

Notice of General Meeting

The following documents will be sent to shareholders on 7 May 2026 in relation to the General Meeting of Complii FinTech Solutions Limited (CF1:ASX) to be held on Monday, 8 June 2026 at 10:30 am (AEST):

1. Letter to Shareholders regarding the Notice of Meeting
2. Notice of Meeting
3. Proxy Form.

This announcement is authorised to be given to ASX by Craig Mason (Executive Chairman) and Alison Sarich (Managing Director) on behalf of the Board of Complii Fintech Solutions Limited.

- ENDS -

For more information please contact:



Craig Mason
Executive Chairman

0437 444 881
investors@complii.com.au



Alison Sarich
Managing Director

(02) 9235 0028
investors@complii.com.au

7 May 2026

Dear Shareholder,

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting (**Meeting**) of Shareholders of Complii FinTech Solutions Ltd (ACN 098 238 585) (**Company**) will be held as follows:

Time and date: 10:30am (AEST) on 8 June 2026
Location: Level 8, 8 Spring Street, Sydney NSW 2000

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://complii.com.au/for-shareholders/asx-announcements/>; and
- the ASX market announcements page under the Company's code "CF1".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting and the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

Online: www.registrydirect.com.au/investor
By mail: PO Box 572, Sandringham, Victoria 3191
By email: vote@registrydirect.com.au
By fax: +61 3 9111 5652
By mobile: Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 10:30am (AEST) on 6 June 2026 being not less than 48 hours before the commencement of the Meeting. **Any proxy voting instructions received after that time will not be valid for the Meeting.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Yours faithfully,

COMPLII FINTECH SOLUTIONS LTD

Karen Logan
Company Secretary

COMPLII FINTECH SOLUTIONS LTD

ACN 098 238 585

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30am (AEST)

DATE: 8 June 2026

PLACE: Level 8, 8 Spring Street Sydney NSW 2000

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

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

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company via email at investors@complii.com.au.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEST) on 5 June 2026.

Notice of General Meeting

Notice is hereby given that a General Meeting (**Meeting**) of Complii FinTech Solutions Ltd will be held at 10.30am (AEST) on 8 June 2026.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting is given to those entitled to receive it by use of one or more technologies. A Shareholder may elect to receive a hard copy of this Notice of Meeting from the Company. The Notice of Meeting is also available on the ASX Market Announcements Platform and on the Company's website (<https://complii.com.au/>).

BUSINESS OF THE MEETING

AGENDA

1. Resolution 1: Approval to issue Convertible Notes to Unrelated Parties

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 60,000,000 Convertible Notes each with a face value of \$0.025, and the Conversion Shares to be issued on conversion of the Convertible Notes, to the Unrelated Party Recipients, on the terms and conditions in the Explanatory Statement.'

2. Resolution 2: Approval to issue Convertible Notes to Related Parties

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,000,000 Convertible Notes each with a face value of \$0.025, the number of Shares to be issued on conversion of the Convertible Notes, to the Related Party Recipients, on the terms and conditions in the Explanatory Statement.'

By order of the Board

Karen Logan
Company Secretary
7 May 2026

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolutions included in the Notice and set out below by or on behalf of the persons named in the table below.

Resolution 1: Ratification of issue of Convertible Notes to Unrelated Parties	A person or an associate of such person who participated in, or who has obtained a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 2: Approval to issue Convertible Notes to Related parties	The Related Party Recipients, being the person who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

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

Voting by proxy

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

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

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Proxy appointments must be received by the Company by no later than 10:30 am (AEST) on 3 June 2026.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but the Company and/or representatives from the Share Registry will need to verify your identity. You can register from 10:00am (AEST) on the day of the Meeting.

Voting in person

To vote in person, attend the Meeting at the following time, date and place:

Time: 10:30 am (AEST)

Date: 8 June 2026

Place: Level 8, 8 Spring Street Sydney NSW 2000

The Company strongly encourages Shareholders to lodge a directed proxy vote online or in accordance with the instructions on the Proxy Form regardless of whether they intend to attend the Meeting.

Questions

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting and no later than 10am on 29 May 2026 by email to the Company (investors@complii.com.au).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company via email at investors@complii.com.au.

EXPLANATORY STATEMENT

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

1. GENERAL

1.1 Background

On 4 March 2026 the Company announced that it had entered into a Convertible Note Deed Poll (**Deed Poll**) for the issues of up to 80,000,000 convertible notes (**Convertible Notes**) with a face value of \$0.025 to sophisticated investors, professional investors, and Directors of the Company (or their nominee) (**Noteholders**) for a total subscription price of up to \$2,000,000.00. On 20 March 2026, the Company issued a cleansing statement in relation to the Convertible Notes issued to sophisticated investors, and professional investors. The Convertible Notes will be issued in two tranches, as follows:

Details	Number Of Notes
Tranche 1 Convertible Notes	60,000,000
Tranche 2 Convertible Notes	20,000,000

Each Convertible Note converts into one Share at conversion (**Conversion Shares**).

Resolution 1 seeks the ratification of 60,000,000 Convertible Notes issued to Unrelated Parties on 20 March 2026, which are convertible into a total of 60,000,000 Shares. Resolution 2 seeks approval for the issue of 20,000,000 Convertible Notes to Related Parties, which, subject to Shareholders approval, will be convertible into a total of 20,000,000 Shares.

1.2 Dilution and effect on capital structure

The issue of the Convertible Notes will have a diluting effect on the percentage of existing Shareholders' holdings if the Convertible Notes are converted and the Conversion Shares are issued.

The maximum dilutionary effect based on the Conversion Price of \$0.025, assuming conversion occurs on the Maturity Date, is set in the following table:

[Table comments on next page]

	Shares	Convertible Notes	Dilution to shareholders
Securities on issue of Convertible Notes			
Existing securities	603,268,205		
Resolutions 1 and 2: Convertible Notes issued		80,000,000	
Securities issued on conversion			
Resolution 1: Conversion Shares issued to Unrelated Parties		60,000,000	9.95%
Conversion Shares issued to Unrelated Parties for accrued interest		15,264,000	2.53%
Resolution 2: Conversion Shares issued to Related Parties		20,000,000	3.31%
Conversion Shares issued to Related Parties for accrued interest		4,416,000	0.73%
Total		99,680,000	16.52%

The Company notes that interest accrued on the Convertible Notes that remains unpaid on the Maturity Date may also be converted into Conversion Shares, having a further dilutionary effect.¹

The Table above assumes there are no other changes to the number of shares on issue and no performance rights are exercised or converted.

¹ If the accrued interest on the Tranche 1 Convertible Notes remains unpaid until the Maturity Date and is converted into Conversion Shares, a total of 15,264,000 Conversion Shares may be issued. If the accrued interest on the Tranche 2 Convertible Notes remains unpaid until the Maturity Date (assuming an issue date of 20 June 2026, being the last date that the Tranche 2 Convertible Notes can be issued if Resolution 2 is passed), and is converted into Conversion Shares, a total of 4,416,000 Conversion Shares may be issued.

1.3 Listing Rules

(a) Listing Rule 7.4

Listing Rule 7.4 permits a listed company at a general meeting to subsequently approve an issue of, or agreement to issue, securities made without prior Shareholder approval under Listing Rule 7.1.

(b) Listing Rule 7.1

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

The exceptions included in Listing Rule 7.1 do not apply to the issue of the Convertible Notes proposed under Resolution 1. Resolution 1 therefore seeks Shareholder approval for the purposes of Listing Rule 7.1.

(c) Listing Rule 10.11

Subject to a number of exceptions, Listing Rule 10.11 provides that a listed company must not issue or agree to issue equity securities to a related party, an associate of a related party or certain other persons specified in Listing Rule 10.11, unless it obtains the approval of its shareholders.

The exceptions included in Listing Rule 10.11 do not apply to the issue of the Convertible Notes proposed under Resolution 2. Resolution 2 therefore seeks Shareholder approval for the purposes of Listing Rule 10.11.

1.4 Chapter 2E of the Corporations Act

In accordance with section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

Section 210 of the Corporations Act provides that member approval is not needed to give a financial benefit on terms that:

- (c) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- (d) are less favourable to the related party than the terms if the parties were dealing at an arm's length.

Resolution 2 contemplates giving a financial benefit to a related party of the Company by way of an issue of the Convertible Notes, and the Conversion Shares on conversion of the Convertible Notes, to the Related Party Recipients. However the Company does not propose to seek Shareholder approval under section 208 of the Corporations Act for the proposed giving of the financial benefit under Resolution 2 due to the exception in section 210 of the Corporations Act as the Convertible Notes are being issued on the same terms as the Convertible Notes for which Shareholder approval is sought under Resolution 1.

2. Resolution 1: Ratification of Issue of Convertible Notes to Unrelated Parties

2.1 Background

For the purposes of Listing Rule 7.4, Resolution 1 seeks Shareholder approval to ratify the issue of 60,000,000 Convertible Notes with a face value of \$0.025 to sophisticated investors, professional investors (or their nominee), being clients of Blue Ocean Equities (**Unrelated Party Recipients**) for a total subscription price of up to \$1,500,000.00.

The issue of these Convertible Notes was set out in the Company's ASX announcement on 4 March 2026 and the cleansing notice issued by the Company on 20 March 2026. The issue of these Convertible Notes was undertaken without Shareholder approval in compliance with Listing Rule 7.1.

2.2 Terms of the Tranche 1 Convertible Notes

The key terms of the Tranche 1 Convertible Notes are set out in the Schedule.

2.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the proposed issue of the Tranche 1 Convertible Notes:

- (a) The Tranche 1 Convertible Notes were issued to Unrelated Party Recipients (i.e. clients of Blue Ocean Equities).
- (b) The number and class of securities issued:
 - (i) **(Tranche 1 Convertible Notes)** 60,000,000 Convertible Notes being that number which, when multiplied by the face value of \$0.025 of the Tranche 1 Convertible Notes, is equal to \$1,500,000.00.
 - (ii) **(Conversion Shares)** If all Tranche 1 Convertible Notes are converted, a total of 60,000,000 Shares at a Conversion Price of \$0.025. Any interest

accrued on the Tranche 1 Convertible Notes which remains unpaid on the Maturity Date may also be converted into Conversion Shares.

- (c) The material terms of the securities:
 - (i) **(Tranche 1 Convertible Notes)** The Tranche 1 Convertible Notes were issued on the terms and conditions set out in the Schedule.
 - (ii) **(Conversion Shares)** The Conversion Shares will be fully paid ordinary shares in the capital of the Company and ranking equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Convertible Notes were issued on 20 March 2026.
- (e) The Tranche 1 Convertible Notes were issued with a face value of \$0.025 each. The relevant Tranche 1 Convertible Notes will convert into Shares at the Conversion Price. A total of \$1,500,000.00 was raised from the issue of the Tranche 1 Convertible Notes. Upon conversion of the Tranche 1 Convertible Notes, the Conversion Shares will be issued for no further consideration.
- (f) The purpose of the Tranche 1 Convertible Notes was to raise funds for the general working capital related to the following projects:
 - (i) Complii:
 - A. Complete enhancements of the capital raising system for Tier 1 clients;
 - B. Complete the rebuild of the new Complii CRM;
 - C. Convert all customers onto the new platform; and
 - D. Complete Complii AI initiatives across the system.
 - (ii) ThinkCaddie:
 - A. Complete HR enhancement module (combines CPD and HR in one system and removes the need for firms to have multiple systems in place for HR and CPD);
 - B. In-source development to the group achieving net annual savings;
 - C. Complete development for MIntegrity on ThinkCaddie, for combined Tranche 2 offering; and
 - D. System upgrade to facilitate industry partnership or Joint Venture

growth partner.

(iii) MIntegrity:

- A. Grow team to expand further knowledge base to adjacent sectors to increase revenue growth;
- B. Expansion to Western Australia to grow market share;
- C. Complete combined project with ThinkCaddie on Tranche 2 offering;
- D. Complete combine project with Complii on joint offering (Complii System/Complii Lite with compliance consulting built in) – subscription revenue across AML and Complii; and
- E. Expand service offering to Australian Credit licensees, insurers and superfund, building on existing funds management compliance.

(iv) Primary Markets:

- A. Push sales initiatives collectively to expand our network of trading hubs;
- B. Expand trading hubs into digital assets; and
- C. Change Business unit management as well as roles and responsibilities.

(g) The Tranche 1 Convertible Notes were issued under a Deed Poll pursuant to which Noteholders subscribed to the Tranche 1 Convertible Notes on the material terms and conditions summarised in the Schedule and otherwise on terms considered standard for agreements of this nature.

(h) A voting exclusion statement is included in the Notice.

2.4 Listing Rule 14.1A

In accordance with Listing Rule 14.1A if Resolution 1 is:

- (a) approved, the prior issue of 60,000,000 Convertible Notes will be excluded in the calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date; or
- (b) not approved, the Company's placement capacity under Listing Rule 7.1 will be reduced by 60,000,000 Convertible Notes until the earlier of subsequent Shareholder approval to ratify the issue or agreement to issue, or 12 months from the date of issue or agreement to issue.

2.5 Additional information

Resolution 1 is an ordinary resolution.

2.6 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

3. Resolution 2: Approval to Issue Convertible Notes to Related Parties

3.1 Background

For the purposes of Listing Rule 10.11, Resolution 2 seeks Shareholder approval to issue up to 20,000,000 Convertible Notes with a face value of \$0.025 to Directors (or their nominee) (**Related Party Recipients**) for a total subscription price of up to \$500,000.00 (being the **Tranche 2 Convertible Notes**).

The proposed issue of the Tranche 2 Convertible Notes was set out in the Company's ASX announcement on 4 March 2026. The offer to issue the Tranche 2 Convertible Notes to the Related Parties was made subject to Shareholder approval being obtained.

3.2 Terms of the Tranche 2 Convertible Notes

The key terms of the Tranche 2 Convertible Notes are set out in the Schedule.

3.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Tranche 2 Convertible Notes:

(a) The Tranche 2 Convertible Notes will be issued to the following Related Party Recipients:

- (i) Craig Mason (or his nominees), a related party of the Company as he is a Director of the Company; and
- (ii) Alison Sarich (or her nominees), a related party of the Company as she is a Director of the Company,

split as follows:

- (i) C&K Mason Investments Pty Ltd AFT for C&K Mason Family Trust - 15,000,000 Convertible Notes equal to a total subscription price of \$375,000; and
- (ii) Alison Sarich - 5,000,000 Convertible Notes equal to a total subscription price of \$125,000.

(b) The maximum number and class of securities to be issued:

- (i) **(Tranche 2 Convertible Notes)** A maximum of 20,000,000 being that number which, when multiplied by the face value of \$0.025 of the Tranche 2 Convertible Notes, is equal to \$500,000.00.

- (ii) **(Conversion Shares)** If all Tranche 2 Convertible Notes are converted, a total of 20,000,000 Shares at a Conversion Price of \$0.025 will be issued. Any accrued and unpaid interest on the Tranche 2 Convertible Notes as at the Maturity Date may also be converted in Conversion Shares.
- (c) The material terms of the securities:
 - (i) **(Tranche 2 Convertible Notes)** The Tranche 2 Convertible Notes are to be issued on the terms and conditions set out in the Schedule.
 - (ii) **(Conversion Shares)** The Conversion Shares will be fully paid ordinary shares in the capital of the Company and ranking equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Convertible Notes are intended to be issued as soon as practicable after the date of the Meeting, and in any event, no later than one month after the date of the Meeting.
- (e) The Tranche 2 Convertible Notes will be issued with a face value of \$0.025 each. The relevant Conversion Price of the Tranche 2 Convertible Notes will convert into Shares at the Conversion Price. A total of \$500,000.00 will be raised from the issue of these Tranche 2 Convertible Notes. Upon conversion of the Tranche 2 Convertible Notes, the Conversion Shares will be issued for nil further consideration.
- (f) The purpose of the Tranche 2 Convertible Notes is to raise funds for the general working capital in relation to the projects referred to in Section 2.3(f).
- (g) The Tranche 2 Convertible Notes are not issued to remunerate or incentivise the Director, as the Tranche 2 Convertible Notes are being issued on the same terms as the Tranche 1 Convertible Notes proposed to be issued under Resolution 2.
- (h) The Tranche 2 Convertible Notes will be issued under a Deed Poll pursuant to which Related Party Recipients provided a binding commitment to subscribe for the Tranche 2 Convertible Notes on the material terms and conditions summarised in the Schedule and otherwise on terms considered standard for agreements of this nature.
- (i) A voting exclusion statement is included in the Notice.

3.4 Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Convertible Notes.

Once issued, the Tranche 2 Convertible Notes are convertible into the maximum number of Conversion Shares as set out in Section 3.3(b) in accordance with Listing Rule 10.12, Exception 7.

In accordance with Listing Rule 7.2, Exception 14, the issue of the Tranche 2 Convertible Notes and the subsequent conversion into Conversion Shares will then be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval.

If Resolution 2 is not passed, the Company will not be able to issue the Tranche 2 Convertible Notes and the Company will return any amounts advanced by Related Party Recipients for the proposed issue of the Tranche 2 Convertible Notes.

3.5 Additional information

Resolution 2 is an ordinary resolution.

3.6 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

GLOSSARY

Unless otherwise indicated below, capitalised terms have the meaning given to them in the Listing Rules, and:

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

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

Blue Ocean Equities means Blue Ocean Equities Pty Limited.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Complii FinTech Solutions Ltd (ACN 098 238 585).

Constitution means the Company's constitution.

Convertible Notes has the meaning given in Section 1.1.

Conversion Price means \$0.025.

Conversion Shares has the meaning given in Section 1.1.

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

Deed Poll has the meaning given in Section 1.1.

Directors means the current directors of the Company.

Equity Security has the meaning given to that term in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Group means the Company and its Subsidiaries.

Listing Rules means the Listing Rules of ASX.

Noteholder has the meaning given in Section 1.1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement, General Information and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Related Party Recipients has the meaning given in Section 3.1.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Subsidiaries has the meaning given in the Corporations Act.

Unrelated Party Recipients has the meaning given in Section 2.1.

Schedule Convertible Note Terms

The following table is a summary of the key terms of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes:

Term	Description
Principal Amount	Tranche 1: \$1,500,000.00 Tranche 2: \$500,000.00
Shareholder approval	Tranche 1: Issued without shareholder approval under the Company's Listing Rule 7.1 placement capacity. Tranche 2: Subject to shareholder approval under Listing Rule 10.11.
Issue/Subscription Date	Tranche 1: 20 March 2026 Tranche 2: Within one month of the date of the meeting at which shareholders approve the issue.
Eligibility	Tranche 1: The Tranche 1 Convertible Notes were offered to clients of Blue Ocean Equities who are sophisticated, experienced and professional investors for the purposes of section 708 of the Corporations Act as at the date of acceptance of the offer. Tranche 2: The Tranche 2 Convertible Notes were offered to Craig Mason and Alison Sarich, who are both related parties of the Company in accordance with Chapter 2E of the Corporations Act.
Face Value	Each Convertible Note has a face value of \$0.025.
Maturity Date	Tranche 1: 20 March 2028 Tranche 2: 20 March 2028
Ranking	The Convertible Notes rank equally with all other existing convertible notes.
Interest	The Convertible Notes will bear interest of 12% per annum payable in arrears annually, such interest may be converted into Shares. If the Convertible Notes are redeemed by the Company as a result of an Event of Default occurring, all accrued but unpaid interest must be paid to the Noteholder in cash.
Security	None
Conversion Rights	The Convertible Notes may be converted at any time up until the Maturity Date.
Conversion Price	Each Convertible Note may be converted into one Share at a price of \$0.025 per Share.
Conversion Shares	Shares issued upon conversion of the Convertible Notes will be fully paid ordinary Shares and rank equally with all other fully paid Shares from their date of issue. If all of the Convertible Notes are converted, a total of 80,000,000 Shares

	will be issued. Any accrued and unpaid interest on the Convertible Notes on the Maturity Date may also be converted in Shares.
Redemption	All Convertible Notes which are not converted must be redeemed on the Maturity Date. Any number of Convertible Notes held may be redeemed by the Noteholder giving the Company notice within 60 days of an Event of Default occurring. Additionally, the Company may elect to redeem the Notes early via an Early Redemption Notice, subject to the conditions and in accordance with the terms contained within the Deed Poll.
Events of Default	It is an event of default where: (a) the Company does not pay any money that becomes payable by the Company under the Deed Poll on its due date for payment and does not rectify that failure to pay within ten Business Days of receipt of a notice from the Noteholder stating that payment has not been made; (b) the Company becomes insolvent; (c) the Company is in breach of any covenant or undertaking contained in the Deed Poll, and does not rectify that breach within ten Business Days of receipt of a notice from the Noteholder stating that the breach has occurred and providing reasonable details of the breach.
Transferability	The Noteholder is entitled to transfer the notes and shares issued pursuant to conversion of a note in accordance with the Deed Poll, provided any applicable requirements of Chapter 6D of the Corporations Act are complied with.
Rights of Noteholder	Except as otherwise provided in the Deed Poll, the Convertible Notes will not entitle the Noteholder to vote at general meetings of the Company, to receive dividends or other distributions or participate in any issue of securities other than in accordance with the terms of the Deed Poll.
ASX Listing	The Company will apply for official quotation by ASX of Shares issued on conversion of Convertible Notes.

IMPORTANT:

To be valid, this proxy form must be received by
10:30 a.m. AEST on Saturday, 6 June 2026.

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the General Meeting of Complii Fintech Solutions Ltd (ABN 71 098 238 585) (the Company) to be held at 10:30 a.m. AEST on Monday, 8 June 2026 at Level 8, 8 Spring Street Sydney NSW 2000 and at any adjournment or postponement of the meeting.

HOW TO DIRECT YOUR PROXY TO VOTE

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

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

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holder is an individual, the security holder must sign.

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

Power of Attorney: If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies: When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

LODGE YOUR PROXY FORM

ONLINE (PREFERRED):

Save time and vote online by scanning the QR code or going to the address below.



registrydirect.com.au/investor

EMAIL:

vote@registrydirect.com.au

POST:

PO Box 572
Sandringham VIC 3191

FAX:

+61 3 9111 5652

Step 1 Appoint your Proxy

I/We are or represent a member/s of Complii Fintech Solutions Ltd and entitled to attend and vote hereby appoint:

	the Chair of the Meeting (mark box with 'X')	OR		Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chair of the Meeting
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or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the General Meeting of Complii Fintech Solutions Ltd to be held at 10:30 a.m. AEST on Monday, 8 June 2026 at Level 8, 8 Spring Street Sydney NSW 2000 and at any adjournment or postponement of the meeting.

The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.

Step 2 Direct how your votes are to be cast

Resolution	For	Against	Abstain
1 Approval to issue Convertible Notes to Unrelated Parties Board recommendation: For Chair's voting intention: For	☐	☐	☐
2 Approval to issue Convertible Notes to Related Parties Board recommendation: For Chair's voting intention: For	☐	☐	☐

Step 3 Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

/ /
Date

Contact name

Mobile number

Email address. *By providing an email address you agree to receive future communications electronically.*