29 June 2026

ASX ANNOUNCEMENT

Notification Under Section 708A(12C)(e) of the Corporations Act 2001(Cth)

Axtec Limited (ASX:AXI) (**Company** or Axtec) provides this notice under section 708A(12C)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as amended by *ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82* (**Cleansing Notice**).

The Company confirms that:

(a) the securities described below will be issued without disclosure to an investor under Part 6D.2 of the Corporations Act; and

(b) this Cleansing Notice has been given in accordance with section 708A(12C)(e) of the Corporations Act (as modified by the ASIC Instrument).

The issue of this Cleansing Notice enables the fully paid ordinary shares in the capital of the Company (**Shares**) issued upon the conversion of the convertible notes (**Notes**) issued by the Company on the terms described below to be on-sold to retail investors without further disclosure.

This Cleansing Notice is important and should be read in its entirety.

The values in this Cleansing Notice are in Australian dollars (AUD), unless otherwise stated, as the convertible notes are issued in AUD.

1. BACKGROUND

The Company requires funding in order for:

- Scaling of PropTech platforms;
- Working capital; and
- Debt repayments.

The proposed noteholders have already advanced an amount equal to the Issue Amount to the Company pursuant to short term loan deeds. The funding from the proposed noteholders was required by the Company in January, however the Company could not enter into the convertible notes due to the lapse of the previous shareholder approval.

2. CONTENTS OF THIS CLEANSING NOTICE

This Cleansing Notice sets out the following:

(a) in relation to the Convertible Notes:

(b) the effect of the issue on the Company;

(c) a summary of the rights and liabilities attaching to the Notes;

(d) a summary of the rights and liabilities attaching to the Shares that will be issued on the conversion of the Notes, and

(e) any information that:

  (i) has been excluded from continuous disclosure notices in accordance with the ASX Listing Rules;

  (ii) is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

a. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

b. the rights and liabilities attaching to the Shares; and

c. other information relating to the Company's status as a disclosing entity.

The following definitions apply to the extent used in this notice:

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
ASX Listing Rules	means the Listing Rules of ASX.
Board	means the board of directors of the Company as constituted from time to time.
Company	Means Axtec Limited ACN 009 063 834.
Convertible Note Raising	has the meaning given to that term in section 1.
Corporations Act	means the Corporations Act 2001 (Cth).
Corporations Regulations	means the Corporations Regulations 2001 (Cth).
Directors	means the directors of the Company.
Equity Securities	has the meaning set out in the Listing Rules.
Exercise Price	has the meaning given to that term in Annexure A.
Existing Shares	means the Shares already on issue in the Company as at today's date.
Issue Date	means the date on which the Notes will be issued to the Noteholder.
Material Adverse Effect	means a material adverse effect on: • the ability of the Company to perform its obligations under the terms of issue of the Notes; or • the business, operation, property, financial condition, financial performance or prospects of the Company and its subsidiaries.
Noteholder	Mr Ben Laurance (or his nominee) and OUCHK (or its nominee/s), or Mr Liu Ying Chun (or his nominee/s) or an Associate of OUCHK or Mr Liu Ying Chun
Reference Price	means $0.015, being the closing price of Shares on ASX on the trading day immediately prior to the date of announcement of the issue of the Convertible Notes.
Securities	means has the meaning given to that term in section 761A of the Corporations Act and includes a Share and an Option.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a person who is the registered holder of a share/shares in the Company.
Substitute Property	has the meaning given to that term in Annexure B.

3. THE EFFECT OF THE ISSUE ON THE COMPANY

3.1 Effect of the issue on the Company

The principal effect of the issue of the Convertible Notes on the Company will be:

- the conversion into Convertible Notes of the aggregate amount of $1,275,000 already advanced to the Company by the proposed Noteholders under short term loan deeds (being $800,000 advanced by Mr Ben Laurance (or his nominee) and $475,000 advanced by Oriental University City Holdings (H.K.) Limited (OUCHK) (or its nominee/s));
- the recognition of the Notes as a financial liability of the Company of $1,275,000, carrying a coupon of 10.0% per annum payable quarterly, until the Notes are converted, redeemed or repaid in accordance with their terms;
- an increase in the number of Shares on issue by up to 42,500,000 Shares (from 545,613,658 Shares to 588,113,658 Shares) if all of the Notes are converted at the floor Conversion Price of 3.0 cents per Share; and
- the dilution of the holdings of existing Shareholders (other than the Noteholders) by up to approximately 7.22% on an undiluted basis, assuming conversion of all of the Notes at the floor Conversion Price of 3.0 cents per Share.

The terms of the Convertible Notes and effects of issue are summarized in Annexure A.

Other securities currently on issue

The Company currently has the following securities on issue:

Quoted +securities

ASX +security code and description:

AXI : ORDINARY FULLY PAID

Item	Shares
Existing	545,613,658
Maximum CN Conversation	42,500,000
Total Shares	588,113,658
Dilution	7.22%

4. RIGHTS AND LIABILITIES ATTACHING TO SHARES ISSUED ON CONVERSION

The Shares issued to the on the conversion of the Notes will rank equally in all respects with all of the Company's existing Shares.

Under the Subscription Agreement, the Company is required to apply to ASX for quotation of the Shares issued on conversion of the Notes.

Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which can be inspected free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the Shareholders.

(a) General meetings

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Company's constitution (**Constitution**), the Corporations Act or the ASX Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of the Company every holder of fully paid ordinary Shares present in person or by an attorney; representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a Share and more than one of them is present at a meeting and tenders a vote in respect of the Share, the Company will count only the vote cast by the Shareholder whose name appears first in the Company's Share register.

(c) Variation of Rights

Unless otherwise provided by the terms of issue of a class of shares and subject to the Corporations Act, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(d) Transfer of Shares

Subject to the Constitution, the Corporations Act and ASX Listing Rules, Shares are freely transferable.

(e) Dividends

The Directors may from time to time determine dividends to be distributed to Shareholders according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each Share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the Share (not credited) bears to the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

(f) Winding-up

Subject to the rights of holders of shares with special rights in a winding-up and the Corporations Act, if the Company is wound up all monies and property that are to be distributed among Shareholders on a winding-up, the liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(g) Shareholder liability

As the Shares to be issued on the conversion of the Notes will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(h) Alteration of Constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special

resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5. COMPLIANCE WITH DISCLOSURE OBLIGATIONS

The Company is a "disclosing entity" under the Corporations Act and, as such, is subject to regular reporting and disclosure obligations under both the Corporations Act and the ASX Listing Rules.

These obligations require the Company to notify ASX of information about specific events and matters as they arise. In particular, the Company is obliged to continuously disclose to the market immediately any information which a reasonable person would expect to have a material effect on the price or the value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half yearly financial statements accompanied by a directors' statement and report, and an audit report or review. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

The Company will provide a copy of each of the following documents, free of charge, to any person on request:

(a) the annual financial report most recently lodged by the Company with ASIC, being the financial report of the Company for the year ended 30 June 2025;

(b) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in paragraph (a) and before the lodgement of this Cleansing Notice with ASX; and

(c) any continuous disclosure notices given by the Company to ASX after the lodgement of the annual financial report referred to in paragraph (a) and before the lodgement of this Cleansing Notice with ASX.

A list of the continuous disclosure notices given by the Company to ASX after lodgement of the annual financial report referred to in paragraph (a) above and before the lodgement of this Cleansing Notice with ASX is set out in the table below.

26 June 2026	Additional Disclosure – Material Terms of Loan Facility
26 June 2026	Proposed issue of securities – AXI
26 June 2026	Axtec Raises Additional $1M From Major Shareholder
24 June 2026	Proposed issue of securities – AXI
4 June 2026	Results of Meeting
1 March 2026	Notice of Extraordinary General Meeting/Proxy Form
4 March 2026	Notice of Extraordinary General Meeting/Proxy Form Notification of cessation of securities - AXI
30 April 2026	Quarterly Activities/Appendix 4C Cash Flow Report
28 April 2026	Axtec Enters Strategic Partnership
2 April 2026	Change in substantial holding
2 April 2026	Cleansing Notice
2 April 2026	Application for quotation of securities - AXI

1 April 2026	Proposed issue of securities - AXI
27 February 2026	Half Yearly Report and Accounts
30 January 2026	Quarterly Activities/Appendix 4C Cash Flow Report
12 December 2025	Cleansing Notice
12 December 2025	Change in substantial holding – Oriental University
12 December 2025	Change in substantial holding – Ben Laurance
12 December 2025	Appendix 3Y – Liu Ying Chun
12 December 2025	Appendix 3Y – Doris Chung Gim Lian
12 December 2025	Appendix 3Y – Ben Laurance
12 December 2025	Application for quotation of securities - AXI
11 December 2025	Change of Company Name
11 December 2025	New Partnership Agreement
27 November 2025	Results of Meeting and Appointment of Company Secretary
29 October 2025	Application for quotation of securities - AXI
29 October 2025	Quarterly Activities/Appendix 4C Cash Flow Report
24 October 2025	Notice of Annual General Meeting/Proxy Form
23 October 2025	Supplementary Announcement – Agreement with Securexchange
23 October 2025	Exclusive Partnership
17 October 2025	Cleansing Notice
17 October 2025	Investor Presentation
14 October 2025	Proposed issue of securities - AXI
14 October 2025	Proposed issue of securities - AXI
14 October 2025	Placement
10 October 2025	Trading Halt
10 October 2025	Pause in Trading
30 September 2025	Revised AGM Timetable
24 September 2025	Change in substantial holding
29 August 2025	Appendix 4G Key to Disclosures
29 August 2025	Annual Report to shareholders

6. INFORMATION EXCLUDED FROM CONTINUOUS DISCLOSURE NOTICES

As at the date of this Cleansing Notice, the Company advises that it has fully complied with its disclosure obligations under the ASX Listing Rules and the Corporations Act, and, in particular, there is no information which the Company has excluded from any of its continuous disclosure

notices given in accordance with the ASX Listing Rules and the Corporations Act as at the date of this Cleansing Notice which it would be reasonable for investors and their professional advisors to require for the purpose of making an informed assessment of:

(a) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

(b) the rights and liabilities attaching to the Notes.

Annexure A

Material terms of Notes

Details of the Proposed Issuance of securities.

Item	**Summary**
Recipient	Mr Ben Laurance (or his nominee)
Related Party Position	Director, under Listing Rule 10.11.1 (or Listing Rule 10.11.4 in the case of his nominee)
Security Type	Convertible Notes.
Date of Issue	No later than 1 month after the date of this meeting.
Issue Amount	Convertible notes with an aggregate face value of $800,000, convertible into a maximum of 26,666,667 fully paid ordinary shares in the Company at a conversion price in accordance with the terms.
Issued under an agreement	Yes, see below
The convertible notes the subject of resolution 1 are being issued under a Convertible Note Issue Agreement between the Company and Mr Ben Laurance. Below are the additional material terms in relation to the issue of Convertible Notes under resolution 1.	
Issue Price	$1.00 per Note.
Coupon	10.0% per annum paid quarterly.
Payment of Issue Amount	Upon entering the Convertible Note Agreement
Maturity Date	36 months from the date of issuance.
Conversion and Redemption	• Prior to Maturity, noteholders may convert at any time at their election at the Conversion Price. The Company may not convert the convertible notes prior to the Maturity Date. • Minimum Conversion parcel of $50,000 and further increments of $25,000 to apply. • The Company may redeem the Notes (including any unpaid coupon/interest) at any time prior to maturity with no penalty. The noteholder may elect to redeem outstanding convertible notes on the Maturity Date.
Conversion Price	The Conversion Price is determined in accordance with the following: A 20% discount to the preceding 30 day VWAP, subject to the following floor and ceiling: • A floor price (minimum) of 3.0c per share; and • A ceiling price (maximum) of 4.5c per share; or • In the event of a change in control, liquidity event or equity capital raising the notes can be converted at a 20% discount to said event.
Maximum number of Shares issued upon conversion of Convertible Note	The maximum number of Shares that may be issued upon conversion of the convertible notes is 26,666,667 Shares
Voting	The convertible notes do not confer any voting rights on the noteholder to vote in any meeting of the Company's shareholders.
Security	The Notes are unsecured.

Item	Summary
Recipient	OUCHK (or its nominee/s), or Mr Liu Ying Chun (or his nominee/s) or an Associate of OUCHK or Mr Liu Ying Chun
Related Party Position	Substantial holder in the Company that has nominated a Director, Mr Liu Ying Chun, to the Board pursuant to a relevant agreement, under Listing Rule 10.11.3, or Listing Rule 10.11.4 in the case of a nominee/s.
Security Type	Convertible Notes.
Date of Issue	No later than 1 month after the date of this meeting.
Issue Amount	Convertible notes with an aggregate face value of $475,000, convertible into a maximum of 15,833,333 fully paid ordinary shares in the Company at a conversion price in accordance with the terms.
Issued under an agreement	Yes, see below
The convertible notes the subject of resolution 2 are being issued under a Convertible Note Issue Agreement between the Company and OUCHK. Below are the additional material terms in relation to the issue of Convertible Notes under resolution 2.	
Issue Price	$1.00 per Note.
Coupon	10.0% per annum paid quarterly.
Payment of Issue Amount	Upon entering the Convertible Note Agreement
Maturity Date	36 months from the date of issuance.
Conversion and Redemption	• Prior to Maturity, noteholders may convert at any time at their election at the Conversion Price. The Company may not convert the convertible notes prior to the Maturity Date. • Minimum Conversion parcel of $50,000 and further increments of $25,000 to apply. • The Company may redeem the Notes (including any unpaid coupon/interest) at any time prior to maturity with no penalty. The noteholder may elect to redeem outstanding convertible notes on the Maturity Date.
Conversion Price	The Conversion Price is determined in accordance with the following: A 20% discount to the preceding 30 day VWAP, subject to the following floor and ceiling: • A floor price (minimum) of 3.0c per share; and • A ceiling price (maximum) of 4.5c per share; or • In the event of a change in control, liquidity event or equity capital raising the notes can be converted at a 20% discount to said event.
Maximum number of Shares issued upon conversion of Convertible Note	The maximum number of Shares that may be issued upon conversion of the convertible notes is 15,833,333 Shares
Voting	The convertible notes do not confer any voting rights on the noteholder to vote in any meeting of the Company's shareholders.
Security	The Notes are unsecured.

Table 2: Examples of how the Convertible Notes convert at different conversion prices

The examples in the table below are provided for illustrative purposes only and have been simplified for this purpose. To the extent of any inconsistency, the terms of the Convertible Notes prevail.

Conversion Price	3.0 cents (floor)	3.75 cents	4.5 cents (ceiling)
Convertible Note Value	$1,275,000	$1,275,000	$1,275,000
Number of shares on conversion	42,500,000	34,000,000	28,333,333

Table 3: Examples of adjustments to the conversion price

The following examples demonstrate the adjustment that would be made to the conversion price for a number of prescribed events. As with Annexure A, Table 2, for illustrative purposes, the below examples assume the entire face value of the Convertible Notes of each Noteholder ($800,000 for Mr Ben Laurance and $475,000 for OUCHK) remains outstanding at the time of the relevant adjustment event (but also excludes the treatment of any accrued interest at the time).

Mr Ben Laurance (Resolution 1)

Conversion Price	Number of shares converted	Undiluted holding	Ownership limit
4.5 cents (ceiling)	9,607,614	19.99	19.99
3.75 cents	9,607,614	19.99%	19.99
3.0 cents (floor Price)	9,607,614	19.99%	19.99

The number of Shares Mr Laurance may acquire on conversion is capped so that his voting power in the Company does not exceed 19.99% As Mr Laurance holds 101,436,640 Shares (18.59% of the Existing Shares), conversion is limited to 9,607,614 Shares in each scenario above, with the balance of the face value of his Convertible Notes remaining on issue as Notes. The capped figure is the same at each Conversion Price because the limit is fixed by reference to voting power rather than the Conversion Price.

OUCHK (Resolution 2)

Conversion Price	Number of shares converted	Undiluted holding	Ownership limit
4.5 cents (ceiling)	10,555,556	19.11%	19.99
3.75 cents	12,666,667	19.42%	19.99
3.0 cents (floor Price)	15,833,333	19.87%	19.99