EXCITE TECHNOLOGY SERVICES LIMITED
ACN 120 658 497
NOTICE OF 2026 ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting ("**Meeting**") of Excite Technology Services Limited ("the **Company**" or "**Excite**") will be held at Room 2B, Christie Spaces, 56 Berry Street, North Sydney, NSW 2060 on Monday, 31 August 2026 at 11:00am (Melbourne time).

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. Details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

GENERAL BUSINESS

2026 Annual Financial Statements

To lay before the meeting and consider the Annual Financial Statements of the Company for the year ended 31 March 2026 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the year ended 31 March 2026."

Voting Prohibition:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a closely related party of such a member,

*being referred to herein as "**Restricted Voters**".*

*However, a person ("**voter**") may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2026 Remuneration Report, any other key management personnel whose remuneration details are included in the 2026 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2A: RE-ELECTION OF MR STEVEN BLIIM AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Steven Bliim, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 2B: ELECTION OF MR HUGH BICKERSTAFF AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Hugh Bickerstaff, who retires in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

RESOLUTION 3: APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice."

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; or
- has a market capitalisation of greater than AU$300 million,

this Resolution 3 will be withdrawn.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any 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.

However, the Company need not disregard a vote cast in favour of Resolution 3 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
    - *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 Resolution 3; and*
    - *the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 10,606,061 fully paid ordinary shares to Spark Plus Pte Ltd (and/or its nominee(s)) on the terms and conditions set out in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person.

However, the Company need not disregard a vote cast in favour of Resolution 4 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*

- *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 Resolution 4; and*
- *the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 529,734,859 fully paid ordinary shares at an issue price of $0.006 (0.6 cents) to institutional and professional investors on the terms and conditions set out in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person.

However, the Company need not disregard a vote cast in favour of Resolution 5 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
  - *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 Resolution 5; and*
  - *the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 6: APPROVAL FOR ISSUE OF PLACEMENT SHARES

To consider and, if thought fit, to pass 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 53,598,474 fully paid ordinary shares at an issue price of $0.006 (0.6 cents) to institutional and professional investors on the terms and conditions set out in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a 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.

However, the Company need not disregard a vote cast in favour of Resolution 6 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
  - *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 Resolution 6; and*
  - *the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 7: APPROVAL FOR ISSUE OF PLACEMENT OPTIONS

To consider and, if thought fit, to pass 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 one unlisted option (each with an exercise price of $0.01 (1 cent), expiring 36 months from issue and which, upon exercise, entitle the holder to one fully paid ordinary share) for every two fully paid ordinary shares issued to investors (such fully paid ordinary shares being the subject of Resolutions 5 and 6) on the terms and conditions set out in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any 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.

However, the Company need not disregard a vote cast in favour of Resolution 7 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
  - *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 Resolution 7; and*
  - *the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 8: APPROVAL FOR ISSUE OF BROKER OPTIONS

To consider and, if thought fit, to pass 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 an aggregate of 100,000,000 unlisted options (each with an exercise price of $0.01 (1 cent), expiring 36 months from the date of issue and which, upon exercise, entitle the holder to one fully paid ordinary share) to SP Corporate Advisory Pty Ltd (and/or its nominee(s)) on the terms and conditions set out in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of any 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.

However, the Company need not disregard a vote cast in favour of Resolution 8 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
  - *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 Resolution 8; and*
  - *the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 9: APPROVAL FOR ISSUE OF SECURITIES ON LOAN CONVERSION

To consider and, if thought fit, to pass 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 83,333,334 fully paid ordinary shares at a deemed issue price of $0.006 (0.6 cents) together with 41,666,667 unlisted options (each with an exercise price of $0.01 (1 cent), expiring 36 months from the date of issue and which, upon exercise, entitle the holder to one fully paid ordinary share) to Bryan Saba (and/or his nominee(s)) on the terms and conditions set out in the Memorandum which accompanied and formed part of the Notice."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person.

However, the Company need not disregard a vote cast in favour of Resolution 9 by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with the directions given to the proxy or attorney to vote on Resolution 9 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
    - *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 Resolution 9; and*
    - *the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 10A: ADOPTION OF EMPLOYEE INCENTIVE PLAN - EXCITE PERFORMANCE RIGHTS PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme, being the "Excite Performance Rights Plan", and for the issue of securities under that employee incentive scheme, on the terms and conditions set out in the Memorandum which accompanies and forms part of this Notice of Meeting."

A voting exclusion statement and proxy voting prohibition for Resolution 10A is set out below.

RESOLUTION 10B: ADOPTION OF EMPLOYEE INCENTIVE PLAN - EXCITE LOAN SHARE PLAN

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 7.2 (Exception 13(b)), sections 259B and 260C of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to adopt the employee incentive scheme, being the "Excite Loan Share Plan", and for the issue of securities under that employee incentive scheme, on the terms and conditions set out in the Memorandum which accompanies and forms part of this Notice of Meeting."

A voting exclusion statement and proxy voting prohibition for Resolution 10B is set out below.

RESOLUTION 10C: ADOPTION OF EMPLOYEE INCENTIVE PLAN - EXCITE OPTION PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme, being the "Excite Option Plan", and for the issue of securities under that employee incentive scheme, on the terms and conditions set out in the Memorandum which accompanies and forms part of this Notice of Meeting."

A voting exclusion statement and proxy voting prohibition for Resolution 10C is set out below.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 10A to 10C respectively by or on behalf of a person who is eligible to participate in the employee incentive scheme(s) or any associate of that person.

However, the Company need not disregard a vote cast in favour of Resolution 10A to 10C respectively by:

- *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*
- *the Chair of the Meeting 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*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Proxy Voting Prohibition

Other than as set out below, a vote on Resolution 10A to 10C respectively must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 10A to 10C respectively as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
    - *the beneficiary does not specify the way the proxy is to vote on this resolution; and*
    - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.*

RESOLUTION 11: RE-ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS

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

"That, for the purposes of section 648G of the Corporations Act and for all other purposes, re-adopt the proportional takeover provisions in clause 35 in the constitution of the Company for a period of three years from the date of the Meeting."

RESOLUTION 12: INCREASE OF NON-EXECUTIVE DIRECTOR REMUNERATION POOL

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.17, the Company's constitution and for all other purposes, the maximum aggregate annual sum that may be payable collectively to the non-executive Directors of the Company be increased by $100,000, from $250,000 per annum to $350,000 per annum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director of the Company or any associate of that person.

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

- *a person as 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*
- *the chair of the Meeting 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*

- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Proxy Voting Prohibition

Other than as set out below, a vote on this Resolution must not be cast as a proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or*
- *the Restricted Voter is the chair of the Meeting and the written appointment of the chair as proxy:*
    - *does not specify the way the proxy is to vote on this Resolution; and*
    - *expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.*

RESOLUTION 13: APPROVAL FOR ISSUE OF SHARES IN LIEU OF CASH FEES – NEIL SINCLAIR

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue of fully paid ordinary shares under the Director Share Plan to Neil Sinclair (and/or his nominee(s)) in lieu of cash fees for director services rendered, as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question and any of their associates.

However, this does not apply to a vote cast in favour of Resolution 13 by:

- *a person as 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*
- *the chair of the Meeting 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*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Proxy Voting Prohibition

Other than as set out below, a vote on Resolution 13 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 13 as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
    - *does not specify the way the proxy is to vote on this resolution; and*

- *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the constitution of the Company and the Corporations Act.

Dated: 28 July 2026

By the order of the Board

Bryan Saba
Managing Director of Excite Technology Services Limited

The accompanying Memorandum and the Proxy and Voting Instructions form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may 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 chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00 pm on 29 August 2026 (Melbourne time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

Subject to the restrictions in the Notice, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

Voting Restrictions on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ended 31 March 2026. Their closely related parties are defined in the *Corporations Act 2001* (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2026 Remuneration Report, any other key management personnel whose remuneration details are included in the 2026 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Proxy voting prohibitions – Resolutions 10A to 10C, 12 and 13

The Remuneration Report identifies key management personnel for the year ended 31 March 2026. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control. Each of these parties are defined as "Restricted Voters".

Restricted Voters will not be able to vote undirected proxies held by them on Resolutions 10A to 10C, 12 and 13 respectively provided however that the Chair may vote undirected proxies on Resolutions 10A to 10C, 12 and 13 respectively on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Special Resolutions

Resolutions 3 and 11 are proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

EXCITE TECHNOLOGY SERVICES LIMITED
ACN 120 658 497
("**the Company**" or "**EXT**")
2026 ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2026 Annual General Meeting ("**Meeting**") to be held at Room 2B, Christie Spaces, 56 Berry Street, North Sydney, NSW 2060 on Monday, 31 August 2026 at 11:00am (Melbourne time).

The Notice incorporates, and should be read together, with this Memorandum.

BUSINESS

2026 Annual Financial Statements

The Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 31 March 2026 will be laid before the meeting. Shareholders will have the opportunity to ask questions about, or make comments on, the 2026 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend the Meeting to answer questions about the audit of the 2026 Annual Financial Statements.

The Company's 2026 Annual Financial Statements are set out in the Company's 2026 Annual Report which can be obtained from the Company's website, www.excitecyber.com or upon request to the Company by email to ian.gebbie@excitecyber.com. There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

RESOLUTION 1: NON-BINDING RESOLUTION - REMUNERATION REPORT

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2026 Remuneration Report, which forms part of the Director's Report in the 2026 Annual Financial Statements.

The vote under Resolution 1 is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2026 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("**AGM**") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2025 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2026 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2026 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2027 AGM the consequences are that it may result in the re-election of the Board.

A voting prohibition applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

RESOLUTION 2A: RE-ELECTION OF MR STEVEN BLIIM AS A DIRECTOR

Resolution 2A is a resolution for the re-election of Mr Steven Bliim as a Director of the Company.

Pursuant to clause 13.2 of the Constitution, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third (rounded up), but disregarding the Managing Director and any Director appointed to fill a casual vacancy since the last AGM, are required to retire by rotation at each AGM.

The Director(s) to retire at an annual general meeting are those who have been longest in office since their last election. A Director who retires by rotation under the Constitution is eligible for re-election.

The Company currently has four Directors, one of which is Managing Director and one of which was appointed as a casual vacancy since the 2025 AGM and is accordingly required to stand for election as a Director.

Accordingly and in accordance with the Constitution, Mr Bliim (being one of the two Directors eligible to retire by rotation) retires by rotation and, being eligible to seek re-election as a Director.

If shareholders approve Resolution 2A, Steven Bliim will be re-elected as a Director and will continue in his role as a Director. If shareholders do not approve Resolution 2A, Steven Bliim will not be re-elected as a Director and will cease to hold the position of Director.

A biography for Mr Bliim is set out below:

Steven has been with Excite Technology Services Limited since 2012 and during this time has played a key role in the Group's expansion into the US, UK and Europe along with the reverse acquisition of Prime Minerals Limited, subsequent re-listing of Excite Technology Services Limited on the Australian Securities Exchange and the acquisition of CipherPoint Software Inc.

Prior to joining Excite Technology Services Limited, Steven provided business services and tax advisory services to small-to-medium enterprises and primary production businesses.

The Board (with Mr Bliim abstaining) support the re-election of Mr Steven Bliim as a Director.

RESOLUTION 2B: ELECTION OF MR HUGH BICKERSTAFF AS A DIRECTOR

Resolution 2B is a resolution for the election of Mr Hugh Bickerstaff as a Director of the Company.

Pursuant to clause 13.4 of the Constitution of the Company, the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next AGM and is then eligible for election as a Director at that AGM.

Since the 2025 AGM, Mr Hugh Bickerstaff was appointed as a Director to fill a casual vacancy. Accordingly and in accordance with the Constitution, Mr Bickerstaff retires by the following annual general meeting (being this Meeting) as an additional Director, being eligible to seek election as a Director.

If shareholders approve Resolution 2B, Hugh Bickerstaff will be elected as a Director on an ongoing basis and will continue in his role as a Director. If shareholders do not approve Resolution 2B, Hugh Bickerstaff will not be elected as a Director and will cease to hold the position of Director.

A biography for Mr Bickerstaff is set out below:

Mr Bickerstaff brings more than three decades of experience across the technology sector, spanning both operational leadership and venture capital investment. He was part of the founding leadership team of Volante Systems, which grew into ASX-listed Volante Group, where, as Managing Director and then Chief Operating Officer he held full profit and loss responsibility and led a program of acquisitions. He subsequently led the turnaround of Logica's Business Solutions division, was COO of cloud SaaS/AI business CloudWave, and most recently served as Chief Operating Officer of ASX-listed Harvest Technology Group Limited.

On the investor side, Mr Bickerstaff has held senior roles including Global Chief Investment Officer of Investible, Venture Partner with Vulpes Ventures, and Director, Responsible Manager and Investment Committee member of NonPublic Pty Ltd. He holds executive education qualifications from Harvard Business School and INSEAD and has extensive board experience across listed, private and not-for-profit organisations. His combination of technology operating experience, capital markets and M&A expertise, and investor networks is directly relevant to Excite as it scales its cybersecurity and technology services business and executes its next phase of growth.

The Board (with Mr Bickerstaff abstaining) support the election of Mr Hugh Bickerstaff as a Director.

RESOLUTION 3: APPROVAL OF 10% PLACEMENT FACILITY

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of $300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for the development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2025 AGM. This Shareholder approval will lapse on the earlier of 29 September 2026 (the date that is 12 months after the date of the 2025 AGM at which the approval is obtained) or the time and date of the 2026 AGM.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

If shareholders approve Resolution 3, the Company will be able to issue the number of equity securities under the 10% Placement Facility determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below). If Resolution 3 is not approved by shareholders, then the Company will not be able to issue equity securities under the 10% Placement Facility.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

DESCRIPTION OF LISTING RULE 7.1A

- Shareholder approval

  The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

- Equity securities

  Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of the Notice, the Company has two classes of quoted equity securities, being ordinary shares (**EXT**) and options expiring 5 September 2026 (**EXTOD**).

- Formula for calculating 10% Placement Facility

  ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

  (A x D) – E

  where:

A *is the number of shares on issue 12 months before the date of the issue or agreement to issue:*

(i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 where:

a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

b. the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:

a. the agreement was entered into before the commencement of the relevant period; or

b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;

(v) plus the number of partly paid shares that became fully paid in the 12 months;

(vi) less the number of fully paid shares cancelled in the 12 months.

Note: "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D *is 10%*

E *is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.4.*

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

  The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

  As at the date of this Notice, the Company has 2,701,704,604 ordinary shares on issue and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

(i) 405,255,690 equity securities under Listing Rule 7.1 (15% capacity); and

(ii) subject to shareholders approving this Resolution, 270,170,460 equity securities (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- <u>Minimum Issue Price</u>

  The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

  (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or

  (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- <u>10% Placement Period</u>

  Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

  (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or

  (ii) the time and date of the next AGM of the Company; or

  (iii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

  (**10% Placement Period**).

- <u>ASX Listing Rule 7.1A</u>

  The effect of Resolution 3 will be to allow the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders' present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

<u>SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A</u>

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:

  (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or

  (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- If Resolution 3 is approved by the shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:

  (i) The market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and

(ii) The equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.

- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the market price of $0.007 (being the closing price per share of the Company on 14 July 2026):

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		$0.0035 50% decrease in Deemed Price	**$0.007 Deemed Price**	**$0.0105 50% Increase in Deemed Price**
Current Variable A 2,701,704,604 shares	**10% Voting Dilution**	270,170,460 shares	270,170,460 shares	270,170,460 shares
	Funds raised	$945,596.61	$1,891,193.22	$2,836,789.83
50% increase in current Variable A 4,052,556,906 shares	**10% Voting Dilution**	405,255,690 shares	405,255,690 shares	405,255,690 shares
	Funds raised	$1,418,394.92	$2,836,789.83	$4,255,184.75
100% increase in current Variable A 5,403,409,208 shares	**10% Voting Dilution**	540,340,920 shares	540,340,920 shares	540,340,920 shares
	Funds raised	$1,891,193.22	$3,782,386.44	$5,673,579.66

The table above has been prepared on the following assumptions:

- *The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.*

- *No options are exercised into fully paid ordinary securities or performance rights converted into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.*

- *The table does not take into account the issue of any fully paid ordinary securities for which approval is being sought at the Meeting, in particular under Resolutions 7 and 9.*

- *The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*

- *The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".*

- *The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.*

- *The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.*

The Company may only issue equity securities under Listing Rule 7.1A for cash consideration. In such circumstances, the Company intends to use the funds raised towards developing its existing business and any acquired business, or to fund new projects or business opportunities or general working capital. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- The methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

- The effect of the issue of the equity securities on the control of the Company;

- The financial situation and solvency of the Company; and

- Advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under Listing Rule 7.1A at its 2025 AGM. During the 12-month period preceding the proposed date of the Meeting the Company issued a total of 216,136,368 ordinary shares under the Company's 10% Placement Capacity under Listing Rule 7.1A, representing approximately 7.41% of the number of equity securities on issue on the date 12 months prior to the Meeting.

Details as required by ASX Listing Rule 7.3A.6 for the issue are set out in the table below:

Date of issue	**Quantity**	**Class**	**Recipients**	**Issue price and discount**	**Cash**
9 July 2026	216,136,368	EXT	Institutional and professional investors identified by the Company or by SP Corporate Advisory Pty Ltd.	Issue price of $0.006. Price at 9 July 2026 was $0.0075 (0.75 cents), representing a 20% discount.	Cash: $1,296,818.21 Spent: $0 Remaining: $1,296,818.21 Funds raised have been, or will be, used for sales enablement and further productisation of the Company's offering, recruitment of additional salespeople, marketing activities, including roundtables, digital marketing campaigns and exhibitions, and working capital in order to strengthen the Company's balance sheet.

At the date of this Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, a voting exclusion statement is included in the Notice for Resolution 3 but, as at the date of the Notice, no existing shareholder's votes will be excluded under that voting exclusion statement.

The Board unanimously recommend shareholders vote in favour of Resolution 3.

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF SHARES

The Company appointed of Spark Plus Pte Ltd (**Spark Plus**) as the investor relations advisor covering Asia Pacific region for the Company. As part of the appointment by the Company, Spark Plus agreed to receive 10,606,061 fully paid ordinary shares in consideration for their services for the initial six-month period. Resolution 4 seeks shareholder ratification of the prior issue of these shares.

ASX Listing Rules

Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rule 7.1 (provided the previous issue 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. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

If shareholders pass Resolution 4 then the shares the subject of Resolution 4 will be treated as not having used the placement capacity of the Company available under the Listing Rules. The shares the subject of Resolution 4 will also increase the placement capacity available to the Company under the Listing Rules. If shareholders do not pass Resolution 4 then the shares the subject of Resolution 4 will continue to use the placement capacity available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of Listing Rule 7.5:

- The shares the subject of Resolution 4 were issued to Spark Plus Pte Ltd.
- The total number of securities issued was 10,606,061 fully paid ordinary shares.
- The shares the subject of Resolution 4 were issued on 16 June 2026.
- The shares were issued for nil cash in consideration for services for the initial six-month period of the investor relations engagement between the Company and Spark Plus.
- No funds were raised from the issue. The shares were issued in lieu of cash in respect of 6-months of investor relations services to be provided by Spark Plus to the Company.
- A voting exclusion for Resolution 4 is contained in the Notice accompanying this Memorandum.

The Board unanimously recommend shareholders vote in favour of Resolution 4.

BACKGROUND TO RESOLUTIONS 5 TO 8

On 3 July 2026, the Company announced that it had received binding commitments from investors for a placement of fully paid ordinary shares of the Company (**Placement Shares**) at an issue price of $0.006 (0.6 cents) per Placement Share to raise up to approximately $3.26 million before costs, which was upsized to $3.5 million before costs as announced on 7 July 2026. Every two Placement Shares were to be accompanied by one unlisted option (**Placement Option**) each with an exercise price of $0.01 (1 cent), expiring 36 months from the date of issue and which, upon exercise, entitles the holder to one fully paid ordinary share.

The issue of Placement Shares and Placement Options is referred to as the **Placement**. The issue of securities under the Placement is to be completed as follows:

- 529,734,859 Placement Shares were issued on 9 July 2026 under the placement capacity available to the Company under ASX Listing Rules 7.1 (313,598,490) and 7.1A (216,136,369). Resolution 5 seeks shareholder ratification of the prior issue of these Placement Shares.

- 53,598,474 Placement Shares (forming the second tranche of the Placement) are to be issued subject to shareholder approval, which is sought under Resolution 6.

- The issue of all Placement Options (being on the basis of one Placement Option for every two Placement Shares issued) is subject to shareholder approval, which is sought under Resolution 7.

SP Corporate Advisory Pty Ltd acted as **Lead Manager** of the Placement. As part fees for the services provided by the Lead Manager in connection with the Placement, the Company has agreed to issue the Lead Manager (and/or its nominee(s)) 100,000,000 options on the same term as the Placement Options (**Broker Options**). The issue of the Broker Options is subject to shareholder approval, which is sought under Resolution 8.

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

Resolution 5 seeks shareholder approval, for the purposes of Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of 529,734,859 Placement Shares on 9 July 2026 at an issue price of $0.006 (0.6 cents) per Placement Share.

ASX Listing Rules

Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

The Company obtained shareholder approval under Listing Rule 7.1A to issue equity securities under the additional 10% placement capacity at its 2025 Annual General Meeting. 313,598,490 Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1 and 216,136,369 Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1A.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rule 7.1 and/or 7.1A (provided the previous issue did not breach Listing Rule 7.1 and/or 7.1A) 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 and/or 7.1A. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and/or 7.1A.

If shareholders pass Resolution 5 then the Placement Shares the subject of Resolution 5 will be treated as not having used the placement capacity of the Company available under the Listing Rules. The Placement Shares the subject of Resolution 5 will also increase the placement capacity available to the Company under the Listing Rules. If shareholders do not pass Resolution 5 then the Placement Shares the subject of Resolution 5 will continue to use the placement capacity available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of Listing Rule 7.5:

- The Placement Shares the subject of Resolution 5 were issued to sophisticated and professional investors identified by the Lead Manager, or by the Company as part of its investor relations program. The Company notes that 8,333,334 Placement Shares were issued to an associate of director Hugh Bickerstaff. The Placement Shares were issued in reliance on Listing Rule 10.12 Exception 10, as the Placement Shares were issued under an agreement to issue securities that was entered into prior to Hugh Bickerstaff becoming a party to whom Listing Rule 10.11 applied.

- The total number of securities issued was 529,734,859 fully paid ordinary shares (Placement Shares).

- The Placement Shares the subject of Resolution 5 were issued on 9 July 2026.

- The Placement Shares had an issue price of $0.006 (0.6 cents) each.

- $3,178,409.15 before costs were raised from the issue of the Placement Shares the subject of Resolution 5, which were issued at an issue price of $0.006 (0.6 cents) per share. Funds raised from the issue of Placement Shares will be used for:

- sales enablement and further productisation of the Company's offering;
- recruitment of additional salespeople;
- marketing activities, including roundtables, digital marketing campaigns and exhibitions; and
- working capital in order to strengthen the Company's balance sheet.

• A voting exclusion statement for Resolution 5 is contained in the Notice.

The Board (other than Hugh Bickerstaff who abstains) recommend shareholders vote in favour of Resolution 5.

RESOLUTION 6: APPROVAL FOR ISSUE OF PLACEMENT SHARES

Resolution 6 seeks shareholder approval, for the purposes of Listing Rule 7.1 and for all other purposes, for the Company to issue 53,598,474 Placement Shares at an issue price of $0.006 (0.6 cents) per Placement Share to sophisticated and professional investors either identified by the Lead Manager, or by the Company as part of its investor relations program.

ASX Listing Rules

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 the period.

The Company obtained shareholder approval for the purposes of Listing Rule 7.1A at its 2025 annual general meeting on 28 September 2025 and is accordingly able to issue up to 10% of the fully paid ordinary securities it had on issue at the start of any 12 month period in addition to the 15% available under Listing Rule 7.1 (combined 25% capacity).

The proposed issue of 53,598,474 Placement Shares would exceed the combined 25% limit under Listing Rule 7.1 and 7.1A but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1.

Resolution 6 seeks the required shareholder approval for the Company to issue 53,598,474 Placement Shares under and for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 6, the Company will be able to issue 53,598,474 Placement Shares the subject of Resolution 6. Such issue will also increase the placement capacity available to the Company under the Listing Rules. If shareholders do not approve Resolution 6 then the Company will not be able to issue 53,598,474 Placement Shares the subject of Resolution 6.

The following information is provided in accordance with the requirements of Listing Rule 7.3:

- The Placement Shares the subject of Resolution 6 are to be issued to sophisticated and professional investors identified by the Lead Manager, or by the Company as part of its investor relations program
- The total number of securities to be issued is 53,598,474 fully paid ordinary shares (Placement Shares).
- The Placement Shares the subject of Resolution 6 are proposed to be issued shortly after the Meeting and in any event no 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).
- Placement Shares will be issued at an issue price of $0.006 (0.6 cents) per share.
- $321,590.84 before costs will be raised from the issue of the Placement Shares the subject of Resolution 6. Funds raised from the issue of shares will be used for:
  - sales enablement and further productisation of the Company's offering;
  - recruitment of additional salespeople;
  - marketing activities, including roundtables, digital marketing campaigns and exhibitions; and

  - working capital in order to strengthen the Company's balance sheet.

- A voting exclusion statement for Resolution 6 is contained in the Notice.

The Board unanimously recommend shareholders vote in favour of Resolution 6.

RESOLUTION 7: APPROVAL FOR ISSUE OF PLACEMENT OPTIONS

Resolution 7 seeks shareholder approval, for the purposes of Listing Rule 7.1 and for all other purposes, for the Company to issue the Placement Options to investors in Placement Shares on the basis of one Placement Option for every two Placement Shares issued (anticipated up to 291,666,750 Placement Options).

ASX Listing Rules

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 the period.

The Company obtained shareholder approval for the purposes of Listing Rule 7.1A at its 2025 annual general meeting on 28 September 2025 and is accordingly able to issue up to 10% of the fully paid ordinary securities it had on issue at the start of any 12 month period in addition to the 15% available under Listing Rule 7.1 (combined 25% capacity).

The proposed issue of the Placement Options would exceed the combined 25% limit under Listing Rule 7.1 and 7.1A but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1.

Resolution 7 seeks the required shareholder approval for the Company to issue the Placement Options under and for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 7, the Company will be able to issue the Placement Options. If shareholders do not approve Resolution 7, then the Company will not be able to issue the Placement Options.

The following information is provided in accordance with the requirements of Listing Rule 7.3:

- The Placement Options the subject of Resolution 7 are proposed to be issued to investors who subscribed for and are issued the Placement Shares the subject of Resolutions 5 and 6. This includes an issue of 4,166,667 to be issued in reliance on Listing Rule 10.12 Exception 10, as the Placement Options are to be issued under an agreement to issue securities that was entered into prior to Hugh Bickerstaff becoming a party to whom Listing Rule 10.11 applied.

- The total number of securities proposed to be issued is one Placement Option for every two Placement Shares issued (anticipated up to 291,666,750 Placement Options in aggregate).

- The Placement Options each have an exercise price of $0.01 (1 cent), expire 36 months from the date of issue and which, upon exercise, entitles the holder to one fully paid ordinary share. The full terms of the Placement Options are set out in Annexure A.

- The Placement Options are proposed to be issued shortly after the Meeting and in any event no 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).

- The Placement Options will be issued at nil issue price, as free-attaching to Placement Shares on the basis of one Placement Option for every two Placement Shares issued.

- No funds will be raised from the issue of Placement Options, which are being issued as free-attaching to Placement Shares on the basis of one Placement Options for every two Placement Shares issued. Funds raised on exercise of Placement Options (if any) are to be applied to meeting the working capital requirements of the Company at the time of exercise.

- A voting exclusion statement for Resolution 7 is contained in the Notice.

The Board (other than Hugh Bickerstaff who abstains) recommend shareholders vote in favour of Resolution 7.

RESOLUTION 8: APPROVAL FOR ISSUE OF BROKER OPTIONS

Resolution 8 seeks shareholder approval, for the purposes of Listing Rule 7.1 and for all other purposes, for the Company to issue 100,000,000 Broker Options to the Lead Manager (and/or its nominee(s)) as part fees in connection with acting as lead manager of the Placement.

ASX Listing Rules

Resolution 8 seeks the required shareholder approval to issue the Broker Options under and for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 8, the Company will be able to issue up to 100,000,000 Broker Options to the Lead Manager (and/or its nominee(s)). The issue of shares on exercise of Broker Options (if exercised) will also increase the placement capacity available to the Company under the Listing Rules.

The Company obtained shareholder approval for the purposes of Listing Rule 7.1A at its 2025 annual general meeting on 28 September 2025 and is accordingly able to issue up to 10% of the fully paid ordinary securities it had on issue at the start of any 12 month period in addition to the 15% available under Listing Rule 7.1 (combined 25% capacity).

The proposed issue of the Broker Options would exceed the combined 25% limit under Listing Rule 7.1 and 7.1A but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1.

If shareholders approve Resolution 8, the Company will be able to issue the Broker Options to the Lead Manager (and/or its nominee(s)). If shareholders do not approve Resolution 8, the Company will not be able to issue the Broker Options to the Lead Manager (and/or its nominee(s)) and may need to seek to negotiate an alternate form of fee to be paid.

The following information is provided in accordance with the requirements of Listing Rule 7.3:

- The Broker Options are proposed to be issued to SP Corporate Advisory Pty Ltd (and/or its nominee(s)).
- The total number of securities proposed to be issued is 100,000,000 unlisted options (Broker Options).
- The Broker Options each have an exercise price of $0.01 (1 cent), expire 36 months from the date of issue and which, upon exercise, entitles the holder to one fully paid ordinary share. The full terms of the Broker Options are set out in Annexure A.
- The Broker Options the subject of Resolution 8 are proposed to be issued shortly after the Meeting and in any event no 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).
- The Broker Options will be issued at nil issue price as part fees for broker services provided in connection with the Placement.
- No funds will be raised from the issue of Broker Options, which are being issued as part fees for lead manager services provided by the Lead Manager in connection with the Placement. Funds raised on exercise of Broker Options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.
- A voting exclusion statement for Resolution 8 is contained in the Notice.

The Board unanimously recommend shareholders vote in favour of Resolution 8.

RESOLUTION 9: APPROVAL FOR ISSUE OF SECURITIES TO RELATED PARTY – BRYAN SABA

On 3 July 2026, the Company announced that it had agreed with Bryan Saba, the Managing Director and CEO of the Company to convert $500,000 of existing debt owed by the Company to Bryan Saba to equity on the same terms as the Placement.

Accordingly, resolution 9 seeks shareholder approval, for the purposes of Listing Rule 10.11 and for all other purposes, for the Company to issue Bryan Saba (and/or his nominee(s)) 83,333,334 fully paid ordinary shares (**Repayment Shares**) at a deemed issue price of $0.006 (0.6 cents) per Repayment Share together with 41,666,667 options (each with an exercise price of $0.01 (1 cent), expiring 36 months from the date of issue and which, upon exercise, entitles the holder to one fully paid ordinary share) (**Repayment Options**) to repay the existing $500,000 debt owed by the Company to Bryan Saba in lieu of cash.

ASX Listing Rules

Listing Rule 10.11 requires a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder approval prior to the issue of securities to a party identified in Listing Rule 10.11. Bryan Saba is the Managing Director of the Company and is therefore a related party of the Company for whom prior shareholder approval is required in accordance with Listing Rule 10.11.1 for the issue of securities.

As shareholder approval is being sought for the purposes of Listing Rule 10.11, no shareholder approval is required for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed to issue the Repayment Shares and Repayment Options in lieu of cash to repay the $500,000 existing debt owed by the Company to Bryan Saba.

If Resolution 9 is not passed, the Company will not be able to issue the Repayment Shares and Repayment Options to repay $500,000 existing debt owed by the Company to Bryan Saba and such existing $500,000 debt will remain repayable in cash by the Company.

The following information is provided in accordance with the requirements of Listing Rule 10.13:

- The Repayment Shares and Repayment Options are to be issued to Bryan Saba (and/or his nominee(s)).
- Bryan Saba is a Director of the Company and is therefore a party to whom Listing Rule 10.11.1 applies.
- The number of Repayment Shares to be issued is calculated by dividing $500,000 by the deemed price per Repayment Share of $0.006 (0.6 cents). The number of Repayment Options to be issued is equal to the number of Repayment Shares to be issued divided by two.
- Repayment Shares are fully paid ordinary shares that rank equally with the existing fully paid ordinary shares on issue in the Company. Repayment Options have an exercise price of $0.01 (1 cent), expire 36 months from issue and, upon exercise, entitles the holder to one fully paid ordinary share The full terms of Repayment Options are set out in Annexure A.
- The Repayment Shares and Repayment Options are proposed to be issued shortly after the Meeting and in any event no more than one (1) month after the date of the Meeting.
- The Repayment Shares have a deemed issue price of $0.006 (0.6 cents) per Repayment Share. The Repayment Options do not have an issue price and are being issued as free-attaching to Repayment Shares on the basis of one Repayment Option for every two Repayment Shares.
- The purpose of the issue of the Repayment Shares and the Repayment Options is to repay $500,000 of existing debt owed by the Company to Bryan Saba to equity on the same terms as the Placement.
- A voting exclusion for Resolution 9 is contained in the Notice accompanying this Memorandum.

The Board (with Mr Saba abstaining) unanimously recommend shareholders vote in favour of Resolution 9.

RESOLUTIONS 10A-10C: ADOPTION OF EMPLOYEE INCENTIVE SCHEMES

Resolutions 10A to 10C seek shareholder approval for the adoption of three separate employee incentive schemes, being the Excite Performance Rights Plan (**PRP**), the Excite Loan Share Plan (**LSP**) and the Excite Option Plan (**EOP**). A summary of each of the Plans forms Annexures B to D of this Memorandum and a copy of the Plans (or any of them) can be provided upon request to the Company.

The Plans were first adopted at the 2020 AGM of the Company on 25 August 2020. The PRP and LSP were last refreshed at the 2024 AGM on 23 August 2024. The EOP has not previously been approved by shareholders.

The Company is seeking approval to renew the adoption of the Plans and to seek approval for the Company to issue up to an aggregate of 276,000,000 securities under the Plans (excluding prior issues under the Plans) as the maximum number of securities that may be issued under the Plans in aggregate. There is no guarantee that the Company will issue a certain number of securities under the Plans.

No directors or their associates will participate in, or receive any securities under, the Plans unless prior shareholder approval of specific issues to them is obtained.

ASX Listing Rules

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 Exception 13 provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years of shareholder approval of the scheme. The Company therefore seeks approval of the Plans under ASX Listing Rule 7.2 Exception 13 so that issues of securities under the Plans does not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

If shareholders:

- Approve all of Resolutions 10A to 10C, the Company will be able to issue securities under the Plans without using its placement capacity under the ASX Listing Rules (subject to the need for further shareholder approval in certain circumstances including to related parties).
- Approve some, but not all, of Resolutions 10A to 10C, the Company will be able to issue securities under the Plan(s) approved by shareholders without using its placement capacity under the ASX Listing Rules (subject to the need for further shareholder approval in certain circumstances including to related parties), however any securities issued under the Plan(s) that are not approved by shareholders will use the placement capacity of the Company under the ASX Listing Rules.
- If shareholders do not pass any of Resolutions 10A to 10C then any securities issued under the Plans will use the placement capacity available to the Company under the ASX Listing Rules.

The following information is provided in accordance with Listing Rule 7.2 Exception 13(b):

- A summary of the terms of each of the Plans are set out in Annexures B to D.
- Details of any issues of securities under the Plans since they were last approved are set out below:
    - **PRP**: 53,735,000 performance rights were issued under the PRP on 5 November 2025.
    - **LSP**: an aggregate of 10,486,442 ordinary shares have been issued under the LSP (8,470,442 on 27 October 2025, 1,008,000 on 26 January 2026 and 1,008,000 on 16 June 2026).
    - **EOP**: the EOP has not previously been approved by shareholders.
- The maximum aggregate number of securities that may be issued under the Plans is 276,000,000, representing approximately 10% of the issued ordinary shares of the Company (assuming the issue of fully paid ordinary shares for which shareholder approval is sought under Resolutions 6 and 9). The maximum number of securities that may be issued under the Plans excludes any prior issues under the Plans. For the avoidance of doubt, the Plans share the same aggregate maximum number of securities such that an issue of securities under one of the Plans reduces the aggregate number of securities that may be issued under all of the Plans collectively.
- A voting exclusion statement and proxy voting prohibition as set out in the Notice applies to Resolutions 10A to 10C.

Corporations Act – Resolution 10B

Approval is sought under Resolution 10B for the purposes of sections 259B and 260C of the Corporations Act.

The LSP provides that the Company may provide financial assistance (in the form of an interest free, limited recourse loan) to participants to fund the acquisition price of shares issued under the LSP, further details of which are set out in summary in Annexure C.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general meeting. The LSP provides that the Company may financially assist a person to acquire Loan Plan Shares by providing financial assistance in the form of a loan. This may be considered to be the Company providing financial assistance for the acquisition of its own shares or other securities. Accordingly Resolution 10B seeks approval of the Plan for the purposes of section 260C(4) of the Corporations Act.

The LSP also provides for the Company to take security over the shares issued under the LSP, and to place restrictions on transfer, as a means of security loan repayment obligations. This may also constitute taking security over its own shares. Section 259B(1) of the Corporations Act provides that a company must not take security over shares in itself except as permitted by the Corporations Act. Section 259B(2) provides that the Company may take security over shares in itself under an employee share scheme that has been approved by shareholders at a general meeting. Resolution 10B seeks approval of the LSP for the purposes of section 259B(2) of the Corporations Act.

RESOLUTION 11: RE-ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS

Clause 35 of the Constitution contains provisions dealing with member approval requirements if there were to be any proportional takeover bids for the Company’s securities (**Proportional Bid Provisions**).

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company’s securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions of the Constitution (Clause 35) be renewed.

A soft copy of the Company’s Constitution can be sent via email to any shareholder upon request made to the Company Secretary.

The Resolution to renew the Proportional Bid Provisions is proposed as a special resolution. Accordingly, to be passed at least 75% of the votes validly cast on the Resolution by shareholders eligible to vote on the Resolution by number of shares must be in favour of the Resolution.

If Resolution 11 is passed, shareholders holding at least 10% of the Company’s issued ordinary shares may, within 21 days after the Meeting, apply to a court to have the purported renewal of the Proportional Bid Provisions set aside. The court may make an order setting aside the purported renewal of the Proportional Bid Provisions if it is satisfied that it is appropriate in the circumstances to do so.

In seeking the members’ approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to members.

Effect of provisions proposed to be renewed

Clause 35 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Prescribed Resolution**). The person making the offer for the securities (**Offeror**) (and their associates) cannot vote on the Prescribed Resolution and the Prescribed Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Clause 35 also provides that:

(a) If a Prescribed Resolution is not voted upon at the end of the day before the relevant day in relation to the off-market bid under which offers have been made, the Prescribed Resolution is deemed approved, and

(b) If the Prescribed Resolution is rejected, all unaccepted offers under the proportional takeover bid are deemed withdrawn and the Offeror must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

If shareholders pass Resolution 11 then Clause 35 as described above will continue to have effect for a period of three years from the date of the Meeting.

Reasons for the resolution

Section 648(G)(1) of the Corporations Act provides that Proportional Bid Provisions such as provided in Clause 35 cease to apply at the end of 3 years from their adoption (or their last renewal).

The Proportional Bid Provisions were adopted by shareholders at the 2023 AGM for a period of 3 years and therefore are due to be renewed. Section 648(G)(4) enables the members to approve a renewal of Proportional Bid Provisions.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, clause 35 needs to be renewed. If clause 35 is renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at the date of the Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company.

Advantages and disadvantages of the Proportional Bid Provisions since last renewed

As there have been no takeover bids made for any of the shares in the Company since the initial adoption of the Proportional Bid Provisions, there has been no application of Clause 35 with respect to the Company as at the date of the Notice. It may be considered that the potential advantages and disadvantages described below have applied for the period since adoption of Clause 35 as part of the Constitution.

Potential advantages and disadvantages of the proposed resolution for directors and members

The potential advantages and disadvantages of renewing the Proportional Bid Provisions to directors include:

(a) If the Directors consider a partial bid should be opposed they will be assisted in preventing the bidder from securing control of the Company as the bidder requires a majority of votes to be cast in its favour by the independent shareholders before the bid can succeed.

(b) With the Proportional Bid Provisions in place, the Directors must call a meeting to seek the members' view if any partial takeover offer is made, even if the Directors believe the offer should be accepted.

(c) Under the Proportional Bid Provisions the most effective view on a partial bid is the view expressed by the vote of the shareholders themselves, at the meeting.

(d) The Proportional Bid Provisions may make it easier for Directors to discharge their fiduciary and statutory duties as Directors in the event of a partial takeover bid.

(e) The Directors remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the renewal of the Proportional Bid Provisions for members include:

(a) All members have an opportunity to study a proportional takeover bid, if made, and to attend or be represented by proxy at a meeting called specifically to vote on the proposal. A majority of shares voted at the meeting, excluding the shares of the bidder and its associates, will be required for the applicable resolution to be passed, following which members will be able to decide whether to accept the bid that may result in a change of the control of the Company.

(b) Members are able to prevent a proportional takeover bid proceeding if they believe that control of the Company should not be permitted to pass under the bid and, accordingly, the terms of any future proportional takeover bid is likely to be structured in a manner that is attractive to a majority of members.

(c) The Proportional Bid Provisions enable shareholders to act together to avoid the coercion of members that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept due to concerns that a significant number of shareholders may accept.

(d) Members are protected against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price, putting members under pressure to accept the initial bid to maximise returns.

(e) If a partial bid is made, the Proportional Bid Provisions may make it more probable that a bidder will set its offer price at a level that is attractive to members.

(f) Members, as a group, may more effectively advise, contribute to or guide the Directors' response to a partial bid.

(g) The Proportional Bid Provisions may increase the likelihood that any takeover offer will be a full bid for the whole shareholding of each member, so that member will have the opportunity to dispose of all of their shares rather than only a portion.

The potential disadvantages to members of renewing the Proportional Bid Provisions include:

(a) By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for members to sell a portion of their holdings.

(b) The continued existence of the Proportional Bid Provisions might adversely affect the market value of the Company's shares by making a partial offer less likely, thus reducing any takeover speculation element in the share price.

(c) An individual member that wishes to accept the partial offer will be unable to sell to the offeror unless a majority of members vote in favour of the partial takeover bid.

(d) If a partial takeover bid is made, the Company will incur the costs of calling a shareholders meeting.

The Board are of the view that the advantages of renewing the Proportional Bid Provisions outweigh any disadvantages and unanimously recommend the renewal.

Resolution 12: Increase of Non-Executive Director Remuneration Pool

In accordance with the Constitution of the Company and ASX Listing Rule 10.17, shareholder approval is sought to increase the maximum aggregate amount that may be paid by the Company to its non-executive Directors (**Fee Pool**) by $100,000, from $250,000 per annum to $350,000 per annum.

Under the ASX Listing Rules, the term "directors' fees" includes committee fees, superannuation contributions and fees for which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to non-executive directors with the approval of shareholders in accordance with the ASX Listing Rules.

The Company is seeking shareholder approval to increase the Fee Pool for the following reasons:

- The increase in the Fee Pool will provide the Board with the ability to attract and appoint additional directors as needed with the requisite skill and experience as appropriate; and

- The increase will ensure the Company has the ability to pay non-executive Directors' remuneration commensurate with market rates and as necessary to attract and retain candidates of the highest calibre.

The level of non-executive directors' remuneration of the Company is reviewed periodically to ensure alignment with market rates. The directors are satisfied the proposed Fee Pool will be within the average bands applying to companies within the Company's industry of a similar size and financial position and have similar growth and risk profiles and that the proposed increase to the Fee Pool is appropriate for the reasons set out above. This does not imply that the full amount of the Fee Pool will be used.

The following information is provided in accordance with ASX Listing Rule 10.17:

- The amount of the proposed increase is $100,000.

- The maximum aggregate amount of directors fees that may be paid collectively to the non-executive Directors is currently $250,000 and, if Resolution 12 is approved, will increase to $350,000.

- The Company has issued the following securities to non-executive Directors with approval under Listing Rule 10.11 or Listing Rule 10.14 in the last three years:

  - Neil Sinclair: 10,486,442 ordinary shares and 20,000,000 performance rights.

  - Steven Bliim: 30,000,000 performance rights.

  - Hugh Bickerstaff: Nil.

- A voting exclusion and proxy voting prohibition for Resolution 12 is contained in the Notice accompanying this Memorandum.

RESOLUTION 13: APPROVAL FOR ISSUE OF SHARES IN LIEU OF CASH – NEIL SINCLAIR

Resolution 13 seeks shareholder approval to issue fully paid ordinary shares (**Director Shares**) under the Director Share Plan to Neil Sinclair (and/or his nominee(s)) in lieu of cash for director services rendered, as a means of preserving the cash reserves of the Company. The Director Shares are proposed to be issued at a deemed issue price equal to the volume weighted average price (**VWAP**) of fully paid ordinary shares of the Company on the 15 days on which trades are made prior to the issue of the Director Shares (**Director Share Issue Price**). The number of Director Shares to be issued will be agreed between the Company and Neil Sinclair, noting that any issue of Director Shares will only be in lieu of cash for director fees that would otherwise be payable by the Company in cash to Neil Sinclair and will only be issued at the Director Share Issue Price.

The approval sought under Resolution 13 is proposed to be relied upon by the Company to issue Director Shares to Neil Sinclair (and/or his nominee(s)) in lieu of cash for director fees payable, for up to a maximum of 30,000,000 Director Shares and up to the date that is three years from the date of the Meeting.

ASX Listing Rules

The Company is proposing to issue the Director Shares to Neil Sinclair (and/or his nominee(s)).

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the Company;

- An associate of a director of the Company; or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

Unless it obtains the approval of its shareholders.

The proposed issue of the Director Shares falls within Listing Rule 10.14.1 and therefore requires the approval of the shareholders of the Company under Listing Rule 10.14.

If shareholders approve resolution 13, the Company will be able to proceed with the issue of the Director Shares to Neil Sinclair (and/or his nominee(s)) in lieu of cash for director fees as described in this Memorandum.

If shareholders do not approve resolution 13, the Company will not be able to proceed with the issue of the Director Shares to Neil Sinclair (and/or his nominee(s)) in lieu of cash for director fees and such director fees will instead be required to be settled by the Company in cash.

The following information is provided in accordance with the requirements of Listing Rule 10.15:

- The Director Shares are proposed to be issued to Neil Sinclair (and/or his nominee(s)).
- Neil Sinclair is a Director of the Company and is therefore a party to whom Listing Rule 10.14.1 applies.
- The maximum number of Director Shares to be issued is equal to the cash fee payable to Neil Sinclair in respect of director fees divided by the Director Share Issue Price (VWAP of fully paid ordinary shares of the Company on the 15 days on which trades are made prior to the issue of the Director Shares).
- The annual remuneration of Neil Sinclair is $50,000.
- 10,486,442 ordinary shares have been issued to Neil Sinclair (or his nominee(s)) under the prior approval of the Director Share Plan obtained at the 2025 AGM. For the avoidance of doubt, the prior issue of these shares does not reduce the current capacity of the Director Share Plan of 30,000,000 (which is in addition to the 10,486,442 previously issued under the Director Share Plan).
- The Company proposes issuing the Director Shares progressively as director fees are accrued by Neil Sinclair and in any event no later than three (3) years after the date of the Meeting.
- The Director Shares will be issued at a deemed price equal to the Director Share Issue Price. The issue of Director Shares will be in lieu of cash in respect of director fees that would otherwise be payable in cash by the Company to Neil Sinclair.
- A summary of the material terms of the Director Share Plan is set out in Annexure E.
- No loans are proposed to be made in respect of the issue of Director Shares.
- Details of any Director Shares issued under the Director Share Plan will be published in the annual report of the Company relating to the period in which the Director Shares were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Director Share Plan after resolution 13 is approved and who are not named in the notice will not be able to participate until approval is obtained under that rule.
- A voting exclusion for Resolution 13 is contained in the Notice accompanying this Memorandum.

The Board (with Mr Sinclair abstaining) unanimously recommend shareholders vote in favour of Resolution 13.

ANNEXURE A
TERMS OF OPTIONS

Note: a reference to "Option" or "Options" in this Annexure A are to the Placement Options, Broker Options and Repayment Options under Resolutions 7 to 9.

(a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.

(b) The exercise price is $0.01 (1 cent) (**Exercise Price**) per Option.

(c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on a date that is 36 months from the date of issue (**Expiry Date**).

(d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.

(e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.

(f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.

(g) Except as otherwise determined by the Board, Options are not transferable.

(h) The Exercise Price is payable in full upon exercise of Options.

(i) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of $1,000.

(j) All Shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.

(k) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.

(l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

(m) Options will otherwise have the terms as required by ASX and the ASX Listing Rules.

ANNEXURE B
SUMMARY OF EXCITE PERFORMANCE RIGHTS PLAN

The Company proposes adopting the PRP as a long-term incentive plan aimed at creating a strong link between Director and key management personnel performance and reward and increasing shareholder value by enabling current or prospective Directors and key management personnel (each an Eligible Person) to have greater involvement, and share in, future growth and profitability of the Company.

Under the PRP, the Board may offer rights to acquire shares (Performance Rights) to Eligible Persons. An Eligible Person (or their nominee) who validly accepts an offer becomes a participant in the PRP. Performance Rights may only be transferred upon a Participant becoming deceased.

Any issues of Performance Rights or agreements to issue Performance Rights under the PRP will be announced to ASX.

The Board will determine what Applicable Milestones apply to Performance Rights, including the date by which such Applicable Milestones must be satisfied and any applicable vesting conditions. Satisfaction of Applicable Milestones (including vesting) is as determined by the Board.

Upon satisfaction of all Applicable Milestones, shares will automatically issue and be transferred to the Participant (unless prohibited by the Corporations Act or if the Company is in a blackout period as defined in the Company's Securities Trading Policy) in which case the shares shall be transferred as soon as reasonably practicable.

Unless otherwise determined by the Board, the Performance Rights will lapse on the earlier of Applicable Milestones not being satisfied by the set date or if the Participant ceases to be an Eligible Person and has not been employed or otherwise engaged by the Company for a continuous period of 18 months from issue of the Performance Rights.

If an Eligible Person ceases their employment or office with the Company and/or its subsidiaries due to total and permanent disability or death, any Performance Rights inure for the benefit of the estate of the Participant.

The Board has discretion to administer the Plan (which may be delegated to a committee), including in the event of a variation to the Company's share capital to adjust the terms of Performance Rights, as well as determine to suspend, terminate or reinstate the Plan without notice. The Plan and any offers of Performance Rights under it are subject to the law, the ASX Listing Rules and the Constitution.

ANNEXURE C
SUMMARY OF EXCITE LOAN SHARE PLAN

(a) **Eligibility**: Participants in the LSP may be salaried employees or executive or (where approved by the Board non-executive) directors of the Company or any of its subsidiaries (Employee Participants).

(b) **Administration of Plan**: The Board, or a duly appointed committee of the Board, is responsible for the operation of the LSP.

(c) **Invitations**: The Board of Directors may issue an invitation to the Employee Participant to participate in the LSP. The invitation will:

(i) invite applications for the number of shares (Plan Shares) specified in the invitation;

(ii) specify the date of issue of the Plan Shares;

(iii) specify the issue price for the Plan Shares;

(iv) invite applications for a loan up to the amount payable in respect of the Plan Shares accepted by the Employee Participant in accordance with the invitation

(v) any vesting conditions applicable to the Plan Shares; and

(vi) specify any other terms and conditions attaching to the Plan Shares. The number of Plan Shares will be determined at the absolute discretion of the Board.

(d) **Employee Loan**: An Employee Participant who is invited to subscribe for Plan Shares may also be invited to apply for a loan up to the amount payable in respect of the Plan Shares accepted by the Employee Participant (Employee Loan), on the following terms:

(i) the Employee Loan must be made solely to the Employee Participant and in the name of that Employee Participant;

(ii) the Employee Loan will be interest free;

(iii) the Employee Loan will be limited recourse, the effect of which is that if all of the Shares issued in respect of the Employee Loan are sold by the Company on behalf of the Employee Participant, the Employee Participant's liability is discharged regardless of the sale price;

(iv) the Employee Loan made available to an Employee Participant shall be applied by the Company directly toward payment of the issue price of the Plan Shares;

(v) the Employee Loan must be repaid on the earlier to occur of:

(A) a Liquidity Event (defined below) occurring;

(B) the date on which the Plan Shares have been compulsorily divested in accordance with the Plan rules; and

(C) the date on which an Employee Participant disposes of, or attempts to dispose of, the Plan Shares;

(vi) an Employee Participant may elect to repay the Employee Loan amount in respect of any or all of the Plan Shares at any time prior to expiry of the term of the Employee Loan;

(vii) any fees, charges and stamp duty payable in respect of an Employee Loan will be payable by the Employee Participant;

(viii) the Company shall have security over the Plan Shares in respect of which an Employee Loan is outstanding and the company shall be entitled to sell those Plan Shares in accordance with the terms of the LSP; and

(ix) Plan Shares will not be tradeable by an Employee Participant until the Employee Loan amount in respect of those Plan Shares has been repaid and the Company will retain the share certificate in respect of such Plan Shares until the Employee Loan has been repaid.

(e) **Divestment of Plan Shares**: If, prior to repayment of an Employee Loan by an Employee Participant, the Employee Participant:

(i) ceases employment with the Company as a result of the Employee Participant's termination without notice, resignation, gross negligence or serious and willful misconduct (Bad Leaver), does not satisfy any relevant vesting conditions, acts fraudulently or dishonestly, becomes insolvent or fails to repay the Employee Loan on the due date for repayment,

(A) the Employee Participant will retain all vested Plan Shares; and

(B) all of the unvested Plan Shares will be compulsorily divested on a date determined by the Board;

(ii) ceases employment with the Company and is not a Bad Leaver (or the Board considers that the Employee Participant should not be treated as a Bad Leaver):

(A) the Employee Participant will retain all vested Plan Shares; and

(B) all of the Employee Participant's Plan Shares will be compulsorily divested on a date determined by the Board, unless the Board provides express written consent that the Employee Participant may retain any or all of such unvested Plan Shares.

(f) **Liquidity Event**: If a change of control occurs (Liquidity Event), or the Board determines such event is likely to occur:

(i) the Board may in its absolute discretion determine the manner in which any or all of the Employee Participant's Plan Shares (whether vested or unvested) will be dealt with which may include, without limitation, in a manner that allows the Employee Participant to participate in and/or benefit from any transaction arising from or in connection with the Liquidity Event and/or the re-designation of any or all of the Employee Participant's Plan Shares; and

(ii) if required, the Employee Participant must do and procure all things the Board considers necessary or appropriate to facilitate the variation of the rights of their Plan Shares such that, following such variation, they are ordinary shares in the capital of the Company.

(g) **Restriction on transfer**: Employee Participants may not sell or otherwise deal with a Plan Share until the Employee Loan amount in respect of that Plan Share has been repaid and until the expiry of the qualifying period in respect of the Plan Shares, if any, that may be imposed by the Board and set out in the invitation.

(h) **Voting of Plan Shares**: Employee Participants grant to the Company an irrevocable power of attorney pursuant to which it appoints the Company Secretary as its proxy to vote the Plan Shares at its discretion; and

(i) **Rights attaching to Plan Shares**: Plan Shares will rank equally in all respects (other than with respect to any restrictions on transfer specified above or otherwise imposed by the Board) with other Shares on issue.

ANNEXURE D
SUMMARY OF EXCITE OPTION PLAN

The Company is seeking shareholder approval for the adoption of this Employee Option Plan ("**Plan**") at the Meeting of the Company.

Any issues of options or agreements to issue options under the Plan will be announced to ASX.

The Plan provides for options to be issued to eligible persons. The purpose of the Plan is to:

(a) provide eligible persons with an additional incentive to work to improve the performance of the Company;

(b) attract and retain eligible persons essential for the continued growth and development of the Company;

(c) to promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and

(d) to enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number and terms of any options offered or issued, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and other related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The Board is to administer the terms of the Plan, including but not limited to determining the terms of options issued, adoption of rules subordinate to the Plan for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the ASX Listing Rules.

ANNEXURE E
SUMMARY OF DIRECTOR SHARE PLAN

A summary of the material terms of the Director Share Plan (**Plan** in this Annexure E) is set out below.

The maximum number of securities which may be issued under the Plan is 30,000,000.

Any issue of securities under the Plan will be announced to ASX.

The Plan provides for the issue of fully paid ordinary shares to Neil Sinclair (and/or his nominee(s)). The purpose of the Plan is to give effect to the shareholder approval which is sought under Resolution 13 to allow Neil Sinclair (and/or his nominee(s)) to receive fully paid ordinary shares in lieu of cash for director services provided to the Company.

Fully paid ordinary shares issued under the Plan will have a deemed issue price equal to the VWAP of fully paid ordinary shares of the Company on the 15 days on which trades are made prior to the issue of the Director Shares.

Only Neil Sinclair (and/or his nominee(s)) is eligible to participate in the Plan. The participation in the Plan is subject to and conditional upon compliance with applicable law and a requirement for prior shareholder approval in accordance with the ASX Listing Rules to be obtained, as required.

It is not anticipated any other person or entity will be able to participate in the Plan.

The shareholder approval that is sought pursuant to resolution 13 will allow for Neil Sinclair (and/or his nominee(s)) to participate in the Plan.

The Board is to administer the Plan, including but not limited to determining the terms of securities to be issued and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the ASX Listing Rules.

excite
TECHNOLOGY SERVICES

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Excite Technology Services Limited | ABN 61 120 658 497

Your proxy voting instruction must be received by **11:00am (AEST) on Saturday, 29 August 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 Annual General Meeting of Excite Technology Services Limited, to be held at **11:00am (AEST) on Monday, 31 August 2026 at Room 2B, Christie Spaces, 56 Berry Street, North Sydney, NSW 2060** 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 10A, 10B, 10C, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 10A, 10B, 10C, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT				8	APPROVAL FOR ISSUE OF BROKER OPTIONS			
2A	RE-ELECTION OF MR STEVEN BLIIM AS A DIRECTOR				9	APPROVAL FOR ISSUE OF SECURITIES ON LOAN CONVERSION			
2B	ELECTION OF MR HUGH BICKERSTAFF AS A DIRECTOR				10A	ADOPTION OF EMPLOYEE INCENTIVE PLAN - EXCITE PERFORMANCE RIGHTS PLAN			
3	APPROVAL OF 10% PLACEMENT FACILITY				10B	ADOPTION OF EMPLOYEE INCENTIVE PLAN - EXCITE LOAN SHARE PLAN			
4	RATIFICATION OF PRIOR ISSUE OF SHARES				10C	ADOPTION OF EMPLOYEE INCENTIVE PLAN - EXCITE OPTION PLAN			
5	RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES				11	RE-ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS			
6	APPROVAL FOR ISSUE OF PLACEMENT SHARES				12	INCREASE OF NON-EXECUTIVE DIRECTOR REMUNERATION POOL			
7	APPROVAL FOR ISSUE OF PLACEMENT OPTIONS				13	APPROVAL FOR ISSUE OF SHARES IN LIEU OF CASH FEES - NEIL SINCLAIR			

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).

AUTOMIC

EXT