

9 June 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,


Evion Group NL ACN 610 168 191 (ASX: EVG or “the **Company**”), advises a General Meeting will be held in person at Level 5, 191 St Georges Tce, Perth, Western Australia on Thursday, 9 July 2026 at 10:00am (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://eviongroup.com/investor-centre/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: EVG).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

<p>Online scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on your holding statement.2. Click on ‘View Meetings’ – ‘Vote’. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@eviongroup.com.

Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by Managing Director, David Round.

**EVION GROUP NL
ACN 610 168 191
NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: Thursday, 9 July 2026

PLACE: Level 5, 191 St Georges Terrace, Perth WA 6000

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

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

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

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES TO GLOBEX NEVADA

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to US\$250,000 worth of Shares at the Deemed Issue Price to Globex Nevada (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANSACTION SHARES TO BURNVOIR IN PART SATISFACTION OF ACQUISITION SUCCESS FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 18,000,000 Shares to BurnVoir (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE ADVISORY SHARES TO BURNVOIR IN PART SATISFACTION OF ACQUISITION SUCCESS FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,583,333 Shares to BurnVoir (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 85,343,006 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 57,660,221 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 95,496,772 Placement Shares to the Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 238,499,999 Placement Options to the Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO DIRECTOR – MR DAVID ROUND

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

"That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 416,667 Placement Shares and 416,667 Placement Options to Mr David Round (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO FORMER DIRECTOR – MR WARRICK HAZELDINE

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

"That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 333,333 Placement Shares and 333,333 Placement Options to Mr Warrick Hazeldine (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO DIRECTOR – MR CRAIG LENNON

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

"That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Placement Shares and 750,000 Placement Options to Mr Craig Lennon (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO DIRECTOR – MR MALCOLM RANDALL

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

"That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 666,667 Placement Shares and 666,667 Placement Options to Mr Malcolm Randall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO DIRECTOR – MS HEATHER ZAMPATTI

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

"That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 666,667 Placement Shares and 666,667 Placement Options to Ms Heather Zampatti (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO GBA CAPITAL

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 48,266,667 Lead Manager Options to GBA Capital

(or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO DGWA IN PART CONSIDERATION FOR EUROPEAN INVESTOR RELATIONS AND CORPORATE ADVISORY SERVICES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to DGWA (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE SECURITIES TO EQUITIES CLUB IN CONSIDERATION FOR MARKETING SERVICES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,500,000 Shares and 4,500,000 Marketing Options to Equities Club (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

16. RESOLUTION 16 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – MR MALCOLM RANDALL

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Incentive Options to Mr Malcolm Randall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

17. RESOLUTION 17 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – MR DAVID ROUND

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Incentive Options to Mr David Round (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 9 June 2026

By order of the Board



David Round

Managing Director

Voting Prohibition Statements

Resolution 16 – Approval to Issue Incentive Options to Director – Mr Malcolm Randall	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 17 – Approval to Issue Incentive Options to Director – Mr David Round	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

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

Resolution 1 – Approval to Issue Consideration Shares to Globex Nevada	<p>Globex Nevada (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 2 – Approval to Issue Transaction Shares to BurnVoir in Part Satisfaction of Acquisition Success Fee	<p>BurnVoir (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 3 – Approval to Issue Advisory Shares to BurnVoir in Part Satisfaction of Acquisition Success Fee	<p>BurnVoir (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 4 – Ratification of Prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1	<p>The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.</p>
Resolution 5 – Ratification of Prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1A	<p>The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.</p>
Resolution 6 – Approval to Issue Tranche 2 Placement Shares	<p>The Unrelated Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 7 – Approval to Issue Placement Options	<p>The Unrelated Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 8 – Approval to Issue Placement Securities to Director – Mr David Round	<p>Mr David Round (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>
Resolution 9 – Approval to Issue Placement Securities to Former Director – Mr Warrick Hazeldine	<p>Mr Warrick Hazeldine (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>
Resolution 10 – Approval to Issue Placement Securities to Director – Mr	<p>Mr Craig Lennon (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person</p>

Craig Lennon	or those persons.
Resolution 11 – Approval to Issue Placement Securities to Director – Mr Malcolm Randall	Mr Malcolm Randall (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to Issue Placement Securities to Director – Ms Heather Zampatti	Ms Heather Zampatti (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 13 – Approval to Issue Lead Manager Options to GBA Capital	GBA Capital (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 14 – Approval to Issue Shares to DGWA in Part Consideration for European Investor Relations and Corporate Advisory Services	DGWA (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 15 – Approval to Issue Securities to Equities Club in Consideration for Marketing Services	Equities Club (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 16 – Approval to Issue Incentive Options to Director – Mr Malcolm Randall	Mr Malcolm Randall (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 17 – Approval to Issue Incentive Options to Director – Mr David Round	Mr David Round (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6158 9916.

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. BACKGROUND

1.1 Acquisition

As announced on 12 May 2026, the Company has entered into an agreement to acquire a 100% interest in Carp Fluorspar Pty Ltd (**Acquisition**) for consideration of A\$1 (**SSA**). Carp Fluorspar Pty Ltd (**Optionee**) has entered into an option agreement (**Option Agreement**) with Globex Nevada Inc. (a company incorporated in Nevada, USA) (**Globex Nevada** or **Optionor**) granting the Optionee an option to acquire a 100% right, title and interest in 14 contiguous unpatented lode claims located in Lincoln County, Nevada, USA comprising the Carp Fluorspar Project (**Project**). Upon settlement of the Acquisition, the Company will indirectly assume the Optionee's obligations under the Option Agreement.

1.2 Option Agreement

(a) Consideration and Expenditure Commitments

In order to exercise the option to acquire the Project, the Optionee shall pay, issue and make (as applicable) the following cash payments, share payments and work expenditures on or before the dates specified below:

- (i) pay US\$150,000 in cash to the Optionor within 5 business days of the SSA;
- (ii) issue US\$250,000 worth of Shares (**Consideration Shares**) based on a deemed issue price equal to the 10-day volume weighted average price (**VWAP**) of Shares immediately prior to the issue date (**Deemed Issue Price**), subject to shareholder approval (being the subject of Resolution 1);
- (iii) on or prior to the first anniversary of the date the Option Agreement was entered into:
 - (A) pay US\$260,000 in cash to the Optionor;
 - (B) issue such number of Shares to the Optionor (or its nominee(s)) with a deemed value of US\$450,000 based on the Deemed Issue Price, subject to Shareholder approval; and
 - (C) incur a total of US\$500,000 in exploration expenditures in or on the Project;
- (iv) on or prior to the second anniversary of the date the Option Agreement was entered into:
 - (A) pay US\$450,000 in cash to the Optionor;
 - (B) issue such number of Shares to the Optionor (or its nominee(s)) with a deemed value of US\$500,000 based on the Deemed Issue Price, subject to Shareholder approval; and
 - (C) incur a total of an additional US\$500,000 in exploration expenditures in or on the Project between the first anniversary date and the second anniversary date the Option Agreement was entered into;
- (v) on or prior to the third anniversary of the date the Option Agreement was entered into:
 - (A) pay US\$750,000 in cash to the Optionor;

- (B) issue such number of Shares to the Optionor (or their nominees) with a deemed value of US\$800,000 based on the Deemed Issue Price, subject to Shareholder approval; and
- (C) incur a total of an additional US\$1,000,000 in exploration expenditures in or on the Project between the second anniversary date and the third anniversary date the Option Agreement was entered into; and
- (vi) between the third anniversary date and fourth anniversary date the Option Agreement was entered into, incur a total of an additional US\$1,750,000 in exploration expenditures in or on the Project.

Provided that all requirements set out in (i) to (vi) above, inclusive, have been satisfied, the Optionee shall be entitled to deliver to the Optionor a notice exercising the Option and an executed copy of the Royalty Agreement.

(b) **Conditions Precedent**

The Option Agreement remains conditional on the Company and the Optionee obtaining all necessary regulatory approvals.

(c) **Royalty**

Upon exercise of the Option, the Optionee will grant the Optionor a 3% royalty calculated on the gross revenue derived from the Project (**Royalty**) pursuant to a royalty agreement on customary terms (**Royalty Agreement**). If the Optionor elects to sell, or receives a bona fide third party offer to purchase, any of its interest in the Royalty, the Optionee will have a first right of refusal to purchase the relevant interest in the Royalty at the same price and upon the same terms and conditions.

The SSA and the Option Agreement each otherwise contains provisions considered standard for agreements of their nature.

1.3 Financial Adviser

BurnVoir Corporate Finance Limited (**BurnVoir**) acted as financial adviser to the Company in relation to the Acquisition pursuant to an engagement letter dated 25 August 2025 (as supplemented by a letter dated 22 April 2026) (together, the **Financial Adviser Mandate**).

In consideration for financial advisory services under the Financial Adviser Mandate, the Company has agreed to:

- (a) pay BurnVoir an advisory fee equal to A\$20,000 (plus GST) per month payable for a period of 12 months from the commencement date of the Financial Adviser Mandate, being 25 August 2025 (**Commencement Date**), comprising:
 - (i) A\$10,000 (plus GST) per month (pro rata for part months, if required) payable in cash in Australian dollars; and
 - (ii) a one-off issue of that number of Shares equal to A\$132,000 (inclusive of GST), representing the aggregate share component of the Advisory Fee for the 12-month period, calculated based on the 5-day VWAP for Shares immediately preceding the Commencement Date, with 50% of the Shares subject to escrow for 12 months from the Commencement Date and the remaining 50% subject to escrow for 6 months from the Commencement Date (satisfied by the issue of 4,177,215 Shares to BurnVoir on 1 September 2025);
- (b) pay BurnVoir a debt arranging fee in respect of each debt facility on the date that binding documentation evidencing the debt facility is first executed by the Company (or its nominee) calculated by reference to the aggregate of all debt facilities arranged, at the following rates:
 - (i) 2.50% of the first A\$100 million (or its currency equivalent) of debt facilities; and

- (ii) 2% of the balance of the debt facilities.
- (c) pay BurnVoir an equity management fee equal to 1.25% of the amount of each equity facility on the date that any proceeds of the equity facility are first received (or otherwise payable in instalments or tranches where funds are received over time or the size of the equity facility cannot be determined on that date). The equity management fee for any equity raised before 30 September 2025 was reduced to 0.5%, reverting to 1.25% thereafter;
- (d) pay BurnVoir an equity arranging fee equal to 5% of the total equity investment by a party introduced to the Company by BurnVoir (**BurnVoir Introduced Investor**) on the date that any proceeds of the equity facility are first received (or otherwise payable in instalments or tranches where funds are received over time or the size of the equity facility cannot be determined on that date), with the equity arranging fee applying to all equity investments by a BurnVoir Introduced Investor over a period of 3 years from the date that equity funds are first received from that investor;
- (e) pay BurnVoir a change of control fee on the date that the change of control is completed where any party acquires beneficial ownership in 50% or more of one of the Company's projects or of the issued Shares of the Company (including by acquisition or issue of options, warrants or convertible instruments enabling such an interest to be acquired, and whether arising from a single transaction or a series of transactions) (to be rebated against the debt arranging fee which becomes payable after the change of control fee is paid) calculated as follows:
 - (i) if the change of control is completed before an indicative terms sheet is submitted in respect of one or more of the proposed debt facilities, but more than 3 months after the Commencement Date, an amount equal to 35% of the debt arranging fee, calculated assuming that the debt facilities are sized at A\$100 million in aggregate and that the debt arranging fee is payable in respect of those debt facilities; and
 - (ii) if the change of control is completed after an indicative terms sheet is submitted in respect of one or more of the proposed debt facilities, but before credit approval is received, an amount equal to 65% of the debt arranging fee, calculated assuming that the debt facilities are sized in aggregate as per the then latest financial model(s) developed or reviewed for the Company's projects;
- (f) pay BurnVoir an acquisition success fee, payable on the date that binding documentation evidencing the acquisition is first executed by the Company (or its nominee or related entity), comprising the issue to BurnVoir (or its nominee(s)) of:
 - (i) 18,000,000 Shares (referred to in the mandate as the Transaction Shares) on the same terms as the Placement Shares (approval for the issue of which is being sought under Resolution 2); and
 - (ii) 4,583,333 Shares (referred to in the mandate as the Advisory Shares), being that number of Shares equal in aggregate value to A\$137,500 (inclusive of GST) divided by the issue price of A\$0.03 per Share at which Shares under the Placement are being issued (approval for the issue of which is being sought under Resolution 3);
- (g) if the Financial Adviser Mandate is terminated by the Company and, within the period ending on the later of:
 - (i) 12 months after notice of termination; and
 - (ii) 3 months after commencement of construction of the Maniry Graphite Project at a commercial scale,

a debt facility, equity facility or change of control is completed, pay BurnVoir a fee equivalent to the full debt arranging fee, equity management fee, equity

arranging fee or change of control fee (as applicable) that would otherwise have been payable.

In addition to professional fees, the Company agrees to reimburse BurnVoir for out-of-pocket expenses reasonably incurred by BurnVoir in connection with the Financial Adviser Mandate. BurnVoir is required to request the Company's prior approval for any individual expense that exceeds A\$1,000.

The Financial Adviser Mandate otherwise contains provisions considered standard for agreements of its nature.

1.4 Placement

In connection with the Acquisition, on 12 May 2026 and subsequently on 29 May 2026, the Company announced it had received firm commitments from institutional and high net worth investors (**Unrelated Placement Participants**) and the current Directors and a former Director (Mr Warrick Hazeldine) to raise up to approximately A\$7.24 million (before costs), including A\$85,000 of Director and Former Director Participation, via a two-tranche share placement of up to 241,333,333 Shares (**Placement Shares**) at an issue price of A\$0.03 per Share (**Placement**).

Pursuant to the terms of the Placement, the Company has agreed to issue to the Unrelated Placement Participants one (1) free attaching listed Option (exercisable at A\$0.05 each on or before three (3) years from the date of issue) (**Placement Option**) for every one (1) Share subscribed for and issued under the Placement.

Securities under the Placement have been, or are proposed to be, issued as follows:

- (a) an aggregate of 143,003,227 Shares issued on 21 May 2026 under tranche one of the Placement (**Tranche 1**) to the Unrelated Placement Participants, comprising:
 - (i) 85,343,006 Shares issued to the Unrelated Placement Participants under the Company's existing placement capacity pursuant to Listing Rule 7.1 (these Shares being the subject of ratification under Resolution 4); and
 - (ii) 57,660,221 Shares issued to the Unrelated Placement Participants under the Company's existing placement capacity pursuant to Listing Rule 7.1A (these Shares being the subject of ratification under Resolution 5);
- (b) up to 95,496,772 Shares to be issued under tranche two of the Placement (**Tranche 2**) to the Unrelated Placement Participants, subject to Shareholder approval (being the subject of Resolution 6);
- (c) an aggregate of up to 238,499,999 Placement Options to be issued to the Unrelated Placement Participants, subject to Shareholder approval (being the subject of Resolution 7); and
- (d) an aggregate of up to 2,833,334 Shares and 2,833,334 Placement Options to be issued to the current Directors and a former Director (Mr Warrick Hazeldine) (**Director and Former Director Participation**), subject to Shareholder approval (being the subject of Resolutions 8 to 12).

1.5 Use of Funds

The Company intends to apply the funds raised under the Placement towards:

- (a) the costs of the Acquisition;
- (b) expenditure on existing assets;
- (c) exploration costs;
- (d) expenditure on the Project; and
- (e) working capital and corporate administration.

1.6 Lead Manager

The Company has appointed GBA Capital Pty Ltd (ACN 643 039 123) (**GBA Capital** or **Lead Manager**) to act as sole lead manager and bookrunner to the Placement pursuant to a lead manager mandate dated 23 April 2026 (**Lead Manager Mandate**).

In consideration for providing lead manager services under the Lead Manager Mandate, the Company agreed to:

- (a) pay the Lead Manager a capital raising fee of 6% on funds raised under the Placement (plus GST); and
- (b) issue the Lead Manager (or its nominee(s)) one (1) Option for every five (5) Placement Shares subscribed for (being 48,266,667 Options) (**Lead Manager Options**) on the same terms as the Placement Options, subject to Shareholder approval pursuant to Resolution 13, provided that if Shareholder approval is not obtained, the Company will be required to pay the Lead Manager a cash equivalent in lieu of the Lead Manager Options.

The Company has also granted the Lead Manager a right of first refusal to act as lead manager to any future capital raisings conducted by the Company within 12 months from the date of the Lead Manager Mandate.

In addition to the fees set out above, the Company has agreed to reimburse the Lead Manager for reasonable out-of-pocket expenses incurred in connection with the Lead Manager Mandate, including Australian legal fees up to A\$10,000 (excluding GST).

The Lead Manager Mandate otherwise contains provisions considered standard for agreements of its nature.

2. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES TO GLOBEX NEVADA

2.1 General

As set out in Section 1.1, the Company has agreed pursuant to the Option Agreement to issue US\$250,000 worth of Consideration Shares to Globex Nevada (or its nominee(s)) based on the Deemed Issue Price, subject to Shareholder approval.

A summary of the material terms of the Option Agreement is set out in Section 1.2.

The number of Consideration Shares which may be issued is subject to prevailing A\$/US\$ exchange rates and the prevailing price for Shares. Accordingly, there is no minimum or maximum number of Consideration Shares that may be issued. The following table shows illustrative numbers of Consideration Shares which may be issued at various Deemed Issue Prices:

US\$ VALUE	ILLUSTRATIVE DEEMED ISSUE PRICE (A\$)				
	\$0.015	\$0.0225	\$0.03	\$0.0375	\$0.045
\$250,000	23,073,333	15,382,222	11,536,666	9,229,333	7,691,111

Note:

1. Using an illustrative exchange rate of US\$1:A\$1.3844, and a mid point of a Deemed Issue Price equal to the price at which the Placement is being conducted, and showing the numbers of Consideration Shares to be issued at a 50% and 25% discount to that price, and a 25% and 50% premium to that price.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares in part consideration for the Acquisition.

2.2 Listing Rule 7.1

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

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to satisfy part of its payment obligations under the Option Agreement and may be required to renegotiate the terms of the Option Agreement or otherwise satisfy payment of the fees payable by alternative means, including cash.

2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Globex Nevada Inc. (or its nominee(s)).
Number of Securities and class to be issued	The number of Consideration Shares to be issued will be that number of Consideration Shares when multiplied by the Deemed Issue Price will equal US\$250,000. The number of Consideration Shares which may be issued is subject to prevailing A\$/US\$ exchange rates and the prevailing price for Shares. Accordingly, there is no minimum or maximum number of Consideration Shares that may be issued. The table in Section 2.1 shows illustrative numbers of Consideration Shares which may be issued at various Deemed Issue Prices.
Terms of Securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Consideration Shares 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 other consideration the Company will receive for the Securities	The Consideration Shares will be issued at a nil issue price, in part consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Option Agreement.
Summary of material terms of agreement to issue	The Consideration Shares are being issued pursuant to the Option Agreement, a summary of the material terms of which is set out in Section 1.1.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTION 2 – APPROVAL TO ISSUE SHARES TO BURNVOIR IN PART SATISFACTION OF ACQUISITION SUCCESS FEE

3.1 General

As set out in Section 1.3 above, the Company has engaged BurnVoir to act as financial adviser to the Company in connection with the Acquisition.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 18,000,000 Shares to BurnVoir (or its nominee(s)) in part satisfaction of the acquisition success fee payable to BurnVoir under the Financial Adviser Mandate (a summary of which is set out in Section 1.3).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to satisfy part of its payment obligations under the Financial Adviser Mandate and may be required to renegotiate the terms of the Financial Adviser Mandate or otherwise satisfy the fees payable by alternative means, including in cash.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	BurnVoir Corporate Finance (or its nominee(s)).
Number of Securities and class to be issued	18,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than 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 other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in part satisfaction of the acquisition success fee payable to BurnVoir under the Financial Adviser Mandate.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Financial Adviser Mandate.
Summary of material terms of agreement to issue	The Shares are being issued under the Financial Adviser Mandate, a summary of the material terms of which is set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – APPROVAL TO ISSUE SHARES TO BURNVOIR IN PART SATISFACTION OF ACQUISITION SUCCESS FEE

4.1 General

As set out in Section 1.3 above, the Company has engaged BurnVoir to act as financial adviser to the Company in connection with the Acquisition.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,583,333 Shares to BurnVoir (or its nominee(s)) in part satisfaction of the acquisition success fee payable to BurnVoir under the Financial Adviser Mandate (a summary of which is set out in Section 1.3).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to satisfy part of its payment obligations under the Financial Adviser Mandate and may be required to renegotiate the terms of the Financial Adviser Mandate or otherwise satisfy the fees payable by alternative means, including in cash.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	BurnVoir Corporate Finance (or its nominee(s)).
Number of Securities and class to be issued	4,583,333 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not

REQUIRED INFORMATION	DETAILS
issued	issue any Shares 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 other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in part satisfaction of the acquisition success fee payable to BurnVair under the Financial Adviser Mandate.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Financial Adviser Mandate.
Summary of material terms of agreement to issue	The Shares are being issued under the Financial Adviser Mandate, a summary of the material terms of which is set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

5.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 143,003,227 Shares at an issue price of A\$0.03 per Share to raise A\$4.3 million.

85,343,006 Shares were issued on 21 May 2026 pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 57,660,221 Shares were issued on 21 May 2026 pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 5).

5.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 24 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of

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

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Unrelated Placement Participants, being professional and sophisticated investors who were identified through a bookbuild process, which involved GBA Capital Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	143,003,227 Shares were issued on the following basis: (a) 85,343,006 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and (b) 57,660,221 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	21 May 2026.
Price or other consideration the Company received for the Securities	A\$0.03 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1.

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 95,496,772 Shares to the Unrelated Placement Participants (or their nominees) at an issue price of A\$0.03 per Share to raise up to approximately A\$2,864,903 (before costs).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to raise the additional A\$2,864,903 that would have been raised under Tranche 2 of the Placement.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated Placement Participants, being professional and sophisticated investors who will be identified through a bookbuild process, which will involve GBA Capital Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 95,496,772 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than 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 other consideration the Company will receive for the Securities	A\$0.03 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT OPTIONS

7.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 238,499,999 Placement Options to Unrelated Placement Participants free attaching to the Placement Shares issued under the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Unrelated Placement Participants will not receive Placement Options under the Placement.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated Placement Participants, being professional and sophisticated investors who will be identified through a bookbuild process, which will involve GBA Capital Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 238,499,999 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the 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 other consideration the Company will receive for the Securities	The Placement Options will be issued at a nil issue price, as free-attaching options in connection with the participation of the Unrelated Placement Participants in the Placement. Each Placement Option is exercisable at A\$0.05 on or before three (3) years from the date of issue.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 8 TO 12 – APPROVAL TO ISSUE PLACEMENT SECURITIES TO DIRECTORS AND FORMER DIRECTOR

8.1 General

As set out in Section 1.4 above, the current Directors and former Director (Mr Warrick Hazeldine) wish to participate in the Placement for up to an aggregate of A\$85,000 on the same terms as the Unrelated Placement Participants.

Accordingly, these Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of up to 2,833,334 Placement Shares and 2,833,334 Placement Options to the current Directors of the Company, Messrs David Round, Craig Lennon and Malcolm Randall, and Ms Heather Zampatti, and former Director (Mr Warrick Hazeldine) (or their nominee(s)) (together, the **Related Parties**) on the terms and conditions set out below.

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

RECIPIENT	RESOLUTION	DIRECTOR AND FORMER DIRECTOR PARTICIPATION		
		QUANTUM		FUNDS RAISED (A\$)
		PLACEMENT SHARES	PLACEMENT OPTIONS	
Mr David Round (or his nominee(s))	8	416,667	416,667	A\$12,500
Mr Warrick Hazeldine (or his nominee(s))	9	333,333	333,333	A\$10,000
Mr Craig Lennon (or his nominee(s))	10	750,000	750,000	A\$22,500
Mr Malcolm Randall (or his nominee(s))	11	666,667	666,667	A\$20,000
Ms Heather Zampatti (or her nominee(s))	12	666,667	666,667	A\$20,000
Total		2,833,334	2,833,334	A\$85,000

The Placement Shares and Placement Options to be issued to the current Directors and a Former Director (Mr Warrick Hazeldine) pursuant to the Director and Former Director Participation are together, the **Participation Securities**.

8.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominees) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

8.3 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director or a former Director (in the case of Mr Warrick Hazeldine).

The Directors (other than Mr David Round who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr David Round (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Warrick Hazeldine (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Craig Lennon who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Craig Lennon (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Malcolm Randall who has a material personal interest in Resolution 11) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Malcolm Randall (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Ms Heather Zampatti who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Ms Heather Zampatti (or her nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

8.4 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 8 to 12. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 8 to 12 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 8 to 12 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

8.5 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or

agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

8.6 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.5. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised. Consequently, the Company will not be able to raise the additional A\$85,000 that would have been raised pursuant to the Director and Former Director Participation.

8.7 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Securities will be issued to the Related Parties (or their nominees), as set out in Section 8.1 above.
Categorisation under Listing Rule 10.11	Each of the Related Parties other than Mr Warrick Hazeldine falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Mr Warrick Hazeldine falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a former Director within the last 6 months. Any nominee(s) of the Related Parties who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Securities to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 8.1 above.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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

REQUIRED INFORMATION	DETAILS
	Rules).
Price or other consideration the Company will receive for the Securities	The Placement Shares will be issued at A\$0.03 per Share and the Placement Options will be issued at a nil issue price, as free-attaching options in connection with the Director and Former Director Participation. Each Placement Option is exercisable at A\$0.05 on or before three (3) years from the date of issue.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

9. RESOLUTION 13 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO GBA CAPITAL

9.1 General

The background to the Placement is set out above in Section 1.4.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 48,266,667 Lead Manager Options in part consideration for lead manager services provided by GBA Capital in relation to the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

9.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will be required to pay GBA Capital a cash equivalent in lieu of the Lead Manager Options in accordance with the terms of the Lead Manager Mandate.

9.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	GBA Capital Pty Ltd (or its nominee(s)).
Number of Securities and class to be issued	48,266,667 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and

REQUIRED INFORMATION	DETAILS
	conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager 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 other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at a nil issue price, in part consideration for lead manager services provided by GBA Capital Pty Ltd.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.6.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.6.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO DGWA IN PART CONSIDERATION FOR EUROPEAN INVESTOR RELATIONS AND CORPORATE ADVISORY SERVICES

10.1 Background

The Company has engaged Deutsche Gesellschaft für Wertpapieranalyse GmbH (a company incorporated in Germany) (**DGWA**) to provide European investor relations engagement, grants and subsidy, and corporate advisory services for an initial period of 6 months (and extended automatically by consecutive 6-month periods unless terminated within 4 weeks of the end of that period) pursuant to an agreement dated 10 November 2025 (**DGWA Agreement**).

In consideration for providing these services under the DGWA Agreement, the Company has agreed to:

- (a) pay to DGWA a monthly cash fee of €5,000;
- (b) issue to DGWA (or its nominee(s)) 1,000,000 Shares (approval for which is being sought under Resolution 14); and
- (c) pay to DGWA a success fee of:
 - (i) 6% on any capital raising or finance facilitated by DGWA in Europe; and
 - (ii) 5% on any grants or subsidies successfully facilitated by DGWA.

The DGWA Agreement otherwise contains provisions considered standard for agreements of its nature.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,000,000 Shares to DGWA (or its nominee(s)) in part consideration for services provided by DGWA pursuant to the DGWA Agreement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain

Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

10.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Deutsche Gesellschaft für Wertpapieranalyse GmbH (or its nominee(s)).
Number of Securities and class to be issued	1,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than 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 other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in part consideration for services provided by DGWA.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the DGWA Agreement, a summary of the material terms of which is set out in Section 10.1.
Summary of material terms of agreement to issue	The Shares are being issued under the DGWA Agreement, a summary of the material terms of which is set out in Section 10.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11. RESOLUTION 15 – APPROVAL TO ISSUE SECURITIES TO EQUITIES CLUB IN CONSIDERATION FOR MARKETING SERVICES

11.1 Background

The Company has engaged Equities Club Pty Ltd (ACN 673 820 641) (**Equities Club**) to provide marketing, content, distribution and promotional services for a period of 12 months pursuant to an agreement dated 8 May 2026 (**Equities Club Agreement**).

In consideration for providing these services under the Equities Club Agreement, the Company has agreed to issue to Equities Club (or its nominee(s)) 4,500,000 Shares and

4,500,000 Options (**Marketing Options**) (plus \$13,500 GST), subject to voluntary escrow for a period of 12 months from the date of issue.

The Equities Club Agreement otherwise contains provisions considered standard for agreements of its nature.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,500,000 Shares and 4,500,000 Marketing Options to Equities Club (or its nominee(s)) in consideration for services provided by Equities Club pursuant to the Equities Club Agreement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

11.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

11.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Equities Club Pty Ltd (or its nominee(s)).
Number of Securities and class to be issued	4,500,000 Shares and 4,500,000 Marketing Options will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Marketing Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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 other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for services provided by Equities Club.
Purpose of the issue, including the intended	The purpose of the issue is to satisfy the Company's obligations under the Equities Club Agreement, a summary

REQUIRED INFORMATION	DETAILS
use of any funds raised by the issue	of the material terms of which is set out in Section 11.1.
Summary of material terms of agreement to issue	The Securities are being issued under the Equities Club Agreement, a summary of the material terms of which is set out in Section 11.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

12. RESOLUTIONS 16 AND 17 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTORS

12.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 20,000,000 Incentive Options to Messrs Malcolm Randall and David Round (or their nominees) on the terms and conditions set out below.

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

CLASS	QUANTUM	RECIPIENT	RESOLUTION	EXERCISE PRICE	EXPIRY DATE
Class A Incentive Options	5,000,000	Mr Malcolm Randall (or his nominee(s))	16	A\$0.075	Three (3) years from the date of issue.
Class B Incentive Options	5,000,000			A\$0.10	
Class A Incentive Options	5,000,000	Mr David Round (or his nominee(s))	17	A\$0.075	
Class B Incentive Options	5,000,000			A\$0.10	

12.2 Director Recommendation

Each of Messrs Malcolm Randall and David Round has a material personal interest in the Resolution that relates to the issue of Incentive Options to them, and accordingly makes no recommendation on that Resolution. The remaining Directors recommend that Shareholders vote in favour of Resolutions 16 and 17.

12.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.3 above.

The issue constitutes giving a financial benefit and each of Messrs Malcolm Randall and David Round is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Malcolm Randall who has a material personal interest in Resolution 16) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Incentive Options, reached as part of the remuneration package for Mr Malcolm Randall, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr David Round who has a material personal interest in Resolution 17) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Incentive Options, reached as part of the remuneration package for Mr David Round, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

12.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.5 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

12.5 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to satisfy part of its remuneration obligations to Mr Malcolm Randall and Mr David Round and may be required to renegotiate their respective remuneration packages or otherwise satisfy their remuneration by alternative means, including in cash.

12.6 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Incentive Options will be issued to the recipients (or their nominees), as set out in Section 12.1 above.
Categorisation under Listing Rule 10.11	The proposed recipients fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Any nominee(s) of the recipients who receive Incentive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	20,000,000 Incentive Options will be issued, comprising: (a) 10,000,000 Class A Incentive Options; and (b) 10,000,000 Class B Incentive Options.
Terms of Securities	The Incentive Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Incentive Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Incentive Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Incentive Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to motivate and reward their performance as a Director and to provide cost effective remuneration to the proposed recipients, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Remuneration package	The current total remuneration package for Mr Malcolm Randall is director fees of A\$75,000 per annum inclusive of superannuation. If the Incentive Options are issued, the total

REQUIRED INFORMATION	DETAILS
	<p>remuneration package of Mr Malcolm Randall will increase by A\$294,042.30 to A\$369,042.30, being the value of the Incentive Options (based on the Black Scholes methodology).</p> <p>The current total remuneration package for Mr David Round is A\$400,000, comprising directors' salary of A\$370,000 and a superannuation payment of A\$30,000. If the Incentive Options are issued, the total remuneration package of Mr David Round will increase by A\$294,042.30 to A\$694,042.30, being the value of the Incentive Options (based on the Black Scholes methodology).</p>
<p>Summary of material terms of agreement to issue</p>	<p>The Incentive Options are not being issued pursuant to an agreement.</p>
<p>Voting exclusion statement</p>	<p>A voting exclusion statement applies to these Resolutions.</p>
<p>Voting prohibition statement</p>	<p>A voting prohibition statement applies to these Resolutions.</p>

GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

BurnVair means BurnVair Corporate Finance Limited (ACN 097 814 134).

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Consideration Shares has the meaning given in Section 1.2.

Company means Evion Group NL (ACN 610 168 191).

Constitution means the Company's constitution.

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

Deemed Issue Price has the meaning given in Section 1.2.

DGWA means Deutsche Gesellschaft für Wertpapieranalyse GmbH (a company incorporated in Germany).

DGWA Agreement has the meaning given in Section 10.1.

Directors means the current directors of the Company.

Director and Former Director Participation has the meaning given in Section 1.4.

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

Equities Club means Equities Club Pty Ltd (ACN 673 820 641) (Authorised Representative (No. 1308139) of ShareX Pty Ltd (AFSL No. 519872)).

Equities Club Agreement has the meaning given in Section 11.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Adviser Mandate has the meaning given in Section 1.3.

GBA Capital or **Lead Manager** means GBA Capital Pty Ltd (ACN 643 039 123).

Globex Nevada means Globex Nevada Inc. (a company incorporated in Nevada, USA).

Incentive Options has the meaning given in Section 12.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 1.6.

Lead Manager Options has the meaning given in Section 1.6.

Listing Rules means the Listing Rules of ASX.

Marketing Options has the meaning given in Section 11.1.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Option Agreement has the meaning given in Section 1.1.

Participation Securities has the meaning given in Section 8.1.

Placement has the meaning given in Section 1.4.

Placement Option has the meaning given in Section 1.4.

Placement Shares has the meaning given in Section 1.4.

Project has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 8.1.

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.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

SSA has the meaning given in Section 1.1.

Tranche 1 has the meaning given in Section 1.4.

Tranche 2 has the meaning given in Section 1.4.

Unrelated Placement Participants has the meaning given in Section 1.4.

VWAP means volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS, LEAD MANAGER OPTIONS, MARKETING OPTIONS AND INCENTIVE OPTIONS

The terms and conditions of the Options are set out in the table below.

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	<p>Subject to paragraph 9, the amount payable upon exercise of each Option will be:</p> <p>(a) in the case of the Placement Options, Lead Manager Options, and Marketing Options, A\$0.05;</p> <p>(b) in the case of the Class A Incentive Options, A\$0.075; and</p> <p>(c) in the case of the Class B Incentive Options, A\$0.10,</p> <p>(each, an Exercise Price).</p> <p>References to Class A Incentive Options and Class B Incentive Options in this Schedule are to the Incentive Options designated as such in Section 12.1.</p>
3.	Expiry Date	<p>Each Option will expire at 5:00 pm (WST) three (3) years from the date of issue (Expiry Date).</p> <p>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.</p>
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</p> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and</p>

		do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 07 July 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

