



Bridge SaaS Limited

(ACN 130 148 560)

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

Friday, 26 June 2026

11:00am AEST

To be held at

Level 14, 60 Martin Place, Sydney, NSW 2000

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on 1300 000 481.

NOTICE OF MEETING

Notice is given that an Extraordinary General Meeting of Shareholders of Bridge SaaS Limited (ACN 130 184 560) (**Company**) will be held in person at Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 26 June 2026 commencing at 11:00am AEST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 7:00pm AEST on Wednesday, 24 June 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined on page 16.

AGENDA

1. Resolution 1 – Approval to issue of shares to Sophisticated Investors and Professional Investors pursuant to Placement

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

“That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of 233,333,334 Shares to Placement Participants pursuant to the Placement be approved as detailed in the Explanatory Memorandum.”

2. Resolution 2 – Approval to issue Placement Options pursuant to Placement

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

“That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of up to 116,666,667 free-attaching Placement Options to Placement Participants pursuant to the Placement be approved on the terms and conditions set out in the Explanatory Memorandum.”

3. Resolution 3 – Approval to issue Broker Options pursuant to Placement

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

“That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of up to 116,666,667 Broker Options to Clee Capital pursuant to the Placement be approved on the terms and conditions set out in the Explanatory Memorandum.”

4. Resolution 4 – Approval to issue Director Options to non-executive chairman

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

“That, for the purpose of ASX Listing Rule 10.11, and for all other purposes, the issue of up to 8,500,000 Director Options to Mr. Jason Falinski (or to an entity designated by Mr Falinski), be approved on the terms and conditions set out in the Explanatory Memorandum.”

5. Voting Exclusion Statement

The Corporations Act and the Listing Rules contain prohibitions on certain individuals voting on specific resolutions being considered at general meetings of companies due to potential or perceived conflicts of interest.

As set out below, the Company has established procedures to appropriately manage 'voting exclusions' which will minimise the risk of excluded votes being cast or counted as well as ensuring that all eligible votes are included.

Voting Exclusion for Resolutions 1 to 3: The Company will disregard any votes cast in favour of Resolutions 1, 2 and 3 by or on behalf of a person who participated in the issue or received a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), namely the Placement Participants for Resolutions 1 and 2 and Cleo Capital for Resolution 3, and any of their Associates. However, this does not apply to a vote cast in favour of those Resolutions by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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 Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting Exclusion for Resolution 4: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who received the securities in question or received a material benefit from the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), namely Mr. Jason Falinski and any of his Associates. However, this does not apply to a vote cast in favour of Resolution 4 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (e) 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
- (f) a Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Dated 26 May 2026

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Joshua Quinn', written in a cursive style.

Mr Joshua Quinn
Director & Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 26 June 2026 commencing at 11:00am AEST (**Meeting**).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.



The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.3 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions. The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

2.4 Submit your Proxy Vote

Please refer to the following proxy return instructions on the enclosed Proxy Form.

 Online	https://www.votingonline.com.au/BGEegm2026	 By Fax	+ 61 2 9290 9655
 By Mail	BoardRoom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia	 In Person	BoardRoom Pty Limited, Level 8, 210 George Street Sydney NSW 2000 Australia

3. Resolution 1 – Approval to issue shares to Sophisticated Investors and Professional Investors pursuant to Placement

3.1 Background

The Company wishes to offer to Sophisticated Investors and Professional Investors (**Placement Participants**) a placement of Shares, to raise \$3,500,000 before costs through the issue of approximately 233,333,334 Shares (**Placement Shares**) at an issue price of \$0.015 per Share (**Placement**).

The Company proposes to use the funds raised from the Placement for business development, general working capital, legal costs and costs of the offer.

Resolution 1 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of the Placement Shares. If Shareholder approval is obtained under Resolution 1, the Company expects to issue the Placement Shares within 3 months of the date of the Meeting.

3.2 Approval sought for the purposes of ASX Listing Rule 7.1 for the Placement Shares

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the amount of Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

The issue of the Placement Shares will not fall within any of the exceptions of ASX Listing Rule 7.2. Accordingly, Shareholder approval under ASX Listing Rule 7.1 is sought to approve the issue of the Placement Shares.

If Resolution 1 is passed, the Company will be able to proceed with the issue of Placement Shares as described above. In addition, the issue will be excluded from the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of Placement Shares as described above. In such circumstances, the Company would need to assess other avenues to raise the required capital.

3.3 Specific information required by ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Shares:

Person to whom the Securities will be issued	The Placement Shares will be issued to various Sophisticated Investors or Professional Investors who are not related parties of the Company.
Number and class of Securities issued	233,333,334 Shares

Terms of Securities	The Placement Shares will be issued on the same terms and conditions as the Company's existing Shares. Subject to the passing of Resolution 2, Placement Participants will be entitled to be issued one (1) options for every two (2) Shares they subscribe for.
Date on or by which the Securities will be issued	The Company expects to issue the Placement Shares within 3 months after the date of the Meeting.
Price or consideration received	Each Placement Share will be issued for \$0.015 per Share
Purpose of the issue	The Company proposes to use the funds raised from the Placement for business development, general working capital, legal costs and costs of the offer.
Voting exclusion statement	A voting exclusion statement for Resolution 1 applies and is included in the Notice preceding this Explanatory Memorandum.

3.4 Dilution

The Board recommends that Shareholders

Set out below is a dilution table of the number of Placement Shares that may be issued under this Resolution to raise \$3,500,000 pursuant to the Placement:

Issue Price	Maximum number of shares that may be issued	Shares on Issue	Dilution effect on existing Shareholders
\$0.015	233,333,334	199,859,200	54%

3.5 Board recommendation

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

4. Resolutions 2 and 3 – Approval to issue Placement Options and Broker Options pursuant to Placement

4.1 Background

Placement Shares issued under the Placement will be offered, subject to Shareholder approval (which is proposed under Resolution 2), with free-attaching options on the basis of one (1) option for every two (2) Placement Shares issued under the Placement, expiring on 31 May 2031 and exercisable at \$0.03 per option (**Placement Options**). The Placement Options are intended to be quoted on ASX, with the proposed issue of up to 116,666,667 Placement Options. The terms of the Placement Options are set out in **Schedule 1**.

Refer to Section 3.1 of the Explanatory Memorandum for further background information on the Placement.

The Company is engaging Cleo Capital as lead manager and broker to assist with the Placement. In consideration for these services, the Company agrees to pay a fee of \$210,000 plus GST to the Lead Manager (being an amount equal to 6% plus GST of the funds raised under the Placement). The Company also agrees to issue a total of 116,166,667 options to the Lead Manager (**Broker Options**), subject to Shareholder approval (which is proposed under Resolution 3).

The Broker Options will have the same terms as the Placement Options which are set out in **Schedule 1**.

The Company intends to issue a transaction-specific prospectus in connection with the offer of the Placement Options and Broker Options and to apply for their quotation on ASX (**Prospectus**). Quotation of the Placement Options and Broker Options will be subject to the satisfaction of ASX listing requirements.

Only those Shareholders who participated in the Placement (i.e., the Placement Participants) and the Lead Manager will be entitled to subscribe for the Placement Options and Broker Options (as applicable) under the Prospectus.

The issue of the Placement Options and Broker Options will be conditional upon the Company obtaining shareholder approval pursuant to Resolutions 2 and 3, respectively.

4.2 Approval sought for the purposes of ASX Listing Rule 7.1 for the Placement Options and Broker Options

A summary of ASX Listing Rule 7.1 is set out in Section 3.2 of the Explanatory Memorandum.

The issue of the Placement Options and Broker Options do not fit within any of the exceptions to ASX Listing Rule 7.1 and are not yet been approved by the Company's Shareholders. Accordingly, Shareholder approval is sought to approve the issue of the Placement Options and Broker Options.

If Resolutions 2 and 3 are passed, the Placement Options and Broker Options (respectively) can be issued and these issues will be excluded from the calculation of the number of Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 2 and 3 are not passed, the Company will not be able to proceed with the issue of the Placement Options and the Broker Options. In these circumstances, the Company would not be able to issue the Placement Options which are offered as part of the overall terms of the Placement (subject to shareholder approval). This may affect investor confidence and the Company may need to consider other alternatives to ensure Placement Participants are adequately compensated. Further, the Company would not be able to proceed with the issue the Broker Options. In these circumstances, the Company would need to consider alternative compensation arrangements and may need to pay an additional cash compensation to the Lead Manager in lieu of the issue of Broker Options.

4.3 Specific information required by ASX Listing Rule 7.1 for the Placement Options

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Options:

Person to whom the Securities will be issued to	Placement Participants (being various Sophisticated Investors and Professional Investors who are not related parties of the Company that will be issued Shares under the Placement).
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Number of Securities and class to be issued	One (1) free attaching option for every two (2) Placement Shares issued to Placement Participants, resulting in the proposed issue of up to 116,666,667 Placement Options.
Terms of Securities	<p>The Placement Options will have an exercise price of \$0.03 per Placement Option and will expire at 5:00pm (AEST) on 31 May 2031, and will otherwise be subject to the terms set out in Schedule 1.</p> <p>The Placement Options will be issued under the Prospectus. There are no further material terms to disclose in respect of the Placement Options to be issued under this Resolution.</p>
Date(s) of issue	The Company expects to issue Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or consideration received	The Placement Options will be issued for nil cash consideration as they are to be issued as free-attaching Options to the Placement Shares subscribed for under the Placement.
Purpose of the issue	<p>The Placement Options are issued as free-attaching options and therefore no funds will be raised from the issue of the Placement Options.</p> <p>However, funds raised from the exercise of the Placement Options are proposed to be used for business development, general working capital, legal costs and costs of the offer.</p>
Summary of material terms of agreement to issue	The issue of Placement Options is subject to Shareholder approval.
Voting exclusion statement	A voting exclusion statement for Resolution 2 applies and is included in the Notice preceding this Explanatory Memorandum.

4.4 Specific information required by ASX Listing Rule 7.1 for the Broker Options

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Broker Options:

Person to whom the Securities will be issued to	Clee Capital Pty Ltd (ACN 637 619 937)
Number of Securities and class to be issued	Up to 116,666,667 Broker Options to Clee Capital
Terms of Securities	The Broker Options will have an exercise price of \$0.03 per Broker Option and expire at 5:00pm (AEST) on 31 May 2031, and will otherwise be subject to the terms set out in Schedule .

	The Broker Options will be issued under the Prospectus. There are no further material terms to disclose in respect of the Broker Options to be issued under this Resolution.
Date(s) of issue	The Company expects to issue Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Broker Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or consideration received	The Broker Options will be issued in agreement with the Lead Manager for nil cash consideration as they are to be issued in part consideration for broker services under the Placement.
Purpose of the issue	The Broker Options are issued for nil cash consideration and therefore no funds will be raised from the issue of the Broker Options. However, funds raised from the exercise of the Broker Options are proposed to be used for business development, general working capital, legal costs and costs of the offer.
Summary of material terms of agreement to issue	The issue of Broker Options is subject to Shareholder approval.
Voting exclusion statement	A voting exclusion statement for Resolution 3 applies and is included in the Notice preceding this Explanatory Memorandum.

4.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 2 and 3.

5. Resolution 4 – Approval to issue options to non-executive chairman

5.1 Background

Mr. Jason Falinski has been appointed non-executive chairman of the Company (refer to ASX announcement on 1 December 2025) The Company has agreed to grant options to Mr. Falinski (which is subject to Shareholder approval and key performance indicator criteria) as part of his incentive-based remuneration package with the Company, as follows:

- (a) 1,000,000 options exercisable at \$0.03 and expiring 3 years from the date of issue;
- (b) 1,000,000 options exercisable at \$0.05 and expiring 3 years from the date of issue;
- (c) 1,500,000 options exercisable at \$0.08 and expiring 3 years from the date of issue;
- (d) 1,000,000 options exercisable at \$0.08 and expiring 3 years from the date of issue;
- (e) 2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue; and
- (f) 2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue.

(together the **Director Options**), and will be otherwise subject to the terms and conditions in **Schedule 2**.

The Company has considered the remuneration structures of several of its ASX listed peer companies to determine a suitable quantum and structure of an incentive-based remuneration plan for management and members of the Board. As a result of this review, the Company believes that the issue of the Director Options is a market-standard, fair and reasonable incentive based remuneration package. In considering the above remuneration package for its non-executive chairman, the Company has researched and considered recent incentive plans implemented by the Company's peers.

The Director Options are designed to align the Company's key personnel with growing Shareholder value. The Company recognises the importance of retaining key personnel, who in the Company's opinion, are dedicated and will provide ongoing commitment and effort to the Company. The grant of Director Options provides key personnel the opportunity to participate in the future growth of the Company and provides appropriate incentives to deliver the Company's objectives. The Company considers that incentives through the grant of Director Options is cost effective and efficient for the Company.

All Director Options will only vest and become exercisable into Shares if Mr Falinski is still employed by the Company in the same capacity engaged under this employment agreement, and if the key performance indicator criteria is achieved.

5.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.1.3);
- (d) an associate of a person referred to in Listing Rules 10.1.1 to 10.1.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.1.5).

Mr Falinski is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required to issue the Director Options unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances. The purpose of Resolution 4 is to approve, in accordance with Listing Rule 10.11, the issue of the Director Options to Mr Falinski.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director

Options will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of Director Options to Mr Jason Falinski (or to an entity designated by Mr Jason Falinski), and will be treated as having been made with approval under Listing Rule 10.11.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Director Options to Mr Jason Falinski (or to an entity designated by Mr Jason Falinski) and may need to renegotiate an alternative commercial arrangement with Mr Falinski.

5.3 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 Resolution 4:

- (a) The Director Options will be issued to Mr Jason Falinski or his nominee.
- (b) Mr Falinski is a related party under Listing Rule 10.11.1, as a result of his office as non-executive chairman.
- (c) The proposed issue of options to Mr Falinski comprises:
 - a. 1,000,000 options exercisable at \$0.03 and expiring 3 years from the date of issue;
 - b. 1,000,000 options exercisable at \$0.05 and expiring 3 years from the date of issue;
 - c. 1,500,000 options exercisable at \$0.08 and expiring 3 years from the date of issue;
 - d. 1,000,000 options exercisable at \$0.08 and expiring 3 years from the date of issue;
 - e. 2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue;
and
 - f. 2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue.

(together the **Director Options**), and will be otherwise subject to the terms and conditions in **Schedule 2** including the Vesting Conditions.

- (d) A maximum of 8,500,000 Director Options will be issued to Mr Falinski.
- (e) The Director Options will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Director Options are issued for nil cash consideration and accordingly, no funds will be raised from the issue of Director Options. Any funds raised from the exercise of Director Options will be used towards the Company's general working capital.
- (g) The purpose of the Director Options is to remunerate Mr Falinski and incentivise him to excel in his role for the Company.
- (h) The Company's obligation to issue the Director Options arises under an employment agreement between the Company and Mr Falinski which contains standard terms and

conditions typical of an employment agreement of this nature. Under the employment agreement, the issue of Director Options is conditional on achieving key performance indicator criteria and the Board shall have absolute discretion in determining whether such criteria has been satisfied.

- (i) The annual remuneration package including non-cash benefits payable to Mr Falinski in connection with his office as non-executive chairman of the Company is as follows:

Director	Current Financial Year 2026	Previous Financial Year 2025
Jason Falinski	\$60,000 per annum plus superannuation ¹	Nil

Note 1: Mr Falinski was appointed 1 December 2025 so the actual remuneration paid to Mr Falinski will be a pro-rata amount. The above table does not include the value of any future Securities which may be issued to the Directors, including pursuant to this Notice.

- (j) As at the date of this Notice, the relevant interests of Mr Falinski in the Company is nil securities.
- (k) As at the date of this Notice, the indicative value of the Director Options (using a Black Scholes option pricing model) to be issued to Mr Falinski is as follows:

Options	Indicative value of Director Options in aggregate	Indicative value of each Director Option
1,000,000 options exercisable at \$0.03 and expiring 3 years from the date of issue	\$3,620.00	\$0.00362
1,000,000 options exercisable at \$0.05 and expiring 3 years from the date of issue	\$1,750.00	\$0.00175
1,500,000 options exercisable at \$0.08 and expiring 3 years from the date of issue	\$1,080.00	\$0.00072
1,000,000 options exercisable at \$0.08 and expiring 3 years from the date of issue	\$720.00	\$0.00044
2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue	\$880.00	\$0.00044
2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue	\$880.00	\$0.00044

The above valuations have been performed based on a Black-Scholes valuation based on the following assumptions:

1. current market price for the Company's shares is \$0.013 (being the closing price on 14 May 2026)
2. 120% annualised volatility
3. Risk free rate of 4.35%

- (l) A voting exclusion statement for this Resolution is included in the Notice.

5.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order for a public company to give a financial benefit to a related party, the Company must:

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

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

The proposed issue of the Director Options constitutes giving a financial benefit to related parties of the Company, by virtue of Mr Falinski being a Director.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options because the agreement to issue the Director Options as part of the remuneration package for Mr. Falinski is considered reasonable remuneration in the circumstances, was negotiated on an arms length basis and is given on arms length terms.

5.5 Board recommendation

The Board (other than Mr Falinski) recommends that Shareholders vote in favour of Resolution 4. No Directors (other than Mr Falinski) will acquire a relevant interest in the Director Options. Mr Falinski has a material personal interest in the outcome of Resolution 4 on the basis that he will be issued the Director Options if Resolution 4 is passed, accordingly, Mr Falinski does not believe it is appropriate to make a recommendation on Resolution 4.

Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 3.2.

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

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Broker Option has the meaning given to that term in Section 4.1 of the Explanatory Memorandum.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Company means Bridge SaaS Limited (ACN 130 148 560).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Director Options has the meaning given to that term in Section 5.1 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Lead Manager (or Cleo Capital) means Cleo Capital Pty Ltd (ACN 637 619 937).

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Placement has the meaning given to that term in Section 3.1 of the Explanatory Memorandum.

Placement Option has the meaning given to that term in Section 4.1 of the Explanatory Memorandum.

Placement Participants has the meaning given to that term in Section 3.1 of the Explanatory Memorandum.

Placement Shares has the meaning given to that term in Section 3.1 of the Explanatory Memorandum.

Professional Investors means investors within the definition in section 708(11) of the Corporations Act.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule 1 means the schedule 1 to the Notice.

Schedule 2 means the schedule 2 to the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a holder of a share in the Company.

Sophisticated Investors means investors within the definition in section 708(8) of the Corporations Act.

Vesting Conditions has the meaning given to it in Schedule 2.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 1

Terms and Conditions of Placement Options and Broker Options

Placement Options and Broker Options have the same terms and are together referred to as "**New Options**" in this Schedule

(a) **Entitlement to Shares**

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Register**

The Company will maintain a register of holders of New Options in accordance with section 168(1)(b) of the Corporations Act.

(c) **Exercise Price**

The amount payable upon exercise of each New Option will be \$0.03 (**Exercise Price**).

(d) **Expiry Date**

Each New Option will expire at 5:00 pm (AEST) on 31 May 2031 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

New Options do not need to be exercised in one tranche. A New Option holder may exercise its New Options in as many tranches as it elects provided that each tranche is for a minimum of 100 New Options (or otherwise is for all of the New Options held by the New Option holder) and exercise is before the Expiry Date.

There is no brokerage payable when New Options are exercised.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment, in cleared funds, of the Exercise Price for each New Option being (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act, to ensure that an offer for the sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

(i) **Shares issued on exercise**

Shares issued on exercise of the New Options will rank equally with the then issued Shares of the Company.

(j) **Quotation of Shares issued on exercise**

If admitted to the Official List of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the New Options.

(k) **Quotation of New Options**

If the ASX does not grant permission for quotation of the New Options within three (3) months after the date of this Prospectus (or any later date permitted by law), none of the New Options will be issued and if any have been issued, the issue will be void in accordance with section 723 of the Corporations Act, unless ASIC grants an exemption permitting the issue.

(l) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction or return of capital), all rights of a holder of New Option are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(m) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders or receive a dividend during the currency the New Options without exercising the New Options.

(n) **Change in exercise price**

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(o) **Transferability**

The New Options will be transferable subject to (i) meeting the ASX's minimum eligibility criteria for quotation (and actually being quoted, which cannot be guaranteed), (ii) the terms of the Corporations Act and the Listing Rules and (iii) any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(p) **Amendments**

These terms and conditions of the New Options may be amended as necessary by the Company, subject to compliance with the Listing Rules, and provided that the economic and other rights of the New Options holder are not diminished or terminated following such amendment.

SCHEDULE 2**Terms and Conditions of Director Options****(a) Entitlement to Shares**

Each Director Option entitles the holder to subscribe for one Share upon exercise of the Director Option.

(b) Exercise Price

The amount payable upon exercise of each Director Option (**Exercise Price**) will be as follows:

- a. 1,000,000 options exercisable at \$0.03 and expiring 3 years from the date of issue;
- b. 1,000,000 options exercisable at \$0.05 and expiring 3 years from the date of issue;
- c. 1,500,000 options exercisable at \$0.08 and expiring 3 years from the date of issue;
- d. 1,000,000 options exercisable at \$0.08 and expiring 3 years from the date of issue;
- e. 2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue;
and
- f. 2,000,000 options exercisable at \$0.10 and expiring 3 years from the date of issue.

(c) Expiry Date

Each Director Option will expire on the earlier of 5:00 pm (AEST) on the date that is three (3) years from the date of issue (**Expiry Date**) or the date that the Board determines that it is impossible for the Vesting Conditions for the Director Options to be met.

(d) Exercise Period

The Director Options are exercisable at any time after they have vested in accordance with paragraph (e) below and on or prior to the Expiry Date (**Exercise Period**).

(e) Vesting Conditions

The Director Options shall be issued with vesting conditions as follows:

Key Performance Indicators

KPI Criteria	Achievement Timeframe	Indicative Incentive Benefit
Completion of 6 months' continuous employment	6 months	1,000,000 options exercisable at \$0.03
Completion of 12 months' continuous employment	12 months	1,000,000 options exercisable at \$0.05
Completion of 18 months' continuous employment	18 months	1,500,000 options exercisable at \$0.08
Achivement of \$5 million NPAT annualised run rate	12 months	1,000,000 options exercisable at \$0.08
Achivement of \$10 million NPAT annualised run rate	18 months	2,000,000 options exercisable at \$0.10
A discretionary performance award may be granted to the Non-Executive Chairman following twelve (12) months of continuous employment, subject to approval by the Board and subsequent ratification by shareholders at an Extraordinary General Meeting. Any Options issued pursuant to this award will expire one (1) year from the date of issue.	12 months	2,000,000 options exercisable at \$0.10

The Director Options will only vest and entitle the holder to exercise the Director Options and be issued Shares on exercise prior to the Expiry Date if the applicable key performance indicator criteria above has been satisfied (determined at the Board's absolute discretion) and if the holder remains employed by the Company in the same capacity as under the current employment agreement.

(f) **Notice of Exercise**

The Director Options may be exercised:

- (i) subject to the holder remaining employed by the Company;
- (ii) after the Company has notified the holder of satisfaction of the Vesting Conditions;
- (iii) during the Exercise Period by notice in writing to the Company (**Notice of Exercise**); and
- (iv) payment of the Exercise Price for each Director Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

There is no brokerage payable when Director Options are exercised.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment, in cleared funds, of the Exercise Price for each Director Option being (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Director Options.

(i) **Shares issued on exercise**

Shares issued on exercise of the Director Options will rank equally with the then issued Shares of the Company.

(j) **Quotation of Shares issued on exercise**

If admitted to the Official List of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Director Options.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction or return of capital), all rights of a holder of Director Option are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders or receive a dividend during the currency the Director Options without exercising the Director Options.

(m) **Change in exercise price**

A Director Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Director Option can be exercised.

(n) **Quotation**

The Company will not apply for quotation of the Director Options on ASX.

(o) **Transferability**

The Director Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).

(p) **Amendments**

These terms and conditions of the Director Options may be amended as necessary by the Company, subject to compliance with the Listing Rules, and provided that the economic and other rights of the Director Options holder are not diminished or terminated following such amendment.

(q) **Shareholder and regulatory approval**

Notwithstanding any other provision of these terms and conditions, exercise of Director Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Director Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Director Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Director Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Director Options will not result in any person being in contravention of section 606(1) of the Corporations Act.



All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Wednesday, 24 June 2026.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/BGEegm2026>

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

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



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy, you must:

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

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

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3: SIGN THE FORM

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

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

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

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

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

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore before **11:00am (AEST) on Wednesday, 24 June 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

🖥 **Online** <https://www.votingonline.com.au/BGEegm2026>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held at the **offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 26 June 2026 at 11:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

		For	Against	Abstain*
Resolution 1	Approval to issue of shares to Sophisticated Investors and Professional Investors pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Placement Options pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Broker Options pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Director Options to Non-Executive Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 43px; width: 100%;"></div>	<div style="border: 1px solid black; height: 43px; width: 100%;"></div>	<div style="border: 1px solid black; height: 43px; width: 100%;"></div>

Sole Director and Sole Company Secretary
Director
Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2026