	Mobilisation underway
Abu Dhabi Ports Group	14/4/26	Call-off	Mobilising	18 month+	\$1.3m	Q2 2026	Presentations outlining the Company's mandated services were completed with Group-wide leadership teams in the final week of April 2026, supporting progress toward approval of expanded inspection scopes.

Note: certain contracts may be framework agreements, standing arrangements or contracts subject to customer call-off orders so there is a risk that work scopes may be delayed, reduced, cancelled or called off later than anticipated, which may impact revenue timing, cash flow and operational planning. Any revenue amounts in relation to call-offs are estimates only and not guarantee revenue.

¹ reflects SRJ's proportionate (50%) share of the \$23.8m contract awarded to the JV with CAPSA, announced to ASX on 18 November 2025.

CAPITAL RAISE DETAILS

SRJ



FUNDING SUMMARY

- + SRJ is raising up to A\$2,570,564 via a placement to institutional and sophisticated investors under the Company's existing placement capacity in accordance with ASX Listing Rule 7.1 and 7.1A ("Placement" or the "Offer").
- + The Offer will be set at an Offer Price of A\$0.009 per new Chess Depository Interest ("CDI") and will result in the issuance of up to approximately 285.6 million new fully paid CDIs in the Company ("New CDIs").
- + The Offer Price represents a 10% discount to the last traded price of A\$0.01 on 30 April 2026.



SOURCES OF FUNDS

	GBP£'000	A\$'000
Placement funds secured	1,362	2,571

USE OF FUNDS

	GBP£'000	A\$'000
Contracting Project mobilisation and delivery working capital	534	1,010
Advanced robotic inspection assets, manpower, tooling and supporting infrastructure	550	1,036
Offer Costs	128	241
Shareholder loan repayment	150	284
TOTAL	1,362	2,571

INDICATIVE TIMELINE

An indicative timetable of the key dates in respect of the Offer is set out below

EVENT	DATE
Lodgement of Prospectus with ASIC	Friday 1 May 2026
Announcement of results of the Offer	Tuesday 5 May 2026
Settlement of New CDIs under the Offer	Tuesday 12 May 2026
Allotment of the New CDIs	Wednesday 13 May 2026
Trading of New CDIs under the Offer	Wednesday 13 May 2026
Expected despatch of holding statements for New CDIs	Thursday 14 May 2026

Note: Note: the timetable above is indicative only and may be subject to change. The Company reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the closing date of the Placement, to accept late applications under the Placement (either generally or in particular cases) and to withdraw the Placement without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New CDIs.

FUNDING TO EXECUTE

Funding Requirement to Execute and Scale Contract Pipeline

Secured Asset Integrity contracts require upfront working capital before revenue realisation

- + **Advanced Robotic Inspection scale up:** the three secured regional multi-year contracts for advanced inspection solutions will require upfront investment i.e. acquisition of robotics, vehicles, additional pilots.
- + **Performance bonds and regulatory compliance:** many NOC projects require ~10% performance bonds, insurance certificates and other guarantees before mobilisation or commencement, creating significant upfront capital and bonding capacity requirements.
- + **Supplier and equipment mobilisation:** Inspection tools, and specialist subcontractors typically request 5–10% advance payments to initiate project execution.
- + **Project milestone structure:** Revenue is realised through staged milestone payments during project delivery, creating temporary working capital gaps.
- + **Client payment cycles:** NOCs and major operators typically settle invoices 30–60 days after approval, extending cash conversion timelines.

Investment Opportunity

- + Enables execution of already secured multi-year asset integrity contracts
- + Allows parallel project execution across multiple assets and operators
- + Generates predictable margins and recurring revenue
- + Provides a platform to scale into larger contracts and regional framework agreements



INVESTMENT SUMMARY



A trusted technology-enabled
asset integrity contractor



Embedded in high-growth
Middle East energy markets



Positioned across asset
lifecycle spend



Transitioning to predictable,
recurring revenue



Targeting future margin growth
through scale and execution



KEY RISKS



KEY RISKS

An investment in the Company is subject to a range of risks, including those specific to the Company's operations and the industries and jurisdictions in which it operates. Key risks include, but are not limited to, the following

BUSINESS RISKS

Joint Venture and Strategic Partner Risk	<p>The Company's growth strategy includes reliance on joint venture and strategic partner arrangements in the Middle East. There is a risk that these relationships may not deliver the anticipated commercial benefits, may be subject to disputes, or may terminate or underperform.</p>
Geopolitical and Regional Risk	<p>The Company has operations and growth initiatives in the Middle East, including exposure to markets dependent on regional energy, logistics and customer activity. The region is currently experiencing heightened geopolitical tension, including conflict involving Iran, Israel, Lebanon and Yemen, disruption to shipping routes in the Red Sea and Strait of Hormuz, military activity, sanctions measures and periodic civil unrest. These events have increased volatility in oil and gas markets, freight and insurance costs, travel restrictions and operational uncertainty. Any further escalation, prolonged disruption or changes in government policy could create additional challenges for the Company's operations, project execution, personnel movement, customer demand and financial performance.</p>
Funding and Working Capital Risk	<p>The funds to be raised under the Placement Offer are considered sufficient to meet the current objectives of the Group. However, additional funding may be required if further opportunities arise for capital expenditure, contracts with performance bond requirements, acquisitions or joint ventures to accelerate the growth of the business. If these events occur, the Group will look to raise additional funding via equity or debt financing. Failure to obtain sufficient funding may result in delay and indefinite postponement of the Group's activities and operations. There can be no guarantee that additional funding will be available when needed, on terms appropriate to the Group or that do not involve shareholder dilution. In addition, the Group's working capital forecasts assume the timely commencement, progression and cash conversion of revenue generating projects. If projects are delayed, suspended, cancelled or otherwise impacted by geopolitical events, supply chain disruption, customer deferrals, permitting issues, travel restrictions or broader regional instability, expected revenues and cash inflows may be deferred. In such circumstances, the Group may require additional capital sooner than anticipated to fund ongoing operations and commitments. There can be no assurance that such funding would be available on acceptable terms, or at all.</p>
Contract Award Risk	<p>The Company's growth strategy is dependent on securing new customer contracts, including with National Oil Companies and other regional counterparties. There can be no assurance that tender opportunities will convert to awarded contracts, or that the Company will secure contracts on acceptable commercial terms.</p>
Contract Call-Off and Timing Risk	<p>Certain contracts may be framework agreements, standing arrangements or contracts subject to customer call-off orders. There is a risk that work scopes may be delayed, reduced, cancelled or called off later than anticipated, which may impact revenue timing, cash flow and operational planning.</p>
Execution and Delivery Risk	<p>The Company's ability to successfully deliver secured contracts depends on effective mobilisation of personnel, equipment, subcontractors and working capital. Delays, cost overruns, supply chain constraints or operational issues may affect profitability and reputation.</p>

KEY RISKS

BUSINESS RISKS (continued)

Technology and Equipment Risk	The Company's Advanced Inspection strategy includes deployment of robotics and specialist equipment. Equipment failure, delays in commissioning, maintenance issues or technology underperformance may adversely affect operations.
General Market Risk	The market price of the Company's securities may be affected by broader economic conditions, market sentiment, interest rates, energy prices, foreign exchange movements and factors beyond the Company's control.
Key Personnel Risk	The Company's performance is dependent on the continued service of its directors, senior management and key operational personnel, including individuals with specialised industry, technical and regional expertise. The loss of key personnel, or an inability to attract and retain suitably qualified employees, may adversely affect the Company's operations, growth strategy and financial performance.
Competition Risk	The Company operates in competitive markets for asset integrity, maintenance and inspection services. Competitors may include larger, better-capitalised regional and international service providers with greater resources, broader customer relationships or pricing flexibility. Increased competition may reduce the Company's ability to secure new contracts, retain customers or maintain profit margins.
Tendering and Pricing Risk	The award of contracts is often subject to competitive tender processes. There is a risk that the Company may need to bid at lower margins to secure work, or may be unsuccessful in tenders due to pricing, technical capability, customer preferences or competitor activity.
Customer Concentration Risk	The Company's revenue may be derived from a relatively limited number of customers or contracts, including National Oil Companies and major industrial counterparties. The loss, delay or reduction of work from a significant customer may materially impact revenue and cash flow.
Reputational And Compliance Risks	Doing business in the UAE and with NOCs requires adherence to strict compliance, anti-corruption, and local content requirements. Any perceived or actual breach of applicable laws or ethical standards by the JV or its partners could result in reputational harm, financial penalties, or exclusion from future NOC contracts, adversely affecting the Company.
Foreign Exchange Risk	The Company expects to receive proceeds from the Offer in Australian dollars (AUD), while a substantial portion of its operating expenditure, capital costs and project-related expenses are incurred in United Arab Emirates Dirhams (AED) and potentially other foreign currencies in the jurisdictions in which it operates. Accordingly, the Company is exposed to fluctuations in foreign exchange rates between AUD and those currencies. Adverse movements in exchange rates may increase the Company's cost base, reduce the value of Offer proceeds when converted into local currencies, and adversely impact margins, cash flow, financial performance and the Company's ability to execute its strategy. The Company may seek to manage foreign exchange exposure through treasury management practices from time to time; however, there can be no assurance that such measures will be available, cost effective or sufficient to mitigate the impact of currency volatility.

KEY RISKS

JOINT VENTURE RELATED RISKS

Execution Risk And Dependence On Counterparty Performance	The success of the JV strategy depends on the continued cooperation and performance of the UAE-based partners, including their ability to maintain NOC registration and comply with NOC's stringent operational and safety standards. Any failure by the UAE partner to meet its obligations under JV agreements or loss of its NOC registration could materially adversely affect the JV's ability to execute maintenance contracts and, consequently, the Company's share of returns.
Profitability Of The NOC Maintenance Contract	The JV's revenues and margins are dependent on the successful execution of the specific NOC maintenance contracts, which may be subject to fixed prices, performance penalties, or variable scope of work. Any increase in costs, delays, or operational issues could erode margins and reduce the profitability of the JVs, which may negatively impact the Company's returns.
Control And Governance Risks	Differences in strategic priorities, decision-making, or disputes between the Company and the UAE partner could impact the JV's operations or result in deadlock situations. While the JV agreements include dispute resolution mechanisms, there can be no assurance that disputes will be resolved in a timely or favourable manner.
Operational And Health, Safety, And Environmental Risks	Future JV operations in the oil and gas maintenance sector involve inherent operational, safety, and environmental risks. Accidents, equipment failures, or environmental incidents could result in liability claims, fines, or reputational harm that could adversely affect the JVs and, by extension, the Company's financial results.
Currency And Repatriation Risks	The JV's operations will generate revenues and incur expenses in UAE dirhams, while the Company reports in GBP. Fluctuations in exchange rates, restrictions on the repatriation of profits, or changes in local banking regulations may therefore impact reported revenues and impact the Company's ability to realise its share of the JV's profits.
Dependence On NOC As The End-customer	The JV's business is substantially dependent on a single NOC as the primary customer. Any deterioration in the relationship with the NOC, changes in the NOC's procurement policies, or termination of the maintenance contract could materially reduce or eliminate the revenues generated by the JV.
Regulatory And Licensing Risks In The UAE	The JV's operations are subject to UAE laws and NOC-specific regulations, including foreign ownership limitations, labour and employment laws, and health, safety, and environmental requirements. There is no assurance that the JV will obtain or maintain all required licenses, approvals, or permits to operate, and changes in the regulatory environment could impose additional costs, delays, or restrictions on the JV's activities.
No Assurance Of Long-term Renewal Of Contracts	There is no guarantee that the JV party will secure contract renewals or that SRJ will secure additional JV contracts with NOCs or other customers on similar or favourable terms, which could affect the sustainability of the JV's earnings contribution to the Company.
Potential For Increased Financial Commitments	While the Company is committing capital and operational support to the JVs, unanticipated funding requirements or working capital needs of the JVs could require the Company to contribute additional resources beyond initial expectations, which may not result in commensurate returns.

APPENDIX



ADDITIONAL SECURED BUSINESS YTD FY26

Whilst individually immaterial for ASX reporting purposes, except for the Super Major Class inspections, ACE UK continues to demonstrate commercial momentum with multiple new contracts and repeat orders from major operators

Air Control Entech Work Scopes (Purchase Orders)	Contract Status	Revenue Commencement
Advanced Robotic Inspections – North Sea		
- Oil & Gas Super Major for provision of class inspections*	Live	Q2 2026
- Multiple Class Inspection on North Sea FPSO	Live	Q3 2026
- Oil & Gas Super Major Emissions Quantification campaign	Live	Q2 2026
- North Sea Energy Operator tank inspections	Complete	Q1 2026
Advanced Robotic Inspections – UK Onshore		
- Oil & Gas Super Major Firewater tank inspections	Complete	Q1 2026
Advanced Robotic Inspections – Guyana		
- Multiple FPSO Operator tank inspections	Complete /Live	Q1 2026

* Announced 30 March 2026

ADDITIONAL SECURED BUSINESS YTD FY26

Whilst individually immaterial for ASX reporting purposes, collectively these orders further strengthen the sales pipeline and reinforce BoltEx®'s role as a dependable, industry-validated technology for rapid, safe, and cost-effective solution to manage flange integrity during “hot” bolt replacement activities.

BoltEx® Purchase Orders	Contract Status	Revenue Commencement
- Oil & Gas Super Major 1 (US & Far East)	Complete	Q1 FY26
- Oil & Gas Super Major 2 (US)	Complete	Q1 FY26
- Major European Gas Transmission Operator	Live	Q2 FY26
- Global Aerospace and Space exploration Company	Complete	Q1 FY26
- Offshore Asset Operator	Complete	Q1 FY26
- US Asset Integrity & Maintenance Service Provider	Live	Q2 FY26
- US Diversified Energy Company	Live	Q2 FY26
- Global Petrochemicals & Plastics Manufacturer	Live	Q2 FY26
- Australian LNG & Natural Gas Company	Complete	Q1 FY26
- Major international Industrial Services & Engineering group	Complete	Q1 FY26

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Use of proceeds

The Company is seeking to raise up to A\$2,570,564 (£1,357,001) under the Offer. The gross proceeds of the Offer are intended to be used in the following manner:

Use of funds	Amount (A\$'000)	Amount (GBP'000)
Contracting Project mobilisation and delivery working capital	1,010	534
ACE LLC - Asset integrity equipment, tooling, manpower and localisation	1,036	550
Offer Costs	241	128
Repayment of Shareholder Loan ¹	284	150
Total	2,571	1,362

¹ Relates to an unsecured shareholder loan of US\$200,000 advanced by BJS Robb Pty Ltd for general working capital and operational purposes. The loan accrues interest at 10% p.a. and is repayable following completion of a capital raising of no less than US\$500,000. 6% establishment fee applies payable in cash or capitalised and added to loan balance (at lender's discretion).

The above table is a statement of the Board's current intentions as at the date of this Prospectus. However, investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

In the event that the full amount sought under the Offer is not raised, certain activities may be scaled back, deferred or not undertaken, including a reduction in funds earmarked for 'Contracting Project mobilisation and delivery working capital'. This may result in a smaller number and/or reduced scale of projects being undertaken, relative to the level of working capital available for such projects, with proceeds applied in accordance with the Board's priorities at the relevant time.

5.2 Historical and pro forma financial position

The below table sets out the Company's audited consolidated statement of financial position as at 31 December 2025 together with an unaudited pro forma statement of financial position as at 31 December 2025 giving effect to the Offer (**Pro Forma Balance Sheet**).

The Pro Forma Balance Sheet is presented in an abbreviated form and does not contain all of the disclosures that are usually provided in the Company's Annual Report prepared in accordance with the applicable accounting standards (UK GAAP) and therefore cannot be expected to provide as full understanding of the financial position of the Company as a statement of financial position in the Annual Report.

The Pro Forma Balance Sheet as at 31 December 2025 has been derived from the Company's Full Year Report for the period ending 31 December 2025 which was released to the market on 31 March 2026.

The Pro Forma Balance Sheet is indicative only and is not intended to be a statement of the Company's current or future financial position.

The pro forma adjustments for the Offer are presented as if it had occurred on or before 31 December 2025 and are set out below:

- The completion of the Offer at the maximum raise of £1,357,001 (A\$2,570,564) and the resulting issue of 285,618,291 New CDIs at A\$0.009 per New CDI.

- After the deduction of the costs associated with the Offer, this will result in an increase in cash of approximately £1.234 million (A\$2.329 million).

	Reported 31 Dec 2025	Pro Forma Adjustments	Pro Forma 31 Dec 2025	Pro Forma 31 Dec 2025
	£'000	£'000	£'000	A\$'000
Fixed assets				
Intangible assets	9,165	-	9,165	17,292
Tangible assets	228	-	228	431
Total fixed assets	9,393	-	9,393	17,723
Current assets				
Inventory	82	-	82	155
Debtors	636	-	636	1,200
Cash and cash equivalents	610	1,230	1,840	3,472
Total current assets	1,328	1,230	2,558	4,827
Current liabilities				
Creditors < 1 year	(1,083)	-	(1,083)	(2,044)
Loans payable	(168)	-	(168)	(317)
Total current liabilities	(1,251)	-	(1,251)	(2,361)
Net current assets	77	1,230	1,307	2,466
Total assets less current liabilities	9,470	1,230	10,700	20,189
Non-current liabilities	(244)	-	(244)	(460)
Net assets	9,226	1,230	10,456	19,729
Shareholders' equity				
Issued share capital	124	17	141	266
Share premium account	31,492	1,213	32,705	61,708
Share based payment reserve	397	-	397	749
Translation reserve	(22)	-	(22)	(42)
Retained earnings	(22,763)	-	(22,763)	(42,948)
Non-controlling interest	(2)	-	(2)	(4)
Total Shareholder's equity	9,226	1,230	10,456	19,729

Notes:

1. 'Reported 31 Dec 2025' represents the consolidated audited balance sheet of the Company as at 31 December 2025.
2. Unless stated otherwise, all numbers have been presented in reporting currency, £'000 and prepared in accordance with the applicable accounting standards (UK GAAP)
3. GBP has been converted to AUD at 1.887

5.3 Capital structure

A table setting out the effect of the Offer on the capital structure of the Company is set out below:

	As at the Prospectus Date	On completion of the Offer ¹	On completion of the Offer (fully diluted) ¹
CDIs²	1,414,381,709	1,700,000,000	1,932,049,000
Options³	182,049,000	232,049,000	0

¹ Assumes the maximum raise of approx. A\$2.57m.

² Table prepared on the basis that all Shares are held as CDIs.

³ Assumes the 50,000,000 Adviser Options are approved by Shareholders at the AGM and issued on completion of the Offer.

5.4 Effect on control

5.4.1 Potential Dilution

The number of securities which may be issued under the Offer is set out below, based on the maximum raise of approximately A\$2.57m and a raise of A\$1.7m (for illustrative purposes only). The actual number of New CDIs that will be issued under the Offer will depend on the level of demand.

Offer	Maximum A\$2.57m raise			A\$1.7m raise		
	No. of securities	% of CDIs at Completion (undiluted)	% of CDIs at Completion (fully diluted) ³	No. of securities	% of CDIs at Completion (undiluted)	% of CDIs at Completion (fully diluted) ³
Offer – New CDIs¹	285,618,291	16.8%	14.8%	188,888,889	11.8%	10.3%
Adviser Options²	50,000,000	2.9%	2.6%	50,000,000	3.1%	2.7%

¹ Table prepared on the basis that all Shares are held as CDIs.

² Subject to shareholder approval

³ Fully diluted assumes all existing options being vested and exercised.

5.4.2 Substantial Securityholders

The below table sets out the number of CDIs held by substantial Securityholders (Securityholders who hold relevant interests in 5% or more of the voting shares) of the Company before and after the Offer, assuming all Shares are held as CDIs.

Securityholder	Number of CDIs at the date of this Prospectus	Voting power at date of Prospectus	Number of CDIs following completion of Offer ²	Voting power following completion of Offer (undiluted) ²
Jindabyne Capital Pty. Ltd.	178,068,683	12.6%	178,068,683	10.5%
Regal Funds Management Pty. Ltd.	114,133,907	8.1%	114,133,907	6.7%
CURRAWEEENA Pty Ltd	78,661,618	5.6%	78,661,618	4.6%

Kieran Hope¹	85,743,572	6.1%	85,743,572	5.0%
--------------------------------	------------	------	------------	------

¹ Mr Kieran Hope, the founder of the Company's ACE business and who is no longer employed by the Group, currently holds approximately 6.1% of the CDIs. Mr Hope has indicated an intention to sell some or all of his stake when the CDIs are released from voluntary escrow in August 2026.

² Assumes the maximum raise of approx. \$2.57m and that none of these substantial Securityholders participate in the Offer.

5.5 Rights and liabilities attaching to CDIs

The CDIs issued under the Offer will be fully paid CDIs and will rank pari passu with the CDIs currently on issue.

5.6 Memorandum and Articles of Association

A summary of the Company's securities and provisions of its Memorandum and Articles of Association (as those documents have been amended) is set out below. A copy of the Company's Memorandum and Articles of Association can be inspected during office hours at the registered office of the Company and Securityholders have the right to obtain a copy of the Company's Memorandum and Articles of Association, free of charge. This summary is not intended to be exhaustive.

General

The rights attaching to ownership of the Shares are detailed in the Articles of Association and, in certain circumstances, regulated by the Jersey Companies Law, the ASX Listing Rules, the ASX Settlement Operating Rules and the general law.

The following is a broad summary of the more significant rights, privileges and restrictions attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders in the Company. To obtain such a statement, you should seek independent legal advice.

Objects

The Memorandum of Association of the Company does not contain an objects clause, and the Company's objects are therefore unrestricted.

Share Capital

The share capital of the Company is £100,000 divided into 1,700,000,000 ordinary shares with a par value of £0.0000588 each.

Resolutions

A two-thirds majority of Shareholders present and entitled to vote at a general meeting of the Company is required to pass a special resolution.

A simple majority of Shareholders present and entitled to vote at a general meeting of the Company is required to pass an ordinary resolution.

Anti-takeover provisions

As a foreign company registered in Australia, the Company will not be subject to Chapters 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holders and takeovers).

5.7 Rights attaching to Shares

Voting Rights

Subject to the Jersey Companies Law and to any rights or restrictions attached to any shares, on a show of hands every Shareholder present in person or by proxy has one vote, and where a proxy has been appointed by more than one Shareholder, such proxy shall have one vote for each Shareholder.

On a poll, every Shareholder present in person or by proxy has one vote for every share of which he is a holder. If more than one of the joint holders of a share tenders a vote on the same resolution, whether in person or by proxy, the vote of the joint holder named first in the register of members shall be accepted to the exclusion of the vote(s) of the other joint holders.

Dividends

Subject to the provisions of the Jersey Companies Law, the Company may, by ordinary resolution, declare a dividend to be paid to the Shareholders, according to their respective rights and interests. No dividend shall exceed the amount recommended by the Board.

Subject to the provisions of the Jersey Companies Law, the Board may pay interim dividends.

Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide all dividends shall be declared and paid according to the Shareholder's holding of Shares.

Authority to allot shares; no pre-emption rights

The Board may exercise all of the powers of the Company to allot and issue shares up to the limit of the authorised share capital. No pre-emption rights apply on the allotment and/or issue of Shares.

Return of capital on winding up

On a winding up, assets available for distribution among the members must be applied first in repaying members the amount paid up (as to par but not any premium) on their shares respectively and, if there is any balance remaining, it must be distributed to members in proportion to each member's holding of shares at the start of the winding up.

If the Company is wound up, the directors or the liquidator (as the case may be) may, with the sanction of a special resolution of the Shareholders and any other sanction required by law divide among the Shareholders all or any part of the non-cash assets of the Company.

Transfer of certificated shares

Subject to the Articles of Association, any Shareholder may transfer a certificated share by instrument of transfer in any usual form, or in such other form as the Board may approve and which shall be signed by or on behalf of the transferor and (in the case of a share which is unpaid or not fully paid) by or on behalf of the transferee.

The Board may refuse to register any transfer of a certificated share which would result in a breach of the ASX Listing Rules.

Variation of rights

Unless otherwise stated in their terms of issue, the rights attached to a class of shares may only be varied:

- by special resolution of members of that class; or
- by a consent in writing signed by or on behalf of holders of two thirds of the issued shares of that class

Unless otherwise expressly provided by the rights attached to any class of shares those rights shall not be deemed to be varied by the creation or issue of further shares ranking after or equally with them.

General Meetings

Annual general meetings

An annual general meeting of the Company must be held in each year (in addition to any other meetings which may be held in that year) and such meeting must be specified as the annual general meeting. The Board will determine the place(s) and time of the annual general meeting, subject to the provisions of the Jersey Companies Law.

If it is anticipated that a meeting will be conducted as an electronic general meeting or a combined physical and electronic general meeting, the notice of meeting shall state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

General Meetings

The Board may convene a general meeting. The Board must also convene a general meeting on receipt of a requisition by Shareholders (representing at least 10% of the paid up share capital of the Company) or, in default, a general meeting may be convened by such requisitions, as provided by the Articles.

Length and Form of Notice

An annual general meeting and all other general meetings of the Company must be called by at least 14 days' notice. Notice will be given to such Shareholders as are, under the Articles, entitled to receive such notices from the Company and to the Directors and the auditors of the Company.

Notices

Subject to Jersey law (and other rules applicable to the Company), any notice, document or information to be sent or supplied by the Company to a director or Shareholder may be sent or supplied in hard copy form, in electronic form or by means of a website.

In the case of joint holders of a share, a notice, document or information shall be validly sent or supplied to all joint holders if sent or supplied to the joint holder who is named first in the register.

Directors

Appointment of Directors

Any person who is willing to act as a director, and is not disqualified by law from being a director of a company, may be appointed to be a director:

- by ordinary resolution; or
- by a decision of the directors.

Any appointment of a director may be either to fill a vacancy or as an additional director.

Retirement of Directors

A director (excluding the managing director) must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

At each annual general meeting one-third of the directors (except for the managing director) or, if their number is not three or a multiple of three then the number nearest but not exceeding one-third, shall retire from office by rotation.

Termination of director's appointment

A director will cease to hold office if the director:

- is prohibited or disqualified from being a director by law;
- is declared bankrupt in any jurisdiction;
- makes any arrangement or composition with the director's creditors generally;
- in the opinion of a registered medical practitioner given to the Company in writing, becomes incapacitated and incapable of acting as a director and may remain incapacitated for more than three months;
- resigns from office by notice in writing to the Company and the resignation has taken effect in accordance with its terms; or
- is removed from office by ordinary resolution.

Size of Board and Board Vacancies

Unless and until otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum, but shall not be less than three. At the date of this Prospectus no such resolution has been passed by the Company.

Remuneration of non-executive directors

Unless otherwise determined by ordinary resolution of the holders of ordinary shares in accordance with the ASX Listing Rules, the maximum aggregate amount of directors' fees per annum that may be paid to non-executive directors for their services as directors shall be A\$500,000.

Director indemnity and insurance

Indemnity: To the fullest extent permitted by the Jersey Companies Law, every present and former officer of the Company is to be indemnified out of the assets of the Company against any loss or liability incurred by the officer by reason of being or having been an officer of the Company.

Insurance: The directors may, at the expense of the Company, purchase and maintain insurance for the benefit of any officer of the Company in respect of any loss or liability incurred by the officer by reason of being or having been an officer of the Company.

Amendment of Articles of Association

In accordance with the Jersey Companies Law, the Company may only amend its articles of association by special resolution.

5.8 CHESS Depository Interests

Details of CDIs and the key differences between holding CDIs and holding the underlying Shares are set out below:

What are CDIs?	In order for the Shares to trade electronically on the ASX, the Company intends to participate in the electronic transfer system known as CHESS operated by ASX Settlement. CHESS cannot be directly used for the transfer of securities of companies domiciled in certain foreign jurisdictions, such as Jersey. Accordingly, to enable the Shares to be cleared and settled electronically through CHESS, the Company intends to issue depository interests called CHESS Depository Interests or CDIs.
-----------------------	---

	CDIs confer the beneficial ownership in foreign securities such as the Shares on the CDI holder, with the legal title to such Shares being held by an Australian depositary nominee.
Who is the depositary nominee and what do they do?	The Company has appointed CDN, a subsidiary of the ASX, and an approved general participant of ASX Settlement to act as its Australian depositary. CDN will hold legal title to the Shares on behalf of CDI holders. CDN will receive no fees for acting as the depositary for the CDIs.
What registers will be maintained recording your interests?	The Company will operate a certificated principal register of Shares in Jersey and an uncertificated issuer sponsored sub-register of CDIs and an uncertificated CHESS sub-register of CDIs in Australia. The Company's uncertificated issuer sponsored sub-register of CDIs and uncertificated CHESS sub-register of CDIs will be maintained by the Share Registry in Australia. The principal register of Shares in Jersey is the register of legal title and will record the legal ownership by CDN of the Shares underlying the CDIs. The two uncertificated sub-registers of CDIs combined will make up the register of beneficial ownership in the Shares underlying the CDIs.
How is local and international trading in CDIs affected?	CDI holders who wish to trade their CDIs will be transferring the beneficial interest in the Shares rather than the legal title. The transfer will be settled electronically by delivery of the relevant CDI holdings through CHESS. In other respects, trading in CDIs is essentially the same as trading in other CHESS approved securities, such as shares in an Australian company.
What is the CDI:Share ratio?	One CDI will represent an interest in one Share.
How do CDI holders convert from a CDI holding to a direct holding of Shares on the Jersey principal register?	CDI holders who wish to convert their ASX listed CDIs to Shares to be held on the Jersey register can do so by instructing the Company's Share Registry either: <ul style="list-style-type: none"> • directly in the case of CDIs on the issuer sponsored sub-register operated by the Company. CDI holders will be provided with a request form entitled "CDI cancellation" for completion and return to the Company's Share Registry; or • through their sponsoring participant (usually their broker) in the case of CDIs which are sponsored on the CHESS sub-register. In this case, the sponsoring broker will arrange for completion of the relevant form and its return to the Company's Share Registry. <p>The Company's Share Registry will then arrange for the Shares to be transferred from CDN into the name of that holder and a new share certificate will be issued. This will cause the Shares to be registered in the name of the holder on the Company's principal share register in Jersey and trading on the ASX will no longer be possible. The Shares are not and will not in the near future be quoted on any other market.</p> <p>The Company's Share Registry will not charge an individual security holder or SRJ a fee for transferring CDI holdings into Shares (although a fee will be payable by market participants). It is expected that this process will be completed with 24 hours, provided that the Share Registry is in receipt of a duly completed and valid CDI cancellation request form. However, no guarantee can be given about the time for this conversion to take place.</p> <p>If holders of Shares wish to convert their holdings to CDIs, they can do so by contacting the Company's Share Registry in Jersey. The Company's Share Registry in Jersey will not charge a fee to a holder of Shares seeking to convert the Shares to CDIs (although a fee will be payable by market participants).</p>
What are the voting rights of a CDI holder?	If holders of CDIs wish to attend and vote at the Company's general meetings, they will be able to do so. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Shares unless relevant Jersey law at the time of the meeting prevents CDI holders from attending those meetings.

	<p>In order to vote at such meetings, CDI holders have the following options:</p> <ul style="list-style-type: none"> • instructing CDN, as the legal owner, to vote the Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or proxy statement for the meeting and this must be completed and returned to the Company's Share Registry prior to the meeting; or • informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to the Shares underlying their CDIs for the purposes of attending and voting at the general meeting; or • converting their CDIs into a holding of Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on the ASX it would be necessary to convert their holding of Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting. See above for further information regarding the conversion process. <p>As holders of CDIs will not appear on the Company's share register as the legal holders of the Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken.</p> <p>As each CDI represents an interest in one Share, a CDI holder will be entitled to one vote for every CDI they hold.</p> <p>CDI voting instruction forms and details of these alternatives will be included in each notice of meeting sent to CDI holders by the Company.</p> <p>These voting rights exist only under the ASX Settlement Operating Rules, rather than under the Companies (Jersey) Law 1991. Since CDN is the legal holder of applicable Shares, the holders of CDIs do not have any directly enforceable rights under the Company's Articles of Association or Memorandum of Association.</p>
<p>What dividend and other distribution entitlements do CDI holders have?</p>	<p>Despite legal title to the Shares being vested in CDN, the ASX Settlement Operating Rules provide that CDI holders are to receive all economic benefits and other entitlements in relation to the underlying Shares, including dividends and other entitlements which attach to the underlying Shares. These rights exist only under the ASX Settlement Operating Rules (which have the force of law by virtue of the Corporations Act), rather than under the Companies (Jersey) Law 1991.</p> <p>Whilst the Company does not anticipate declaring any dividends in the foreseeable future, should it do so in the longer term, the Company will declare any dividends in GBP as that is its main functional currency. In that event, the Company will pay any dividend in AUD by default to CDI holders, or in GBP if elected by the CDI holder. If the CDI holder wishes to receive dividends in GBP they must complete an appropriate form and return it to the Company's Share Registry, no later than the close of business on the dividend record date.</p>
<p>What corporate action entitlement (such as rights issues and bonus issues) do CDI holders have?</p>	<p>CDI holders receive all direct economic and other entitlements in relation to the underlying Shares. These include entitlements to participate in rights issues, bonus issues and capital reductions. These rights exist only under the ASX Settlement Operating Rules, rather than under the Companies (Jersey) Law 1991.</p>
<p>What rights do CDI holders have in the event of a takeover?</p>	<p>If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder, under the ASX Settlement Operating Rules, CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI holder. CDN must ensure that the offeror processes the takeover acceptance of a CDI holder if such CDI holder instructs CDN to do so.</p> <p>These rights exist only under the ASX Settlement Operating Rules, rather than under the Companies (Jersey) Law 1991.</p>

What notices and announcement will CDI holders receive?	CDI holders will receive all notices and company announcements (such as annual reports) that Shareholders are entitled to receive from the Company. These rights exist only under the ASX Settlement Operating Rules, rather than under the Companies (Jersey) Law 1991.
What rights do CDI holders have on liquidation or winding up?	In the event of the Company's liquidation, dissolution or winding up, a CDI holder will be entitled to the same economic benefit in respect of their CDIs as holders of Shares. These rights exist only under the ASX Settlement Operating Rules, rather than under the Companies (Jersey) Law 1991.
Will CDI holders incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares?	A CDI holder will not incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares.
Where can further information be obtained?	<p>For further information in relation to CDIs and the matters referred to above, please refer to the ASX website and the documents entitled:</p> <ul style="list-style-type: none"> • Understanding CHESD Depositary Interests at: http://www.asx.com.au/documents/settlements/CHESD_Depositary_Interests.pdf; and • ASX Guidance Note 5 at: http://www.asx.com.au/documents/rules/gn05_chesd_depository_interests.pdf, <p>or contact your stockbroker or the Offer Information Line.</p>

6 ADDITIONAL INFORMATION

6.1 Nature of this Prospectus

This Prospectus is a prospectus to which the special content rules under section 713 of the Corporations Act apply. Section 713 allows the issue of a more concise prospectus for offers of:

- securities in a class which have been continuously quoted by ASX for the three months prior to the date of the prospectus; or
- options over such continuously quoted securities.

CDIs in the Company have been continuously quoted by ASX for the three months prior to the date of this Prospectus. The information in this Prospectus principally concerns the terms and conditions of the Offer and the information that investors and their professional advisers would reasonably require to make an informed assessment of:

- the effect of the Offer on the Company; and
- the rights and liabilities attaching to the New CDIs.

This Prospectus contains this information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all the information that would be included in a prospectus for an initial public offering of shares.

The Company, since listing, has provided ASX with a substantial amount of information regarding its activities. That information is publicly available. Securityholders and other investors should read this Prospectus in conjunction with that publicly available information before making an investment decision.

No party other than SRJ has authorised or caused the issue of the information in this Prospectus, or takes any responsibility for, or makes any statements, representations or undertakings in, this Prospectus.

6.2 Reporting and disclosure obligations

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. These obligations require ASX to be notified periodically and on a continuous basis of information about specific events and matters as they arise for the purpose of ASX making the information available to the financial market operated by it.

In particular, the Company has an obligation under the ASX Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information concerning the Company, of which it becomes aware, which a reasonable person would expect to have a material effect on the price or value of the Company's securities. The Company is also required to prepare and lodge with ASIC and ASX both yearly and half-yearly financial statements accompanied by a Directors' declaration and report, and an audit or review report.

6.3 Availability of other documents

ASX maintains records of company announcements for all companies listed on ASX. The Company's announcements may be viewed on the ASX website (www.asx.com.au). ASIC also maintains records in respect of documents lodged with it by the Company, and these may be obtained from or inspected at any office of ASIC. The Company will provide a copy of any of the following documents, free of charge, to any person who requests a copy:

- the Annual Report lodged with ASIC and given to ASX by the Company for the year ended 31 December 2025; and

- any continuous disclosure notice given by the Company to ASX (being any document used to notify ASX of information relating to the Company under the continuous disclosure provisions of ASX Listing Rules and the Corporations Act) after the date of release to ASX of the Annual Report referred to above and before lodgement with ASIC of this Prospectus. Details of these notices are as follows:

Date	Title of announcement
30 April 2026	Quarterly Activities Report Q1 2026
20 April 2026	Three-year Contract to Deliver Robotic Inspection
14 April 2026	Update Regarding Cleansing Notices
14 April 2026	Secures Multi-Year SLA with Divetech Across AD Ports Group
31 March 2026	Notification of cessation of securities – SRJ
31 March 2026	Corporate Governance Statement
31 March 2026	Appendix 4G
31 March 2026	Annual Report to shareholders

All requests for copies of the above documents should be addressed to:

Company Secretary
 SRJ Technologies Group Plc
 Level 17, 221 St Georges Terrace
 Western Australia, Perth, 6000

Certain documents are also available on the Company's website, <https://www.srj-technologies.com/>.

At the date of this Prospectus, save as disclosed in this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the ASX Listing Rules and which the Board considers would be reasonably required in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to New CDIs in the Company.

6.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus:

- No Director or proposed Director has, or has had in the two years before lodgement of this Prospectus, an interest in:
 - the formation or promotion of the Company;
 - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
 - the Offer.
- No amounts, whether in cash or New CDIs or otherwise, have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director either to induce them to become, or to qualify them as, a Director, or otherwise for services rendered by them in connection with:
 - the promotion or formation of the Company; or

- the Offer (or any of its components).

As at the date of this Prospectus and immediately following the Offer, the Directors have the following relevant interests in issued securities of the Company:

Directors	Number of CDIs	Number of options	% of CDIs at the date of this Prospectus	% of CDIs at Completion (fully diluted) ¹
George Gourlay ²	0	35,000,000	0	0
Giles Bourne	3,871,612	0	0.3%	0.2%
Roger Smith ³	2,212,570	7,800,000	0.2%	0.1%
Jason De Silveira	205,590	0	0.0%	0.0%

¹ Assumes the maximum raise of approx. A\$2.57m.

² Comprises of 7,000,000 exercisable at A\$0.00 per option (service-based options), 7,000,000 exercisable at A\$0.02 per option, 9,000,000 exercisable at A\$0.03 per option and 12,000,000 exercisable at A\$0.04 per option. 28,000,000 of these options are subject to achievement of specified performance hurdles.

³ Comprises of: (a) 2,500,000 exercisable at A\$0.115 per option which will lapse on 12 November 2026. If exercised before this date, the ordinary shares/CDIs issued will remain in escrow until 12 November 2026; and (b) 5,300,000 exercisable at A\$0.00 per option (service-based options) which will lapse on 19 December 2028.

6.5 Consents

Each of the following parties has given and has not, before the issue of this Prospectus, withdrawn its written consent to being named in the Prospectus and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent.

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the New CDIs), the Directors of the Company, any underwriters, persons named in the Prospectus with their consent as having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading or deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and any statement or report included in this Prospectus with the consent of that party as described below:

- Peloton Capital Pty Ltd has consented to being named as a Joint Lead Manager to the Offer, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Peloton Capital Pty Ltd;
- AE Advisors Group Pty Ltd has consented to being named as a Joint Lead Manager to the Offer, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by AE Advisors Group Pty Ltd; and
- Maddocks has consented to being named in the Corporate Directory of this Prospectus as the Australian legal adviser to the Company, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Maddocks.

6.6 Interests of advisers and costs of the Offer

Other than as set out below or elsewhere in this Prospectus, no adviser involved in the preparation of this Prospectus (nor any firm in which any adviser is a partner), has held at any time in the past two years any interests in:

- the formation or promotion of the Company;

- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer (or any component of it) itself.

In addition, other than as set out below, no amounts (whether in cash, New CDIs or otherwise) have been paid or agreed to be paid and no benefits have been given or agreed to be given to any adviser (or any firm in which the adviser is a partner) for services rendered by the adviser, or the adviser's firm in connection with the promotion or formation of the Company or in connection with the Offer (or any component of it):

- Peloton Capital Pty Ltd and AE Advisors Group Pty Ltd have acted as Joint Lead Managers to the Offer. In relation to these services, the Company has agreed to pay the Joint Lead Managers the fees set out in Section 3.9 of this Prospectus; and
- Maddocks has acted as Australian legal advisers to the Company in relation to this Prospectus and the Offer. In aggregate, the Company has paid or agreed to pay A\$75,000 (plus disbursements) for these services to the date of this Prospectus. Further amounts may be paid to Maddocks in accordance with their usual time-based charge out rates.

6.7 Not investment advice or financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. SRJ is not licensed to (and does not) provide financial product advice in respect of the New CDIs.

The information in this Prospectus does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for New CDIs, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the New CDIs the subject of the Offer. If, after reading this Prospectus, you have any questions about the Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

6.8 Foreign jurisdictions

The information in this Prospectus has been prepared to comply with the applicable requirements of the securities laws of Australia.

The information in this Prospectus does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Offer, the New CDIs or otherwise permit a public offering of the New CDIs in any jurisdiction outside of Australia.

The distribution of this Prospectus (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Prospectus, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

6.8.1 United States

This Prospectus and any material accompanying it may not be released or distributed in the United States. This Prospectus and any material accompanying it does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New CDIs have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The New CDIs may not be offered or sold in the United States except in transactions exempt from, or not subject to the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The New CDIs to

be offered and sold to Applicants under the Offer will only be offered and sold in 'offshore transactions' (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with regulations thereunder.

6.8.2 Jersey

The Company has obtained a standing consent under the Control of Borrowing (Jersey) Order 1958 permitting the issue of an unlimited number of shares. By virtue of its listing on a recognised stock exchange, issuances of shares (including placements) do not require prior approval from the Jersey Financial Services Commission, subject to ongoing beneficial ownership notification requirements.

This Offer is only being made to selected investors only and does not constitute an offer to the public in Jersey. Accordingly, no prospectus has been prepared or approved under the Companies (General Provisions) (Jersey) Order 2002.

If you are in any doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this Prospectus are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the Prospectus, whether of facts or of opinion. All of the directors accept responsibility accordingly.

It should be remembered that the price of securities and the income from them can go down as well as up.

6.9 Litigation and Claims

So far as the Directors are aware, there is no current or threatened litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company (or any other member of the Group) is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company or the Group.

6.10 Past performance

Past performance and pro-forma historical financial information given in this Prospectus is provided for illustrative purposes only and is not, and should not be relied upon as, an indication of future performance. The historical information in this Prospectus is, or is based upon, information that has been released to the market. For further information, please see past announcements released to ASX.

6.11 Consents to lodgement of this Prospectus

Each Director of the Company has consented, and not withdrawn their consent, to the lodgement of this Prospectus with ASIC as required by section 720 of the Corporations Act.

7 GLOSSARY

Term	Meaning
ACE	Air Control Entech Ltd, a subsidiary of the Company
Adviser Options	50,000,000 unlisted options to be offered and issued to the Joint Lead Managers referred to in further detail in Section 3.10
AIM	Asset Integrity Maintenance
Applicant	A person who submits a valid Application Form pursuant to this Prospectus.
Application	An application for New CDIs under this Prospectus.
Application Form	The application form forming part of the confirmation letter provided by the Joint Lead Managers accompanying this Prospectus for investors to apply for New CDIs under the Offer
Application Monies	The monies paid by Securityholders for New CDIs under the Offer
Articles of Association	The articles of association of the Company
ASIC	Australian Securities and Investments Commission
ASX or Australian Securities Exchange	ASX Limited (ABN 98 008 624 691), or the financial market operated by it, as the context requires
ASX Listing Rules	The official listing rules of ASX, as amended or waived from time to time
ASX Settlement	ASX Settlement Pty Limited (ABN 49 008 504 532)
ASX Settlement Operating Rules	The operating rules of ASX Settlement, and to the extent they are applicable, the operating rules of each of ASX and ASX Clear Pty Limited ABN 48 001 314 503
AUD, A\$, \$ or Australian dollar or cent	The lawful currency of the Commonwealth of Australia cent Australian Accounting Standards
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretations
BD CDIs	The 5,810,000 CDIs issued by the Company on 19 December 2025 to an entity nominated by Mr Ben Donovan, as consideration for services provided by Mr Donovan to the Company
Board	The board of directors of the Company from time to time
CDI	CHESS Depository Interest representing a Share
CDN	CHESS Depository Nominees Pty Limited
CHESS	Clearing House Electronic Subregister System operated in accordance with the Corporations Act
Closing Date	The date on which the Offer closes, being 5:00 pm (AEDST) on 4 May 2026

Company or SRJ	SRJ Technologies Group plc ARBN 642 229 856
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director or Directors	A member of the board of directors of the Company from time to time
Director CDIs	The 3,500,000 CDIs issued by the Company on 20 February 2026 to a non-executive director of the Company
EBITDA	Earnings before interest, taxes, depreciation and amortization
Expiry Date	1 June 2027 being the date which is 13 months after the Lodgement Date, after which date no New CDIs will be issued under this Prospectus
Group	SRJ and its subsidiaries
Investor Presentation	The investor presentation with respect to the Offer as set out in Section 4
Jersey Companies Law	Companies (Jersey) Law 1991
Joint Lead Managers	Peloton Capital Pty Ltd (ACN 149 540 018, AFSL 406040) and AE Advisors Group Pty Ltd (ACN 696 413 448, Authorised Rep No. 001320610 of Adelaide Equity Partners Limited AFSL 313143)
Joint Lead Manager Mandate	The agreement between the Company and the Joint Lead Managers dated 30 April 2026 referred to in further detail in Section 3.9
JV	The joint venture established between the Company and its UAE-based strategic partners for the purpose of executing asset integrity maintenance contracts in the Middle East.
Lodgement Date	1 May 2026, being the date this Prospectus is lodged with ASIC
Management	Senior management of the Company
Marine Class Societies	Organisations which develop and apply technical standards for the design, construction and survey of ships and which carry out surveys and inspections on board ships
Memorandum of Association	The memorandum of association of the Company
New CDIs	The fully paid CHESSE Depositary Interests representing underlying fully paid ordinary shares in the Company offered under the Offer which will rank equally with existing CDIs from the date of issue
NOC	National Oil Company
Offer	The offer of 285,618,291 New CDIs under this Prospectus
Offer Information Line	The information phone line for the Offer being +61 7 3334 4851
Offer Price	The price payable for a New CDI under the Offer, being A\$0.009 per New CDI
Pro Forma Balance Sheet	Has the meaning given in Section 5.2
Prospectus	This prospectus prepared by the Company in accordance with the special content rules under section 713 of the Corporations Act in respect of Offer

Security or Securities	A Share, option or other security issued by the Company, including the New CDIs offered under the Offer
Securityholder	A holder of Shares or CDIs
Share	A fully paid ordinary share in the Company
Shareholder	The registered holder of a Share
Share Registry	Computershare Investor Services Pty Limited
UK GAAP	United Kingdom Generally Accepted Accounting Practice
US Securities Act	United States Securities Act of 1933, as amended

Corporate directory

Board of Directors & Company Secretary

George Gourlay (Non-Executive Chair)
Giles Bourne (Non-Executive)
Jason De Silveira (Non-Executive)
Roger Smith (Non-Executive)
Ben Donovan (Company Secretary)

Corporate address of Directors & Company Secretary

La Quai House
Le Quai D'Auvergne
St Helier, Jersey JE2 3TN
Ph: +44 (0) 1534 626 818
Email: info@srj-technologies.com

Stock exchange listing

SRJ is listed on ASX (code 'SRJ')

Website

www.srj-technologies.com

Australian legal adviser

Maddocks
Level 10
33 Alfred Street
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty Limited
Level 17, 221 St Georges Terrace
Perth WA 6000