GRATIFII LIMITED

ACN 125 688 940

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:00am

DATE: Monday 13 July 2026

How to attend: Via the online platform at: **https://singleholding.automic.com.au/login**

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary on 1300 288 664.

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PROXY FORM ATTACHED IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 10:00am (AEDT) on Monday 13th of July 2026 via the online platform provided by our Share Registry, Automic.

Pursuant to the Company's revised Constitution approved by Shareholders at the Company's Extraordinary General Meeting on 9 June 2022, the Board has made the decision that this will be a virtual Meeting only. Shareholders who attend virtually will be considered present.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link **https://singleholding.automic.com.au/login** and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to **https://singleholding.automic.com.au/login**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Ben Newling, Company Secretary at **benn@gratifii.com** at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 as at 10:00am (AEDT) on 11th day of July 2026.

VOTING BY PROXY

Shareholders may lodge a direct vote or appoint a proxy online or by submitting a voting form to the Company's Share Registry (Automic).

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at **https://singleholding.automic.com.au/login** by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at **https://singleholding.automic.com.au/login**
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

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

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide 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.

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - o the proxy is not recorded as attending the meeting; and
  - o the proxy does not vote on the resolution,

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

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on key management personnel and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy.

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

CORPORATE REPRESENTATIVES

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

BUSINESS OF THE MEETING

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE 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 7.4 and for all other purposes, Shareholders ratify the prior issue of 105,875,000 Capital Raise Shares at an issue price of $0.04 each to Professional and Sophisticated Investors on 22 May 2026, on the terms and conditions set out in the Explanatory Statement."*

Note: This resolution is subject to voting exclusions which are set out below.

2. RESOLUTION 2: APPROVAL OF PROPOSED ISSUE OF SIMPLICITY 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 ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Simplicity Shares to the Simplicity Vendors on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

3. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 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 ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of up to 141,625,000 Shares at an issue price of $0.04 each to Professional and Sophisticated Investors on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

4. RESOLUTION 4: APPROVAL TO ISSUE SHAREHOLDER OPTIONS ON A 1 FOR 2 BASIS

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

> *"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of one (1) Shareholder Option for every two (2) Shares subscribed for by Placement Participants in the Capital Raise, on the terms and conditions set out in the Explanatory Statement."*

Note: This Resolution is subject to voting exclusions which are set out below.

5. RESOLUTION 5: APPROVAL FOR IAIN DUNSTAN TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 625,000 Shares and 312,500 Options to Iain Dunstan, a Director of the Company, being Shares to be issued to Iain Dunstan as part of the Tranche 2 capital raise, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

6. RESOLUTION 6: APPROVAL FOR PATRINA KERR TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 625,000 Shares and 312,500 Options to Patrina Kerr, a Director of the Company, being Shares to be issued to Patrina Kerr as part of the Tranche 2 capital raise, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

7. RESOLUTION 7: APPROVAL FOR BRYAN ZEKULICH TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 625,000 Shares and 312,500 Options to Bryan Zekulich, a Director of the Company, being Shares to be issued to Bryan Zekulich as part of the Tranche 2 capital raise, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

8. RESOLUTION 8: APPROVAL FOR MIKE HILL TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11

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

> *"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 625,000 Shares and 312,500 Options to Mike Hill, a Director of the Company, being Shares to be issued to Mike Hill as part of the Tranche 2 capital raise, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

9. RESOLUTION 9: APPROVAL TO ISSUE JOINT LEAD MANAGER 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, Shareholders approve the proposed issue of 6,845,066 Joint Lead Manager Options to Stralis Capital Partners Pty Ltd and Henslow Pty Ltd, on the terms and conditions set out in the Explanatory Statement."*

Note: This Resolution is subject to voting exclusions which are set out below.

BY ORDER OF THE BOARD

Ben Newling

Company Secretary

Dated: 12th June 2026

VOTING EXCLUSIONS

Voting Exclusions in accordance with the Listing Rules

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

Resolution 1 – Ratification of prior issue of Capital Raise Shares	Any person who participated in the issue of Capital Raise Shares, or any of their Associates.
Resolution 2 – Approval of Proposed Issue of Simplicity Shares	The Simplicity Vendors and any other person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 3 – Approval of Proposed Issue of Tranche 2 Shares	Any person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 4– Approval to issue Shareholder Options on a 1 for 2 basis	Any person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 5 – Approval for Iain Dunstan to subscribe for Shares and Options under Listing Rule 10.11	Iain Dunstan, or 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) and any of their Associates
Resolution 6 – Approval for Patrina Kerr to subscribe for Shares and Options under Listing Rule 10.11	Patrina Kerr, or 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) and any of their Associates
Resolution 7 – Approval for Bryan Zekulich to subscribe for Shares and Options under Listing Rule 10.11	Bryan Zekulich, or 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) and any of their Associates
Resolution 8 – Approval for Mike Hill to subscribe for Shares and Options under Listing Rule 10.11	Mike Hill, or 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) and any of their Associates

Resolution 9 Approval to issue Joint Lead Manager Options	Stralis Capital Partners Pty Ltd and Henslow Pty Limited (and their nominees) and any other person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except as a benefit solely by reason of being a Shareholder); or any of their Associates.

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 1 – 9 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the Chair to vote on the Resolutions 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 Resolutions; and

 (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

10. BACKGROUND TO CAPITAL RAISE, SIMPLICITY ACQUISITION AND MARKETPLACER CONVERTIBLE NOTE

10.1 Capital Raise

On 15 May 2026, the Company announced a placement to Professional and Sophisticated Investors to raise up to $10.0 million (before costs) (**Capital Raise**) via two tranches:

1. **Tranche 1:** approximately $4.2 million via the issue of 105,875,000 **Capital Raise Shares** at $0.040 per Share. Of these, 62,750,000 Shares were issued under the Company's 15% Placement Capacity (Listing Rule 7.1) and 43,125,000 Shares were issued under the Company's 10% Placement Capacity (Listing Rule 7.1A). All Tranche 1 Shares have already been issued. Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the 62,750,000 Shares issued under Listing Rule 7.1and 43,125,000 Shares under Listing Rule 7.1A, to refresh the Company's 15% Placement Capacity and 10% Placement Capacity.

2. **Tranche 2:** up to approximately $5.8 million via the issue of 144,125,000 Shares at $0.040 per Share, subject to Shareholder approval at this Meeting. These shares are inclusive of the proposed issue of 625,000 Shares to each Director pursuant to Listing Rule 10.11 (Resolutions 5-8).

For every two Capital Raise Shares subscribed for pursuant to the Capital Raise subscribers will be issued with one free attaching Option.

The total proceeds of the Capital Raise of up to $10.0 million (before costs) will be applied as follows: $3.0 million toward the Simplicity acquisition consideration and integration costs; $5.0 million toward the Marketplacer Convertible Note investment; and $2.0 million toward working capital and transaction costs.

10.2 Simplicity Acquisition

On 14 May 2026, the Company entered into a binding agreement to acquire (subject to certain conditions precedent) 100% of the issued capital of Simplicity Australasia Limited (NZCN 10403999) and Simplicity Technologies Limited (NZCN 127930) (**Simplicity**), **(Simplicity Acquisition**).

Simplicity is a loyalty software and services based in Auckland, New Zealand with a diverse and loyal customer base across both Australia and New Zealand.

For further details regarding the Simplicity Acquisition, please refer to the Company's ASX announcement of 15 May 2026.

10.3 Simplicity Binding Agreements

A summary of the material terms and conditions of the Simplicity Acquisition and is set out below.

The Share Purchase Agreement (SPA) sets out the terms of the transaction. The issue of securities described in this Explanatory Statement is conditional upon satisfaction of the conditions precedent set out in the table below.

There is no certainty that the transaction or the issue of securities will proceed.

Item	Simplicity Acquisition
Binding Agreement	On 14 May 2026, the Company entered into a Share Purchase Agreement to acquire 100% of the issued capital of Simplicity
Vendors	• Stephen John Macdonald; • Andrew Paul Segar; • Nicole Cherie Segar; • DLT (2025) 2 Limited • Christine Margaret Segar; and • SJM Trustees Limited. (the **Simplicity Vendors**).
Cash Consideration	NZ$2.5m cash payable to the Simplicity Vendors on completion,
Scrip Consideration	NZ$1.5m to be paid in Shares on completion or as soon as practicable thereafter. The issue price of these shares will be the VWAP of shares over the 30 days immediately prior to completion of the acquisition (**Simplicity Shares**).
Deferred Consideration	Up to NZ$400,000 in cash, payable within 14 Business Days after finalisation of the Profit & Loss Statement for the Earn-Out Period, subject to the following conditions all being satisfied: (1) Gross Profit of the Group for the Earn-Out Period (1 April 2026 – 31 March 2027) is equal to or greater than NZ$2,500,000; (2) EBITDA of the Group for the Earn-Out Period is equal to or greater than NZ$460,000 (or NZ$230,000 if the Group qualifies for the New Zealand R&D tax credit); and (3) no customer has given notice of termination during the Earn-Out Period with an annualised effect that would cause Gross Profit or EBITDA to fall below those thresholds. The Earn-Out Amount is reduced by the aggregate of any Determined Claims paid to the Purchaser.
Conditions Precedent	Completion of the Simplicity Acquisition is subject to and conditional upon the following conditions:

	1. satisfactory completion of due diligence by the Purchaser; 2. change of control consents from counterparties to Business Contracts (other than the Subway Contracts); 3. assignment or renewal of material contracts on terms acceptable to the Purchaser (acting reasonably); 4. execution of consultancy agreements with key executives; 5. ASX and regulatory approvals (if required); 6. Shareholder approval of the Simplicity Shares; and 7. no Material Adverse Change having occurred as at Completion.
Completion Date	The Completion Date is the first Business Day of the month immediately following the date on which all conditions in the SPA have been fulfilled or waived, or such other date as the parties may agree, provided that the Completion Date shall be no later than 1 October 2026.
Voluntary Escrow	Share issued to the Simplicity Vendors will be subject to voluntary escrow for a period of 12 months from the date of issue
Warranties and Indemnities	The Vendors provide customary representations and warranties regarding the Group's business, financial position, assets, liabilities, material contracts, intellectual property, taxation and employees.
Governing Law	New Zealand. The parties submit to the exclusive jurisdiction of the New Zealand Courts.
Restraint of Trade	Each of Andrew Segar, Christine Segar and Richard Segar (as Covenantors) is subject to a restraint of trade for a period of 5 years from the Completion Date, restricting competition with the Group's business in New Zealand and Australia.

10.4 Marketplacer Investment

On 14 May 2026, the Company entered into a non-binding term sheet to subscribe for $5m of unsecured Convertible Notes issued by Marketplacer for $5.0m, with a minimum 2.25 times preferred return position on exit. This follows the announcement by the Company on 12 February 2026 of a five-year strategic partnership with Marketplacer to enhance loyalty and rewards marketplace.

Marketplacer is a global enterprise marketplace platform with turnover infrastructure providing white-label marketplace solutions for multinational customers including GAP, Qantas, British Telecommunications and Telstra.

For further information, see the Company's ASX announcement released on 15 May 2026.

10.4.1 Business overview

Item	Detail
Company name	Marketplacer Holdings Limited (ACN 633 906 162)
Principal activities	Global enterprise grade marketplace SaaS platform — white-label marketplace solutions for enterprise customers
Key customers / partners	GAP, Qantas, British Telecommunications, Telstra
Strategic fit with Gratifii	Marketplacer will become the commerce engine behind Gratifii's reward network, allowing a wider selection of rewards products to increase its revenue. The partnership significantly expands Gratifii's marketplace offering, providing access to more than 14,000 additional products via Marketplacer's global seller network. Importantly, these products are enabled without inventory ownership, procurement cost or balance sheet exposure, supporting a scalable, capital-light operating model. Gratifii is expected to recognise margin revenue from marketplace transactions and associated platform SaaS fees. The combination of scale, operating efficiency and recurring platform revenue supports potential earnings growth over time, while enabling deployment of enterprise-grade marketplace solutions across more than 20 million established accounts within Gratifii's member, loyalty and employee ecosystems.

10.4.2 Key financial metrics — unaudited management accounts for the year ended 30 June 2025

Important notice: The financial information below has been prepared by Marketplacer management and has not been independently audited or reviewed by an external auditor. It is provided to assist Shareholders in assessing the investment and should be read in conjunction with the risk factor "Unaudited financial information" of this Explanatory Statement. The financial figures remain subject to finalisation and should not be relied upon as if they were audited financial statements. Marketplacer's CEO and CFO have reviewed and confirmed in writing, dated 01/06/2026, the accuracy of the financial information set out in this section, that the information has been prepared on a basis consistent with prior periods, and that it fairly represents the financial position and performance of Marketplacer for the relevant period.

Annual revenue: **$11.4m** (FY25)	Net loss after tax: **$(17.4m)** (FY25)	EBITDA / (loss): **$(8.6m)** (FY25)

Source: Unaudited management accounts of Marketplacer Holdings Limited for the year ended 30 June 2025 (unaudited).

10.4.3 Capital structure

Gratifii's Convertible Note is unsecured and ranks behind approximately $35 million of secured debt as at 31 May 2026.

Debt layer	Detail
Senior secured debt (1st ranking)	~$35m, Outstanding as at 31 May 2026. Loan matures 24 months from the issue of the note, subject to lender accommodation, see Conditions Precedent section below. The Secured debt holders are not related parties of Gratifii, its directors, or the Joint Lead Managers.
Gratifii's Convertible Note	$5.0m — unsecured, ranks behind the senior secured debt. Converts to Super Senior Preference Shares on a Qualified Funding Event, ranking equal with the up to $10.0m of 26 Convertible Loan Notes to be issued.

10.4.4 Investment rationale

Item	Required disclosure
Strategic rationale	Through its combined capability, Gratifii anticipates it will materially increase its transactional volume through a wider set of products offered, which in turn will increase Gross Profit.
Independent assessment	The Board has not procured independent legal or financial advice, relying on the experience of its members. Shareholders should note that the financial information relating to Marketplacer provided in this Notice has not been independently audited, and the Board has not obtained an independent valuation of Marketplacer.

10.4.5 Use of Gratifii's $5.0m investment by Marketplacer

Item	Required disclosure
Intended use — breakdown required	The funds will be used for: (1) product initiatives to accelerate revenue; (2) customer success initiatives to drive growth; (3) go-to-market efforts to secure new customer acquisitions; and (4) working capital until cash flow breakeven.
Pre-conditions to drawdown	Consent of Senior Secured Lender and existing Marketplacer securityholders; execution of binding legal documents; Marketplacer board, shareholder and certain noteholder approval.
Expected drawdown date	Subject to satisfaction of conditions precedent, expected July 2026

10.4.6 Relationship between Resolution 3 and the Marketplacer investment

If Resolution 3 is passed but the Convertible Note conditions precedent are not satisfied, the Company may not issue all of the Capital Raising Shares and therefore may not receive the maximum amount of the proceeds under the Capital Raise.

10.4.7 Key terms of the Convertible Note

INSTRUMENT	
Issuer	Marketplacer Holdings Limited (ACN 633 906 162)
Instrument	Unsecured Convertible Note (face value $1.00 per Note)
Investment	Up to $10.0 million, with $5.0million to be subscribed by the Company
Maturity	24 months from the date the Notes are issued
FINANCIAL TERMS	
Interest rate	12.0% per annum, accrued daily on the face value of the Notes (including any accrued interest)
Interest payment	Interest is capitalised and paid in cash on redemption, or by issuing new Notes in the event of conversion
Security	Unsecured. The Notes rank behind approximately $35 million of existing secured debt
CONVERSION	
Trigger	The Notes automatically convert into Super Senior Preference Shares upon a (1) a capital raise (Qualified Capital Raise) of at least A$10.0 million; or (2) a sale of more than 50% of the issued

	share capital, assets or intellectual property of Marketplacer (Qualified Sale Event)
Qualified Funding Event	(1) a capital raise (Next Equity Financing) of at least A$10.0 million; or (2) a sale of more than 50% of the issued share capital, assets or intellectual property of Marketplacer (Qualified Sale Event)
Conversion Price	The lower of: (a) a $50 million valuation cap (converted to a per-share price); or (b) a 25% discount to the price per share in a Qualified Capital Raise or Qualified Sale Event
Super Senior Preference Shares	A new highest-ranking share class in Marketplacer. Holders are entitled to all existing Senior Preference Share rights, plus a 2.25x Liquidation Preference on exit or liquidation
Liquidation preference	On exit or liquidation, Super Senior Preference Shareholders receive the greater of: (a) 2.25x the total amount invested (including accrued interest); or (b) their pro-rata share of exit proceeds based on shares held. This ranks ahead of all other share classes
MATURITY	
If no Qualified Funding Event	The Notes automatically convert 5 business days after the Maturity Date at the Conversion Price, unless the Noteholder elects (in writing before maturity) to have their Notes redeemed instead
Redemption (if elected)	Marketplacer must repay 100% of the face value plus all accrued interest within 60 days after the Maturity Date
Conditions Precedent	1. Financial accommodation from the secured lender extended for 24 months 2. Secured loan maturity extended 24 months 3. Marketplacer Securityholders approval

10.4.8 Investment risk factors

Risk	Description
Subordinated credit risk	The notes are unsecured and rank behind approximately $35m of existing secured debt. In a default or insolvency scenario, Gratifii may not recover its entire investment.
No Qualified Funding Event	If no capital raise of $10m or more or sale of more than 50% of Marketplacer occurs within 24 months, the notes auto-convert at the Conversion Price. Gratifii has no guaranteed

	cash return unless it elects redemption in writing before maturity.
Illiquidity	The Convertible Notes and any resulting Preference Shares are not listed. There is no secondary market. Gratifii may be unable to realise its investment for an indefinite period.
Dilution of Gratifii shareholders	The Tranche 2 Shares will be issued to fund this investment. Existing shareholders will be diluted by this issue 22% regardless of whether the Marketplacer investment ultimately proceeds or delivers a return.
Financial information	The financial information relating to Marketplacer set out in this Notice has not been independently audited or reviewed. It has been prepared by Marketplacer management and confirmed in writing by Marketplacer's CEO and CFO. As the information has not been subject to independent audit, it may not present a true and fair view of Marketplacer's financial position and performance in accordance with applicable accounting standards. Shareholders should exercise caution when relying on this information and should have regard to the absence of independent audit verification when assessing the merits of the investment.

10.4.9 Directors' assessment and recommendation

Item	Required disclosure
Board recommendation	The Board recommends Shareholders vote in favour of Resolution 3. Each director intends to vote any shares they hold or control in favour of the Resolution.
Arm's length confirmation	The Convertible Note is on arm's length commercial terms. No director, officer, or related party of Gratifii has a substantial direct or indirect interest in Marketplacer.
Independent assessment —	The Directors have not sourced independent legal or financial advice and have resolved the terms are in line with market on arm's length terms. Shareholders should note that the financial information provided in this Notice relating to Marketplacer has not been independently audited.

10.4.10 10. Source and verification of financial information (unaudited)

Item	Required disclosure

Source of financial data	Unaudited management accounts of Marketplacer Holdings Limited for the year ended 30 June 2025. These accounts have not been independently audited. The financial information has been prepared by Marketplacer management and has not been subject to audit or independent review.
Forward-looking statements	This section contains forward-looking statements. Actual results may differ materially. Shareholders should not place undue reliance on forward-looking statements.

11. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES

11.1 Background

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of 105,875,000 Capital Raise Shares issued under the Company's 15% Placement Capacity (Listing Rule 7.1) and 43,125,000 Capital Raise Shares were issued under the Company's 10% Placement Capacity (Listing Rule 7.1A) Refer to Section 10.1 for further details about the Capital Raise.

11.2 Approval sought for the purposes of Listing Rule 7.4

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

In addition to the 15% Placement Capacity under Listing Rule 7.1, Listing Rule 7.1A permits eligible entities (being those included in the S&P/ASX 300 Index or with a market capitalisation of $300 million or less) to issue up to an additional 10% of their fully paid ordinary securities over any 12-month period without Shareholder approval, provided that the securities are issued for cash consideration and at a price of at least 75% of the volume weighted average market price of securities in that class calculated over the last 15 trading days on which trades were recorded before the date on which the price at which the securities are to be issued is agreed (**10% Placement Capacity**). The 10% Placement Capacity is in addition to, and does not reduce, the Company's 15% Placement Capacity under Listing Rule 7.1. Securities issued under Listing Rule 7.1A cannot be ratified under Listing Rule 7.4

Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities, issued under that company's 15% Placement Capacity (provided the previous issue of Securities did not breach Listing Rule 7.1), those Securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule 7.1. A Company's 10% Placement Capacity is similarly treated. This has the effect of "refreshing" a company's placement capacity and thereby increasing the number of securities that may be issued under the company's 15% Placement Capacity and 10% Placement Capacity, without shareholder approval.

Accordingly, Resolution 1 seeks Shareholder approval under Listing Rule 7.4 for the ratification of the Capital Raise Shares to provide flexibility for the Company to issue securities under the Company's 15% Placement Capacity and 10% Placement Capacity, without the requirement to obtain Shareholder approval.

If Resolution 1 is passed, the Capital Raise Shares will be excluded when calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Capital Raise Shares will be included when calculating the Company's 15% Placement Capacity and 10% Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

11.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

(a) the Capital Raise Shares were issued to Professional and Sophisticated Investors, none of whom are related parties and/or key management personnel of the Company. Investors were procured by the Lead Manager of the Capital Raise;

(b) 62,750,000 Shares were issued under the Company's 15% Placement Capacity (Listing Rule 7.1) and 43,125,000 Shares were issued under the Company's 10% Placement Capacity and are the subject of this ratification, of which;

(i) 25,000,000 Shares were issued to Citicorp Nominees Pty Limited as nominee for each of Regal Partners Holdings Pty Limited (ACN 107 576 821) as trustee for certain investment funds and Equity Trustees Limited (ACN 004 031 298) as responsible entity for the Regal Investment Fund (together, **Regal Funds**). Regal Partners Funds Management Pty Limited (ACN 610 797 138) (**Regal**), in its capacity as investment manager to the Regal Funds and investment manager and/or advisor to other investment funds, has a substantial holding in the Company;

(ii) 11,250,000 were issued to Apex Fund Services Pty Ltd as custodian for Bombora Special Investments Growth Fund, a substantial holder of the Company;

(iii) 1,000,000 Shares were issued to Henslow Pty Ltd, an adviser to the Company;

(iv) 1,000,000 Shares were issued to GEEAI Investments Pty Ltd, an associate of Stralis Capital Partners Pty Ltd;

(c) the Capital Raise Shares issued rank equally in all respects with the Company's existing Shares on issue;

(d) the Capital Raise Shares were issued on 22 May 2026

(e) the Capital Raise Shares were issued at $0.04 per Share; and

(f) Section 10.1 outlines the use of funds from the Capital Raise Shares issued.

11.4 Board recommendation

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

12. RESOLUTION 2 : APPROVAL OF PROPOSED ISSUE OF SIMPLICITY SHARES

12.1 Background.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Simplicity Shares to the Simplicity Vendors as agreed under the terms of the Simplicity Acquisition.

12.2 Number of Simplicity Shares

Pursuant to the Share Purchase Agreement between the Company and the Simplicity Vendors, it is contemplated that the Company will issue the Simplicity Vendors the number of Shares calculated by dividing NZ$2.5m (equivalent to AU$2.05m[1]) by the VWAP of Shares over the 30 days immediately prior to completion of the Simplicity Acquisition.

The above means that as at the date of this Notice:

(a) the VWAP of Shares over the 30 days immediately prior to completion of the Simplicity Acquisition is unknown;

(b) the total number of Simplicity Shares which the respective vendors are entitled to be issued on completion is unknown; and

(c) the exchange rate for the Simplicity Acquisition (NZD to AUD) cannot be calculated with certainty; the following table provides examples of the total number of Simplicity Shares that could be issued (assuming an exchange rate of between NZ$1 to A$0.72 and NZ to AUD of 0.92

	No. of Simplicity Shares (NZD/AUD 0.72)	**No. of Simplicity Shares (NZD/AUD 0.82)**	**No. of Simplicity Shares (NZD/AUD 0.92)**
30 day VWAP of $0.04	45,000,000	51,250,000	57,500,000
30 day VWAP of $0.05	36,000,000	41,000,000	46,000,000
30 day VWAP of $0.06	30,000,000	34,166,667	38,333,333

[1] Calculation based on NZ$1.00 = AU$0.82 exchange rate

30 day VWAP of $0.07	25,714,286	29,285,714	32,857,143

*$0.0628 is the VWAP of Shares over the 30 days prior to 13 May 2026 date.

12.3 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please refer to Section 11.2.

The issue of Simplicity Shares, does not fall within any of the relevant exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity and 10% Placement Capacity requiring Shareholder Approval under Listing Rule 7.1.

12.4 If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Simplicity Shares. If Resolution 2 is passed, the issuance of these Shares will be excluded from the Company's 15% Placement Capacity. Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

	Resolution 2: Simplicity Shares
Recipient of securities	The Simplicity Vendors
Number and class of securities	See section 12.2. The Simplicity Shares Pass Shares issued will rank equally in all respects with the Company's existing Shares on issue.
Date of Issue	The Simplicity Shares will be issued no later than (3) months after the date of the Meeting.
Consideration	The deemed issue price of each Simplicity Share is set out in Section 12.2 of the Explanatory Statement.
Purpose of the issue and use of funds	The Simplicity Shares are proposed to be issued as partial consideration for the Simplicity Acquisition.
Summary of material agreement	Refer to Section 10.3 for a summary of the material terms under which the Shares will be issued.

12.5 Board recommendation

The Board, recommends Shareholders vote in favour of Resolution 2

13. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES

13.1 Background

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of Tranche 2 Shares. Refer to Section 10.1 for further details about the Placement

13.2 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please see Section 11.2.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity and 10% Placement Capacity.

If Resolution 3 is not passed, the Company will not be able to issue the Tranche 2 Shares.

13.3 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

(a) the Tranche 2 Shares will be issued to Professional and Sophisticated Investors procured by the Joint Lead Managers to the Capital Raise. Other than as disclosed in paragraph (b) (ii, iii and iv) below there are no other related parties, key management personnel and/or advisers of or to the Company that will participate in the issue;

(b) a maximum 141,625,000 Tranche 2 Shares will be issued and will rank equally with existing Shares on issue; of which:

   (i) 35,000,000 Shares will be issued to Regal and its associates in their capacity as investment manager and/or investment advisor to certain investment funds;

   (ii) 11,250,000 will be issued to Apex Fund Services Pty Ltd as custodian for Bombora Special Investments Growth Fund, a substantial holder of the Company

   (iii) 1,500,000 Shares will be issued to Henslow Pty Ltd, and adviser to the Company

   (iv) 1,500,000 Shares will be issued to GEEAI Investments Pty Ltd, an associate of Stralis Capital Partners Pty Ltd

(c) the issue of the Tranche 2 Shares will occur no later than three (3) months after the date of the Meeting; and

(d) The Tranche 2 Shares will be issued at a price of $0.04 per Tranche 2 Share.

13.4 Board Recommendation

The Board, recommends Shareholders vote in favour of Resolution 3.

14. RESOLUTION 4: APPROVAL TO ISSUE SHAREHOLDER OPTIONS ON A 1 FOR 2 BASIS

14.1 Background

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the proposed issue of one (1) Shareholder Option for every two (2) Shares subscribed for by Placement Participants in the Capital Raise (**Shareholder Options**).

14.2 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please see Section 11.2.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Shareholder Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

(a) If Resolution 4 is not passed, the Company will not be able to issue the Shareholder Options.

14.3 Option Terms

The key terms of the Shareholder Options are as follows:

	Shareholder Option Terms
Entitlement Ratio	1 Shareholder Option for every 2 Shares subscribed for in the Capital Raise (rounded down to the nearest whole Option)
Exercise Price	AUD$0.10 per Shareholder Option
Maturity / Expiry Date	2 years from the date of issue (**Expiry Date**). Any Shareholder Option not exercised by 5:00pm (AEST) on the Expiry Date will automatically lapse.
Issue Date	No later than three (3) months after the date of the Meeting
Eligible Shareholders	Placement Participants
Consideration	Nil – Shareholder Options will be issued for free to eligible Shareholders
Transferability and Rights	Shareholder Options are not transferable and do not entitle the holder to any voting rights or rights to any dividend or distribution prior to exercise
Shares on Exercise	Each Shareholder Option, upon exercise, entitles the holder to one (1) fully paid ordinary Share in the capital of the Company, ranking equally with all existing Shares on issue
Quotation	The Company will not apply for quotation of the Shareholder Options on ASX. The Company will

	apply for quotation of all Shares allotted on exercise of Shareholder Options on ASX within 3 business days of allotment.

14.4 Specific information required by Listing Rule 7.3

(a) the Shareholder Options will be issued to Placement Participants;

(b) the maximum number of Shareholder Options to be issued will be determined by dividing the total number of Shares subscribed for by Placement Participants by two (2), rounded down to the nearest whole Option;

(c) in the event Shareholder Options are exercised, Shares allotted upon exercise will rank equally in all respects with the Company's existing Shares on issue;

(d) the Shareholder Options will be issued no later than three (3) months after the date of the Meeting;

(e) Shareholder Options will be issued for nil consideration. No funds will be raised from the issue of the Shareholder Options. Funds raised from the exercise of Shareholder Options (at $0.10 per Option) will be used for general working capital purposes; and

(f) the Board considers the issue of the Shareholder Options to be in the best interests of Shareholders as it rewards existing Shareholders and aligns their interests with the future growth of the Company.

14.5 Board Recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

15. RESOLUTIONS 5 TO 8: APPROVAL FOR DIRECTORS TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11

15.1 Background

15.2 Resolutions 5 to 8 each seek Shareholder approval pursuant to ASX Listing Rule 10.11 for a Director of the Company to subscribe for Shares as part of the Tranche 2 capital raise.

ASX Listing Rule 10.11 requires that an entity must not issue or agree to issue equity securities to a related party (which includes a Director of the Company) unless it obtains the approval of holders of ordinary securities. Each of Iain Dunstan, Patrina Kerr, Bryan Zekulich and Mike Hill is a related party of the Company by virtue of being a Director. Accordingly, separate Shareholder approval is required under Listing Rule 10.11 for the issue of Shares to each Director.

15.3 Specific information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided in respect of each of Resolutions 5 to 8. The Company will notify ASX of the specific number of Shares to be issued to each Director prior to the date of the Meeting.

	Resolution 5	**Resolution 6**	**Resolution 7**	**Resolution 8**
Director	Iain Dunstan	Patrina Kerr	Bryan Zekulich	Mike Hill
Category (LR 10.11)	Director (ASX Listing Rule 10.11.1)			
Number of Shares	625,000 shares each			
Number of Options	312,500 options each			
Term of Options	See Section 14.3			
Issue Price	$0.04 per Share with a free attaching option on a 1 option for every 2 subscribed shares consistent with the Tranche 2 issue price			
Date of Issue	No later than 1 month after the date of the Meeting			
Ranking	Shares will rank equally in all respects with the Company's existing Shares on issue			
Purpose	Participation in the Tranche 2 capital raise. Proceeds will be applied toward the purposes described in the Tranche 2 use of funds.			

15.4 Board Recommendation

The Board (excluding each Director who has a material personal interest in the relevant Resolution) recommends Shareholders vote in favour of each of

Resolutions 5 to 8. Iain Dunstan abstains from the recommendation on Resolution 5, Patrina Kerr abstains from the recommendation on Resolution 6, Bryan Zekulich abstains from the recommendation on Resolution 7, and Mike Hill abstains from the recommendation on Resolution 8.

16. RESOLUTION 9: APPROVAL TO ISSUE JOINT LEAD MANAGER OPTIONS

16.1 Background

As announced on 15 May 2026, Stralis Capital Partners Pty Ltd and Henslow Pty Ltd (**Joint Lead Manager**) acted as the Joint Lead Managers to the Capital Raise and the Company agreed to issue (subject to shareholder approval) 6,845,066 Options to the Joint Lead Managers on the terms below (**Joint Lead Manager Options**).

16.2 Use of Funds

Resolution 9 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed issue of Joint Lead Manager Options to the Joint Lead Manager.

16.3 Option Terms

The key terms of the Joint Lead Manager Options are as follows:

	Option Terms
Number of Options under this Resolution	6,845,066
Exercise Price	$0.06
Issue Date	no later than three (3) months after the date of the Meeting
Maturity Date	30 June 2029
Transferability and Rights	Options are not transferable and do not entitle the option holder to any voting rights or rights to any dividend or distribution
Quotation	The Company will not apply for quotation

Full details of the terms are provided in Annexure A

16.4 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please see Section 11.2.

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

If Resolution 9 is not passed, the Company will not be able to issue the Joint Lead Manager Options and will have to negotiate alternatives to pay the Joint Lead Managers in cash.

16.5 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

(a) the Joint Lead Manager Options will be issued to the Joint Lead Manager

(b) a maximum 6,845,066 Joint Lead Manager Options will be issued;

(c) in the event Joint Lead Manager Options are converted to Shares, any Shares will rank equally in all respects with the Company's existing Shares on issue;

(d) the issue of the Joint Lead Manager Options will occur no later than three (3) months after the date of the Meeting;

(e) Joint Lead Manager Options will be issued for nil consideration; and the Board considers the issue of the Options to be commercially reasonable and notes that the Options have been issued in lieu of a portion of cash fees. The estimated value of the Options is $69,825 based on standard valuation methodologies (Binomial Option Valuation); and

(f) No funds will be raised from the issue of the Joint Lead Manager Options. Funds raised from the exercise of the Joint Lead Manager Options will be used for general working capital purposes.

16.6 Board Recommendation

The Board, recommends Shareholders vote in favour of Resolution 9.

17. GLOSSARY

15% Placement Capacity has the meaning given in Section 6.2 of the Explanatory Statement.

10% Placement Capacity has the meaning given in Section 6.2 of the Explanatory Statement.

Annexure means an annexure of this Notice.

Associate has the meaning given to that term in sections 10 to 17 of the Corporations Act.

ASX means ASX Limited or the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of Directors of the Company.

Capital Raise has the meaning given in Section 10.1.

Capital Raise Shares has the meaning given in Section 10.1.

Chair means the chair of the Meeting.

Company or **Gratifii** means Gratifii Limited ACN 125 688 940.

Constitution means the Company's constitution.

Convertible Note means the unsecured convertible note with a face value of $1.00 per note, issued by Marketplacer Holdings Limited (ACN 633 906 162) to the Company, on the terms and conditions set out in Section 10.4 of this Notice.

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

Equity Securities includes a Share, a right to a Share, an option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Joint Lead Manager Options has the meaning given in Section 16.1.

Marketplacer means Marketplacer Holdings Limited (ACN 633 906 162)

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

Option means an unlisted option to acquire a Share.

Placement Participant means Professional and Sophisticated Investors who subscribe for shares in the Capital Raise.

Professional and Sophisticated Investors means investors within the definition in sections 708(8) or 708(11) of the Corporations Act.

Proxy Form means the proxy form accompanying the Notice.

Qualified Funding Event has the meaning give in section 10.4

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Securities as defined in Chapter 19 of the Listing Rules.

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

Shareholder means a holder of a Share.

Simplicity means Simplicity Australasia Limited and Simplicity Technologies Limited

Simplicity Acquisition has the meaning given in Section 10.2.

Simplicity Shares has the meaning given in Section 10.3.

Simplicity Vendors means:

a) Stephen John Macdonald;

b) Andrew Paul Segar;

c) Nicole Cherie Segar;

d) DLT (2025) 2 Limited

e) Christine Margaret Segar; and

f) SJM Trustees Limited.

Subsidiary has the same meaning as in Division 6 of Part 1.2 of the Corporations Act.

Super Senior Preference Shares means the highest ranking, in the capital of the Company. Entitled to all the same rights as current Senior Preference Shares, albeit including the right to receive a preferential return of capital of **2.25x**(**Liquidation Preference**) in an exit event or liquidation to all other share classes.

Tranche 2 Shares means up to 141,625,000 fully paid ordinary shares to be issued under Resolution 3 of this notice.

VWAP means the volume weighted average price.

Record Date means the date determined by the Board to be the date for determining eligible Shareholders entitled to receive Shareholder Options under Resolution 5, being the date notified by the Company to ASX.

Shareholder Options means the unlisted options proposed to be issued to eligible Shareholders under Resolution 4, each entitling the holder to subscribe for one (1) Share at an exercise price of $0.10 per option, expiring 2 years from the date of issue, on the terms set out in this Notice of Meeting.

Annexure A – Option Terms

The Joint Lead Manager Options (Options) entitle the holder to subscribe for Shares on the following terms and conditions:

a. Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.

b. An Optionholder shall be entitled to attend any meeting of the members of GTI, but is not entitled to vote at any meeting of the members of GTI unless they are, in addition to being an Optionholder, a member of GTI.

c. The Options will expire at 5:00pm (AEST) on 30 June 2029 **(Expiry Date).** Any Option not exercised by the Expiry Date will automatically lapse on the Expiry Date.

d. The amount payable upon exercise of each Option will be AUD$0.060 **(Exercise Price).**

e. The Options held be each Optionholder may be exercised in whole or in part.

f. An Optionholder may exercise their Option by lodging with GTI, before the Expiry Date:
    i. A written notice of exercise of Options specifying the number of Options being exercised; and
    ii. An electronic funds transfer of the Exercise Price in respect of the number of Options being exercised.

    (Exercise Notice)

g. An Exercise Notice is only effective when GTI has received the full amount of the Exercise Price in cleared funds.

h. Within 5 days of receipt of the Exercise Notice accompanied by the Exercise Price, GTI shall
    i. Allot the number of Shares required under the terms and conditions respect of the number of Options specified in the Exercise Notice;
    ii. Record the Optionholder as the holder of those Shares in its register of members;
    iii. Deliver holding statements in respect of those Shares to the Optionholder; and
    iv. All shares allotted upon the exercise of options will upon allotment rank pari passu in all respects of other Shares.

i. The Options are not transferrable.

j. The Options do not entitle the Optionholder to any dividend or distribution rights or any rights on liquidation or winding up GTI.

k. GTI will not apply for quotation of the Options on the ASX.

l. GTI will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within three business days after the date of allotment of those Shares.

m. If at any time the issued capital of GTI is reconstructed, all rights of an Optionholder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

n. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, GTI will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced.

o. In the event GTI proceeds with a pro-rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Gratifii Limited | ABN 47 125 688 940

Your proxy voting instruction must be received by **10:00am (AEST) on Saturday, 11 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Gratifii Limited, to be held virtually at **10:00am (AEST) on Monday, 13 July 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES			
2	APPROVAL OF PROPOSED ISSUE OF SIMPLICITY SHARES			
3	APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES			
4	APPROVAL TO ISSUE SHAREHOLDER OPTIONS ON A 1 FOR 2 BASIS			
5	APPROVAL FOR IAIN DUNSTAN TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11			
6	APPROVAL FOR PATRINA KERR TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11			
7	APPROVAL FOR BRYAN ZEKULICH TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11			
8	APPROVAL FOR MIKE HILL TO SUBSCRIBE FOR SHARES AND OPTIONS UNDER LISTING RULE 10.11			
9	APPROVAL TO ISSUE JOINT LEAD MANAGER OPTIONS			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).