SRJ TECHNOLOGIES GROUP PLC

ARBN 642 229 856

CLEANSING PROSPECTUS

For the offer of up to 1,000 CDIs in the Company (Offer)

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain CDIs previously issued by the Company.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

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IMPORTANT NOTICE

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This prospectus relates to the offer of CDIs (**Offer**) by SRJ Technologies Group plc ARBN 642 229 856 (**Prospectus**).

Lodgement and quotation

This Prospectus is dated 8 September 2026 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. None of ASIC, ASX Limited (**ASX**) or their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. The Company will apply to ASX for quotation of the CDIs within 7 days of the Lodgement Date.

This Prospectus expires on 8 October 2027, the date which is 13 months after the Lodgement Date (**Expiry Date**), and no CDIs will be issued on the basis of this Prospectus after the Expiry Date. No exposure period applies to the Offer.

The Company has obtained a standing consent under the Control of Borrowing (Jersey) Order 1958 permitting the issue of an unlimited number of shares. By virtue of its listing on a recognised stock exchange, issuances of shares (including placements) do not require prior approval from the Jersey Financial Services Commission, subject to ongoing beneficial ownership notification requirements.

This Offer is only being made to selected investors and does not constitute an offer to the public in Jersey. Accordingly, no prospectus has been prepared or approved under the Companies (General Provisions) (Jersey) Order 2002.

If you are in any doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this Prospectus are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the Prospectus, whether of facts or of opinion. All of the directors accept responsibility accordingly.

It should be remembered that the price of securities and the income from them can go down as well as up.

Continuously Quoted Securities

This Prospectus is a transaction specific prospectus for the offer of continuously quoted CDIs. In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. It is important that you read this Prospectus carefully and in full before deciding whether to invest in the Company. In considering the prospects of the Company, you should consider the risks that could affect the financial performance or position of the Company. You should carefully consider these risks in the light of your investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest. There may be risk factors in addition to those set out in this Prospectus that should be considered in light of your personal circumstances.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the CDIs offered under this Prospectus.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. You should rely only on information contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors.

Your right to acquire CDIs under the Offer is not transferrable.

Statements of past performance

Past performance included in this Prospectus is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's views on its future financial performance or condition. Investors should note that past performance, including past CDI price performance, of the Company cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including future CDI price performance. Any historical information included in this Prospectus is, or is based on, financial information that has previously been released to the market, and should be read in conjunction with, and is qualified by reference to, the risk factors and other information contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements which are identified by words such as *'may'*, *'could'*, *'believes'*, *'estimates'*, *'expects'*, *'intends'* and other similar words that involve risks and uncertainties. Any forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Accordingly, such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and Management. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and prospective investors are cautioned against placing undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

No cooling-off period

No cooling off rights apply to applications submitted under the Offer.

Company website

Any references to documents included on the Company's website at www.srj-technologies.com/ are for convenience only, and none of the documents or other information available on the Company's website are incorporated herein by reference.

Defined terms and time

Capitalised terms and abbreviations used in this Prospectus have the meanings given to them in the Glossary. Unless otherwise stated or implied, references to times in this Prospectus are to Sydney, Australia time.

Disclaimer

Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

As set out in Sections 1 and 3.5, it is expected that the CDIs to be issued under the Offer will be quoted on ASX. The Company and the Share Registry (in each case, as defined below) disclaim all liability, whether in negligence or otherwise, to persons who trade the CDIs before receiving their holding statements.

Selling restrictions

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the CDIs or the Offer, or to otherwise permit a public offering of CDIs, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. For more information, please refer to the selling restrictions contained in Section 6 under Additional Information.

In particular, the CDIs have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States unless the CDIs are registered under the US Securities Act, or offered or sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Privacy

By applying for CDIs, you are providing personal information to the Company. The Company and the Share Registry on its behalf, may collect, hold and use that personal information in order to process your application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. If you do not provide the information requested, the Company and the Share Registry may not be able to process or accept your application.

Your personal information may be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy. The members, agents and service providers of the Company may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the register of members;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Securityholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Company's issued securities and for associated actions.

The information contained in the Company's register of members must remain there even if that person ceases to be a Securityholder. Information contained in the Company's register of members is also used to facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its members) and compliance by the Company with legal and regulatory requirements. An Applicant has a right to gain access to the information that the Company and the Share Registry hold about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to the Company's registered office or the Share Registry's office, details of which are disclosed in the corporate directory set out on the last page of this Prospectus.

Enquiries

Before making a decision about investing in the Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

If you have any questions on how to:

(a) complete your Application Form; or

(b) take up the CDIs offered to you,

please call the Offer Information Line between 8.30am and 5.30pm (Sydney time) Monday to Friday during the period from and including the date on which the Offer opens until and including the date on which the Offer closes:

Offer Information Line: +61 7 3334 4851

If you have misplaced your Application Form and would like a replacement form, please call the applicable number above.

Website

To view annual reports, securityholder and other information about the Company, announcements, background information on the Company's operations and historical information, visit the Company's website at www.srj-technologies.com/.

Regulation of SRJ

As the Company is not incorporated in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by the Companies (Jersey) Law 1991 and applicable Jersey law.

KEY DATES

Event	Date
Lodgement of Prospectus with ASIC and ASX	Tuesday 8 September 2026
Offer opens	Tuesday 8 September 2026
Offer closes	Thursday 10 September 2026
Expected date of official quotation of CDIs	Friday 11 September 2026

Dates and times in this Prospectus are indicative only and subject to change. All times and dates refer to Sydney time. The Company reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Offer or any part of the Offer without prior notice, including extending the Offer or any part of the Offer or accepting late applications, either generally or in particular cases, or to withdraw the Offer or any part of the Offer without prior notice. Applicants are encouraged to submit their personalised Application Forms as soon as possible. The commencement of quotation of CDIs is subject to confirmation from ASX.

KEY OFFER STATISTICS

Company	SRJ Technologies Group PLC (ARBN 642 229 856)
ASX code	SRJ
Number of CDIs being offered under the Offer	Up to 1,000
Offer price	$0.006

1 INVESTMENT OVERVIEW

The purpose of this Section 1 is to give Securityholders an investment overview that helps them make an informed investment decision by highlighting key information. It is an introduction to the Offer and is not intended to replace the other sections of this Prospectus, which Applicants should read in full.

Topic	Summary	For more information
The Company		
Who is the issuer of the CDIs?	SRJ Technologies Group plc ARBN 642 229 856, a limited liability company incorporated in Jersey, Channel Islands.	Section 2
What is the Company's business?	The Company delivers integrated asset integrity maintenance, engineering and technology-enabled services to the energy, industrial and maritime industries. Asset integrity maintenance involves the provision of embedded site-based maintenance, advanced inspection, predictive monitoring and repair solutions designed to prevent asset failures and extend asset life. The services are focused on maintaining and assuring the integrity of critical mechanical and pressure containment systems, supporting safe, reliable and compliant operations across operating facilities. The Company's asset integrity and maintenance services support asset owners in the development, implementation and execution of long-term lifecycle integrity strategies, including regulatory compliance requirements applicable to critical mechanical and pressure containment systems. Remote inspection services are provided utilising advanced robotics and custom technologies. The Company's range of containment management solutions enable customers to assure the integrity of new and ageing assets subject to ever more demanding regulatory pressures. By providing advanced robotic systems, ACE (an SRJ Group company) is revolutionising asset inspection in terms of minimising human risk and providing accurate and repeatable inspection data. ACE enables inspection of assets that have traditionally been difficult, costly, or impractical to inspect, improving visibility, reducing risk, and strengthening asset integrity assurance in the Energy and Marine industries. ACE has achieved accreditation with all the major Marine Class Societies. The Company's range of asset integrity products and solutions have gained industry approval across the energy sector and are now in use across the world. The Company's products are designed to maintain and assure the integrity of pressure containment systems and therefore play an important role in the overall integrity of operating facilities.	-
The Offer		
What is the Offer?	The offer of up to 1,000 CDIs over ordinary shares in the capital of the Company at a price of $0.006 per CDI.	Section 2.1
Purpose of the Offer?	The Company is seeking to raise only a nominal amount under this Prospectus, and accordingly, the purpose of this Prospectus is not to raise capital.	Section 2.2

Purpose of the Prospectus?	The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain CDIs issued prior to the date of this Prospectus.	Section 2.2
What are the key terms of the CDIs?	The CDIs are fully paid and will rank equally in all respects with existing CDIs on issue from their issue date.	Section 2.1
Will the CDIs be quoted on ASX?	Yes.	-
Is the Offer underwritten?	No, the Offer is not underwritten.	-
What is the effect of the Offer on the Company?	The Offer will not have a material impact on the Company's financial position. Given the nominal amount raised under the Offer, the CDIs issued under the Offer will not have a material impact upon the control of the Company	Sections 5.3 and 5.4
Key risks		
What are the key risks associated with CDIs and the Company?	**Risks related to the Business** **1. Business** **Joint Venture and Strategic Partner Risk** The Company's growth strategy includes reliance on joint venture and strategic partner arrangements in the Middle East. There is a risk that these relationships may not deliver the anticipated commercial benefits, may be subject to disputes, or may terminate or underperform. **Geopolitical and Regional Risk** The Company has operations and growth initiatives in the Middle East, including exposure to markets dependent on regional energy, logistics and customer activity. The region is currently experiencing heightened geopolitical tension, including conflict involving Iran, Israel, Lebanon and Yemen, disruption to shipping routes in the Red Sea and Strait of Hormuz, military activity, sanctions measures and periodic civil unrest. These events have increased volatility in oil and gas markets, freight and insurance costs, travel restrictions and operational uncertainty. Any further escalation, prolonged disruption or changes in government policy could create additional challenges for the Company's operations, project execution, personnel movement, customer demand and financial performance. **Contract Call-Off and Timing Risk** Certain contracts of the Company may be framework agreements, standing arrangements or contracts subject to customer call-off orders. There is a risk that work scopes may be delayed, reduced, cancelled or called off later than anticipated, which may impact revenue timing, cash flow and operational planning. **Funding and Working Capital Risk** Additional funding may be required if further opportunities arise for capital expenditure, larger contracts with significant performance bond requirements, acquisitions or joint ventures to accelerate the growth of the business. If these events occur, the Group will look to raise additional funding via equity or debt financing. Failure to obtain sufficient funding may result in delay	Section 4

	and indefinite postponement of the Group's activities and operations. There can be no guarantee that additional funding will be available when needed, on terms appropriate to the Group or that do not involve shareholder dilution. In addition, the Group's working capital forecasts assume the timely commencement, progression and cash conversion of revenue generating projects. If projects are delayed, suspended, cancelled or otherwise impacted by geopolitical events, supply chain disruption, customer deferrals, permitting issues, travel restrictions or broader regional instability, expected revenues and cash inflows may be deferred. In such circumstances, the Group may require additional capital sooner than anticipated to fund ongoing operations and commitments. There can be no assurance that such funding would be available on acceptable terms, or at all. **Key Personnel Risk** The Company's performance is dependent on the continued service of its directors, senior management and key operational personnel, including individuals with specialised industry, technical and regional expertise. The loss of key personnel, or an inability to attract and retain suitably qualified employees, may adversely affect the Company's operations, growth strategy and financial performance. **Tendering and Pricing Risk** The award of contracts is often subject to competitive tender processes. There is a risk that the Company may need to bid at lower margins to secure work, or may be unsuccessful in tenders due to pricing, technical capability, customer preferences or competitor activity. **2. Risks related to the Offer** **Price of CDIs** The price at which CDIs are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the CDIs to trade at prices below the offer price of the CDIs. There is no assurance that the price of the CDIs will increase following the quotation on the ASX, even if the Company's sales and earnings increase. For a full list of all risks associated with the Company and the Offer, please see section 4.	

2 PURPOSE OF THE OFFER

2.1 Overview and Background of the Offer

Under this Prospectus, the Company is offering the opportunity to subscribe for up to 1,000 fully paid CDIs over ordinary shares in the capital of the Company at a price of $0.006 per CDI.

The Offer will only be extended to specific parties on invitation from the Company and Application Forms will only be provided to these parties.

All of the CDIs issued under the Offer will be fully paid and will rank equally in all respects with existing ordinary CDIs on issue as at the date of this Prospectus.

2.2 Purpose of the Offer and its objectives

The primary purpose of this Offer and the issue of this Prospectus is to remove any secondary trading restrictions attached to the CDIs issued prior to the date of this Prospectus. Given the Company is seeking to raise only a nominal amount under this Prospectus, the purpose of this Offer is not to raise capital.

Pursuant to section 708A(11) of the Corporations Act, following lodgement of this Prospectus with ASIC, any such secondary trading restrictions applicable to the CDIs issued prior to the date of this Prospectus will no longer apply, such that Securityholders who received CDIs can freely sell those securities to any investor on the ASX within twelve months from the date of their issue without the need to prepare and issue a disclosure document in relation to the sale of those securities.

Refer to further details of the on-sale restrictions under the Corporations Act below in section 3.3.

2.3 Corporations Act

If securities are issued to an investor without a disclosure document then the securities are generally restricted from on-sale pursuant to the Corporations Act, unless an exemption applies (such as those under section 708A of the Corporations Act). If the Company does not fall within one of these exemptions, any securities issued to an exempt investor in accordance with section 708 of the Corporations Act are restricted from on-sale for the first 12 months from the date of issue unless the investor (to whom the securities may be on-sold) also falls within one of the exemptions.

As the Company's CDIs have been suspended from trading on ASX for more than 5 days during the 12 months preceding the date of issue of the applicable securities, the Company was precluded from relying on lodging a cleansing notice under section 708A(5) of the Corporations Act to remove any such trading restrictions which would otherwise apply in respect of the CDIs issued by the Company as at the date of this Prospectus.

However, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure (and therefore would be exempt from the on-sale provisions) if:

2.3.1 the relevant securities are in a class of securities that are quoted securities of the body;

2.3.2 either:

- 2.3.2.1 a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or

- 2.3.2.2 a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offer of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and

2.3.3 the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3 DETAILS OF THE OFFER

3.1 Offer

The Company is making an offer of up to 1,000 CDIs in the Company at an offer price of $0.006 per CDI (**Offer**). The Offer will only be extended to specific parties on invitation from the Company. Application Forms will only be provided by the Company to these parties.

3.2 Applications

Applications for CDIs under the Offer must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the CDIs must be made in full at the issue price of $0.006 per CDI.

It is your responsibility to ensure that your Application Form and Application Monies are received by the Company before 5.00pm (AEST) on the Closing Date or any earlier closing date as determined by the Company.

3.3 Resale of existing CDIs

On 15 July 2026, the Company issued:

- 7,000,000 CDIs to Mr George Gourlay following conversion of his existing share options (**Director CDIs**); and

- 8,000,000 CDIs to Pitt Street Research Pty. Ltd in consideration for research services provided to the Company (**Adviser CDIs**).

However, as the Company's CDIs have been suspended from trading on ASX for more than 5 days during the 12 months preceding the issue of the Director CDIs and the Adviser CDIs, the holders of the Director CDIs and the Adviser CDIs are restricted from on-selling them for 12 months from the date of issue.

This Prospectus is lodged with ASIC after the date of issue of the Director CDIs and the Adviser CDIs, and is a prospectus for an offer of CDIs (being the same class of securities as the Director CDIs and the Adviser CDIs). Accordingly, the lodgement of this Prospectus will also cleanse the Director CDIs and the Adviser CDIs pursuant to section 708A(11) of the Corporations Act. As a result, following lodgement of this Prospectus with ASIC, the Director CDIs, the Adviser CDIs and the CDIs issued under the Offer will be exempt from the on-sale restrictions under the Corporations Act.

3.4 Is the Offer underwritten?

The Offer is not underwritten.

3.5 ASX quotation and trading

The Company will apply for quotation of any CDIs to be issued under the Offer on ASX within seven days of the date of this Prospectus. While the Company is not aware of any reason why quotation would be denied, there is no assurance that the application will be granted. If quotation is not granted, CDIs under the Offer will not be issued and Application Monies will be refunded to applicants without interest.

Confirmation of the issue of CDIs is expected to be sent in accordance with ASX Listing Rules. It is the responsibility of each Applicant to confirm their holding before trading in CDIs. Any Applicant who sells CDIs before receiving their confirmation of issue will do so at their own risk. The Company and the Share Registry disclaim all liability in tort (including negligence), statute or otherwise, to any person who trades their CDIs before receiving their confirmation of issue, whether on the basis of a confirmation of issue provided by the Company or the Share Registry or otherwise.

The fact that ASX may grant quotation of the CDIs is not to be taken in any way as an indication of the merits of the Company or the CDIs under the Offer.

3.6 CHESS

The CDIs will participate from the date of commencement of quotation in the Clearing House Electronic Sub-register System (**CHESS**), operated by ASX Settlement Pty Limited. These CDIs must be held in uncertificated form (i.e. no certificate will be issued) on the CHESS sub-register under sponsorship of a sponsoring participant (usually a broker) or on the issuer-sponsored sub-register. Arrangements can be made at any subsequent time following quotation to convert your holdings from the issuer-sponsored sub register to the CHESS sub-register under sponsorship of a sponsoring participant or vice versa, by contacting your sponsoring participant.

3.7 No withdrawal or cooling-off rights

You cannot withdraw your application once it has been accepted. Cooling-off rights do not apply to an investment in CDIs.

3.8 Risks of the Offer

As with any securities investment, there are risks associated with investing in the Company. Having regard to the risks applicable to the Company and its business, Investors should be aware that an investment in the CDIs offered under this Prospectus should be considered speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, Investors should read this Prospectus in its entirety, in particular the specific risks associated with an investment in the Company and should consider all factors in light of their personal circumstances and seek appropriate professional advice.

4 RISK FACTORS

4.1 Introduction

The business, assets and operations of the Company, are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risk factors can impact the value of an investment in the CDIs of the Company. The Company's CDIs comprise a speculative investment.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

Based on the information available as at the date of this Prospectus, set out below is a list of specific risks that the Company is exposed to. The summary of risks that follows is not intended to be exhaustive and this Prospectus does not take into account the personal circumstances, financial position or investment requirements of any particular person. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers to be immaterial, which may affect the Company and their related entities.

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's CDIs.

4.2 Risk specific to the Company

An investment in CDIs involves a high degree of risk. You should carefully read the following risks, along with the other information included in this Prospectus. If any of the following risks occurs, our business, results of operations, financial condition, and cash flow could be materially impaired.

Joint Venture and Strategic Partner Risk

The Company's growth strategy includes reliance on joint venture and strategic partner arrangements in the Middle East. There is a risk that these relationships may not deliver the anticipated commercial benefits, may be subject to disputes, or may terminate or underperform.

Geopolitical and Regional Risk

The Company has operations and growth initiatives in the Middle East, including exposure to markets dependent on regional energy, logistics and customer activity. The region is currently experiencing heightened geopolitical tension, including conflict involving Iran, Israel, Lebanon and Yemen, disruption to shipping routes in the Red Sea and Strait of Hormuz, military activity, sanctions measures and periodic civil unrest. These events have increased volatility in oil and gas markets, freight and insurance costs, travel restrictions and operational uncertainty. Any further escalation, prolonged disruption or changes in government policy could create additional challenges for the Company's operations, project execution, personnel movement, customer demand and financial performance.

Contract Award Risk

The Company's growth strategy is dependent on securing new customer contracts, including with National Oil Companies and other regional counterparties. There can be no assurance that tender opportunities will convert to awarded contracts, or that the Company will secure contracts on acceptable commercial terms.

Contract Call-Off and Timing Risk

Certain contracts of the Company may be framework agreements, standing arrangements or contracts subject to customer call-off orders. There is a risk that work scopes may be delayed, reduced, cancelled or called off later than anticipated, which may impact revenue timing, cash flow and operational planning.

Execution and Delivery Risk

The Company's ability to successfully deliver secured contracts depends on effective mobilisation of personnel, equipment, subcontractors and working capital. Delays, cost overruns, supply chain constraints or operational issues may affect profitability and reputation.

Technology and Equipment Risk

The Company's Advanced Inspection strategy includes deployment of robotics and specialist equipment. Equipment failure, delays in commissioning, maintenance issues or technology underperformance may adversely affect operations.

General Market Risk

The market price of the Company's securities may be affected by broader economic conditions, market sentiment, interest rates, energy prices, foreign exchange movements and factors beyond the Company's control.

Funding and Working Capital Risk

Additional funding may be required if further opportunities arise for capital expenditure, larger contracts with significant performance bond requirements, acquisitions or joint ventures to accelerate the growth of the business. If these events occur, the Group will look to raise additional funding via equity or debt financing. Failure to obtain sufficient funding may result in delay and indefinite postponement of the Group's activities and operations. There can be no guarantee that additional funding will be available when needed, on terms appropriate to the Group or that do not involve shareholder dilution.

In addition, the Group's working capital forecasts assume the timely commencement, progression and cash conversion of revenue generating projects. If projects are delayed, suspended, cancelled or otherwise impacted by geopolitical events, supply chain disruption, customer deferrals, permitting issues, travel restrictions or broader regional instability, expected revenues and cash inflows may be deferred. In such circumstances, the Group may require additional capital sooner than anticipated to fund ongoing operations and commitments. There can be no assurance that such funding would be available on acceptable terms, or at all.

Key Personnel Risk

The Company's performance is dependent on the continued service of its directors, senior management and key operational personnel, including individuals with specialised industry, technical and regional expertise. The loss of key personnel, or an inability to attract and retain suitably qualified employees, may adversely affect the Company's operations, growth strategy and financial performance.

Competition Risk

The Company operates in competitive markets for asset integrity, maintenance and inspection services. Competitors may include larger, better-capitalised regional and international service providers with greater resources, broader customer relationships or pricing flexibility. Increased competition may reduce the Company's ability to secure new contracts, retain customers or maintain profit margins.

Tendering and Pricing Risk

The award of contracts is often subject to competitive tender processes. There is a risk that the Company may need to bid at lower margins to secure work, or may be unsuccessful in tenders due to pricing, technical capability, customer preferences or competitor activity.

Customer Concentration Risk

The Company's revenue may be derived from a relatively limited number of customers or contracts, including National Oil Companies and major industrial counterparties. The loss, delay or reduction of work from a significant customer may materially impact revenue and cash flow.

Reputational and Compliance Risk

Doing business in the UAE and with National Oil Companies requires adherence to strict compliance, anti-corruption and local content requirements. Any perceived or actual breach of applicable laws or ethical standards by the Company, its joint ventures or their partners could result in reputational harm, financial penalties, or exclusion from future National Oil Company contracts, adversely affecting the Company.

Foreign Exchange Risk

The Company's financial information is reported in Great British Pounds, while a substantial portion of its operating expenditure, capital costs and project-related expenses are incurred in United Arab Emirates Dirhams and potentially other foreign currencies in the jurisdictions in which it operates. Accordingly, the Company is exposed to fluctuations in foreign exchange rates between those currencies. Adverse movements in exchange rates may increase the Company's cost base, and adversely impact margins, cash flow, financial performance and the Company's ability to execute its strategy. The Company may seek to manage foreign exchange exposure through treasury management practices from time to time; however, there can be no assurance that such measures will be available, cost effective or sufficient to mitigate the impact of currency volatility.

4.3 Risks related to the Offer and an investment in CDIs

Price of CDIs

The price at which CDIs are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the CDIs to trade at prices below the offer price of the CDIs or the exercise price of the CDIs (to the extent applicable). There is no assurance that the price of the CDIs will increase following the quotation on the ASX, even if the Company's sales and earnings increase.

5 EFFECT OF THE OFFER

5.1 Use of proceeds

The purpose of this Prospectus is not to raise capital. All expenses of the Offer will be met from the funds raised by the Offer and the Company's existing cash reserves.

5.2 Capital structure as at the date of this Prospectus and immediately after the Offer

The effect on the capital structure of the Company as a result of the Offer is set out below.

Type of securities	As at the date of this Prospectus	On completion of the Offer	On completion of the Offer (fully diluted)
CDIs	1,741,000,000	1,741,001,000	1,950,050,000
Options	209,049,000	209,049,000	N/A

5.3 Effect on Control

Given the nominal amount raised under the Offer, the CDIs issued under the Offer will not have a material impact upon the control of the Company.

5.4 Dilution risk

Given the nominal amount raised under the Offer, there will be minimal dilution impact to existing Securityholders. Each Securityholder's voting power in the Company will be diluted by a negligible amount.

5.5 Reporting and disclosure obligations

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. These obligations require ASX to be notified periodically and on a continuous basis of information about specific events and matters as they arise for the purpose of ASX making the information available to the financial market operated by it.

In particular, the Company has an obligation under the ASX Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information concerning the Company, of which it becomes aware, which a reasonable person would expect to have a material effect on the price or value of the Company's securities. The Company is also required to prepare and lodge with ASIC and ASX both yearly and half-yearly financial statements accompanied by a Directors' declaration and report, and an audit or review report.

5.6 Rights and liabilities attaching to CDIs

The CDIs issued under the Offer will be fully paid and will rank pari passu with the CDIs currently on issue.

5.7 Memorandum and Articles of Association

A summary of the Company's securities and provisions of its Memorandum and Articles of Association (as those documents have been amended) is set out below. A copy of the Company's Memorandum and Articles of Association can be inspected during office hours at the registered office of the Company and Securityholders have the right to obtain a copy of the Company's Memorandum and Articles of Association, free of charge. This summary is not intended to be exhaustive.

General

The rights attaching to ownership of the Shares are detailed in the Articles of Association and, in certain circumstances, regulated by the Jersey Companies Law, the ASX Listing Rules, the ASX Settlement Operating Rules and the general law.

The following is a broad summary of the more significant rights, privileges and restrictions attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders in the Company. To obtain such a statement, you should seek independent legal advice.

Objects

The Memorandum of Association of the Company does not contain an objects clause, and the Company's objects are therefore unrestricted.

Resolutions

A two-thirds majority of Shareholders present and entitled to vote at a general meeting of the Company is required to pass a special resolution.

A simple majority of Shareholders present and entitled to vote at a general meeting of the Company is required to pass an ordinary resolution.

Anti-takeover provisions

As a foreign company registered in Australia, the Company will not be subject to Chapters 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holders and takeovers).

5.8 Rights attaching to Shares

Voting Rights

Subject to the Jersey Companies Law and to any rights or restrictions attached to any shares, on a show of hands every Shareholder present in person or by proxy has one vote, and where a proxy has been appointed by more than one Shareholder, such proxy shall have one vote for each Shareholder.

On a poll, every Shareholder present in person or by proxy has one vote for every share of which he is a holder. If more than one of the joint holders of a share tenders a vote on the same resolution, whether in person or by proxy, the vote of the joint holder named first in the register of members shall be accepted to the exclusion of the vote(s) of the other joint holders.

Dividends

Subject to the provisions of the Jersey Companies Law, the Company may, by ordinary resolution, declare a dividend to be paid to the Shareholders, according to their respective rights and interests. No dividend shall exceed the amount recommended by the Board.

Subject to the provisions of the Jersey Companies Law, the Board may pay interim dividends.

Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide all dividends shall be declared and paid according to the Shareholder's holding of Shares.

Authority to allot shares; no pre-emption rights

The Board may exercise all of the powers of the Company to allot and issue shares up to the limit of the authorised share capital. No pre-emption rights apply on the allotment and/or issue of Shares.

Return of capital on winding up

On a winding up, assets available for distribution among the members must be applied first in repaying members the amount paid up (as to par but not any premium) on their shares respectively and, if there is any balance remaining, it must be distributed to members in proportion to each member's holding of shares at the start of the winding up.

If the Company is wound up, the directors or the liquidator (as the case may be) may, with the sanction of a special resolution of the Shareholders and any other sanction required by law divide among the Shareholders all or any part of the non-cash assets of the Company.

Transfer of certificated shares

Subject to the Articles of Association, any Shareholder may transfer a certificated share by instrument of transfer in any usual form, or in such other form as the Board may approve and which shall be signed by or on behalf of the transferor and (in the case of a share which is unpaid or not fully paid) by or on behalf of the transferee.

The Board may refuse to register any transfer of a certificated share which would result in a breach of the ASX Listing Rules.

Variation of rights

Unless otherwise stated in their terms of issue, the rights attached to a class of shares may only be varied:

- by special resolution of members of that class; or
- by a consent in writing signed by or on behalf of holders of two thirds of the issued shares of that class

Unless otherwise expressly provided by the rights attached to any class of shares those rights shall not be deemed to be varied by the creation or issue of further shares ranking after or equally with them.

General Meetings

Annual general meetings

An annual general meeting of the Company must be held in each year (in addition to any other meetings which may be held in that year) and such meeting must be specified as the annual general meeting. The Board will determine the place(s) and time of the annual general meeting, subject to the provisions of the Jersey Companies Law.

If it is anticipated that a meeting will be conducted as an electronic general meeting or a combined physical and electronic general meeting, the notice of meeting shall state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

General Meetings

The Board may convene a general meeting. The Board must also convene a general meeting on receipt of a requisition by Shareholders (representing at least 10% of the paid up share capital of the Company) or, in default, a general meeting may be convened by such requisitions, as provided by the Articles.

Length and Form of Notice

An annual general meeting and all other general meetings of the Company must be called by at least 14 days' notice. Notice will be given to such Shareholders as are, under the Articles, entitled to receive such notices from the Company and to the Directors and the auditors of the Company.

Notices

Subject to Jersey law (and other rules applicable to the Company), any notice, document or information to be sent or supplied by the Company to a director or Shareholder may be sent or supplied in hard copy form, in electronic form or by means of a website.

In the case of joint holders of a share, a notice, document or information shall be validly sent or supplied to all joint holders if sent or supplied to the joint holder who is named first in the register.

Directors

Appointment of Directors

Any person who is willing to act as a director, and is not disqualified by law from being a director of a company, may be appointed to be a director:

- by ordinary resolution; or
- by a decision of the directors.

Any appointment of a director may be either to fill a vacancy or as an additional director.

Retirement of Directors

A director (excluding the managing director) must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

At each annual general meeting one-third of the directors (except for the managing director) or, if their number is not three or a multiple of three then the number nearest but not exceeding one-third, shall retire from office by rotation.

Termination of director's appointment

A director will cease to hold office if the director:

- is prohibited or disqualified from being a director by law;
- is declared bankrupt in any jurisdiction;
- makes any arrangement or composition with the director's creditors generally;
- in the opinion of a registered medical practitioner given to the Company in writing, becomes incapacitated and incapable of acting as a director and may remain incapacitated for more than three months;
- resigns from office by notice in writing to the Company and the resignation has taken effect in accordance with its terms; or
- is removed from office by ordinary resolution.

Size of Board and Board Vacancies

Unless and until otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum, but shall not be less than three. At the date of this Prospectus no such resolution has been passed by the Company.

Remuneration of non-executive directors

Unless otherwise determined by ordinary resolution of the holders of ordinary shares in accordance with the ASX Listing Rules, the maximum aggregate amount of directors' fees per annum that may be paid to non-executive directors for their services as directors shall be A$500,000.

Director indemnity and insurance

Indemnity: To the fullest extent permitted by the Jersey Companies Law, every present and former officer of the Company is to be indemnified out of the assets of the Company against any loss or liability incurred by the officer by reason of being or having been an officer of the Company.

Insurance: The directors may, at the expense of the Company, purchase and maintain insurance for the benefit of any officer of the Company in respect of any loss or liability incurred by the officer by reason of being or having been an officer of the Company.

Amendment of Articles of Association

In accordance with the Jersey Companies Law, the Company may only amend its articles of association by special resolution.

6 ADDITIONAL INFORMATION

6.1 Nature of this Prospectus

This Prospectus is a prospectus to which the special content rules under section 713 of the Corporations Act apply. Section 713 allows the issue of a more concise prospectus for offer of securities in a class which have been continuously quoted by ASX for the three months prior to the date of the prospectus or options over such continuously quoted securities.

CDIs in the Company have been continuously quoted by ASX for the three months prior to the date of this Prospectus. The information in this Prospectus principally concerns the terms and conditions of the Offer and the information that investors and their professional advisers would reasonably require to make an informed assessment of the effect of the Offer on the Company and the rights and liabilities attaching to the CDIs.

This Prospectus contains this information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all the information that would be included in a prospectus for an initial public offering of shares.

The Company, since listing, has provided ASX with a substantial amount of information regarding its activities. That information is publicly available. Securityholders and other investors should read this Prospectus in conjunction with that publicly available information before making an investment decision.

No party other than the Company has authorised or caused the issue of the information in this Prospectus, or takes any responsibility for, or makes any statements, representations or undertakings in, this Prospectus.

6.2 Reporting and disclosure obligations

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. These obligations require ASX to be notified periodically and on a continuous basis of information about specific events and matters as they arise for the purpose of ASX making the information available to the financial market operated by it.

In particular, the Company has an obligation under ASX Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information concerning the Company, of which it becomes aware, which a reasonable person would expect to have a material effect on the price or value of the Company's securities. The Company is also required to prepare and lodge with ASIC and ASX both yearly and half-yearly financial statements accompanied by a Directors' declaration and report, and an audit or review report.

6.3 Availability of other documents

ASX maintains records of company announcements for all companies listed on ASX. The Company's announcements may be viewed on the ASX website (www.asx.com.au). ASIC also maintains records in respect of documents lodged with it by the Company, and these may be obtained from or inspected at any office of ASIC. The Company will provide a copy of any of the following documents, free of charge, to any person who requests a copy:

- the Annual Report lodged with ASIC and given to ASX by the Company for the year ended 31 December 2025;
- the Half Yearly Reports and Accounts lodged with ASIC and given to ASX by the Company for the period ended 30 June 2026; and
- any continuous disclosure notice given by the Company to ASX (being any document used to notify ASX of information relating to the Company under the continuous disclosure provisions of ASX Listing Rules and the Corporations Act) after the date of release to ASX of the Annual Report referred to above and before lodgement with ASIC of this Prospectus. Details of these notices are as follows:

Date	Title of announcement
31 August 2026	Final Director's Interest Notice – Bourne

28 August 2026	Half Yearly Report and Accounts
28 August 2026	Appendix 4D – Half year report
24 August 2026	Board Transition
24 August 2026	Change of Registered Jersey Office
20 August 2026	Appendix 3H – Notification of cessation of securities
20 August 2026	Secures Specialist Inspection Contract in Angola
13 August 2026	Release of Voluntary Escrow
11 August 2026	Initial Director's interest notice – Lindh
6 August 2026	Board Transition
31 July 2026	Quarterly Activities / Appendix 4C Cash Flow Report
30 July 2026	Receives Further Middle East Inspection Service Orders
16 July 2026	Appendix 2A – Application for quotation of securities
16 July 2026	Change of Director's interest notice – Gourlay
16 July 2026	Appendix 3G – Notification regarding unquoted securities
16 July 2026	Appendix 2A – Application for quotation of securities
16 July 2026	Appendix 2A – Application for quotation of securities
16 July 2026	Appendix 2A – Application for quotation of securities
9 July 2026	Results of Meeting
9 July 2026	Operational Update
3 July 2026	CEO Remuneration Update
2 July 2026	Commences delivery under awarded Middle East Contracts
17 June 2026	Notice of Annual General Meeting
4 June 2026	Response to ASX Price Query
4 June 2026	Pause in Trading
25 May 2026	Response to ASX Price Query
14 May 2026	Investor Webinar recording available

13 May 2026	Appendix 2A – Application for quotation of securities
12 May 2026	Release of escrow
11 May 2026	Investor Conference Call Updated
11 May 2026	Investor Conference Call
5 May 2026	Appendix 3B – Proposed issue of securities
5 May 2026	Appendix 3B – Proposed issue of securities
5 May 2026	Secures A$2.57 Million to Advance Contract Pipeline
1 May 2026	Investor Presentation
1 May 2026	Prospectus
1 May 2026	SRJ launches Placement following recent Contract awards
1 May 2026	Trading Halt
30 April 2026	Quarterly Activities Report Q1 2026
20 April 2026	Three-year Contract to Deliver Robotic Inspection
14 April 2026	Update Regarding Cleansing Notices
14 April 2026	Secures Multi-Year SLA with Divetech Across AD Ports Group
31 March 2026	Notification of cessation of securities – SRJ
31 March 2026	Corporate Governance Statement
31 March 2026	Appendix 4G
31 March 2026	Annual Report to shareholders

All requests for copies of the above documents should be addressed to:

Company Secretary
SRJ Technologies Group Plc
Level 17, 221 St Georges Terrace
Western Australia, Perth, 6000

Certain documents are also available on the Company's website, https://www.srj-technologies.com/.

At the date of this Prospectus, save as disclosed in this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the ASX Listing Rules and which the Board considers would be reasonably required in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to CDIs in the Company.

6.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus:

- No Director or proposed Director has, or has had in the two years before lodgement of this Prospectus, an interest in:
    - the formation or promotion of the Company;
    - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
    - the Offer.
- No amounts, whether in cash or CDIs or otherwise, have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director either to induce them to become, or to qualify them as, a Director, or otherwise for services rendered by them in connection with:
    - the promotion or formation of the Company; or
    - the Offer (or any of its components).

As at the date of this Prospectus and immediately following the Offer, the Directors have the following relevant interests in issued securities of the Company:

Directors	Number of CDIs	Number of options
George Gourlay	7,000,000	35,000,000[1]
Mark Lindh	0	10,000,000[2]
Roger Smith	2,212,570	7,800,000[3]
Jason De Silveira	205,590	0

[1] Comprises 7,000,000 exercisable at A$0.00 per option (service-based options), 7,000,000 exercisable at A$0.02 per option, 9,000,000 exercisable at A$0.03 per option and 12,000,000 exercisable at A$0.04 per option. 28,000,000 of these options are subject to achievement of specified performance hurdles.
[2] Exercisable at A$0.0135 per option which will lapse on 15 July 2029.
[3] Comprises of: (a) 2,500,000 exercisable at A$0.115 per option which will lapse on 12 November 2026. If exercised before this date, the ordinary shares/CDIs issued will remain in escrow until 12 November 2026; and (b) 5,300,000 exercisable at A$0.00 per option (service-based options) which will lapse on 19 December 2028.

6.5 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the CDIs), the Directors of the Company, any underwriters, persons named in the Prospectus with their consent as having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading or deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Maddocks has consented to being named in the Corporate Directory of this Prospectus as the Australian legal adviser to the Company, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Maddocks, and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name.

6.6 Interests of advisers and costs of the Offer

Other than as set out below or elsewhere in this Prospectus, no adviser involved in the preparation of this Prospectus (nor any firm in which any adviser is a partner), has held at any time in the past two years any interests in:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

- the Offer (or any component of it) itself.

In addition, no amounts (whether in cash, CDIs or otherwise) have been paid or agreed to be paid and no benefits have been given or agreed to be given to any adviser (or any firm in which the adviser is a partner) for services rendered by the adviser, or the adviser's firm in connection with the promotion or formation of the Company or in connection with the Offer (or any component of it), other than to Maddocks who has acted as legal adviser to the Company in relation to this Prospectus and the Offer. In aggregate, the Company has paid or agreed to pay to Maddocks $15,000 (plus GST and disbursements) for these services to the date of this Prospectus. Further amounts may be paid to Maddocks in accordance with their usual time based charge out rates.

6.7 Not investment advice or financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. The Company is not licensed to (and does not) provide financial product advice in respect of the CDIs.

The information in this Prospectus does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for CDIs, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the CDIs the subject of the Offer. If, after reading this Prospectus, you have any questions about the Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

6.8 Foreign jurisdictions

The information in this Prospectus has been prepared to comply with the applicable requirements of the securities laws of Australia.

The information in this Prospectus does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Offer, the CDIs or otherwise permit a public offering of the CDIs in any jurisdiction outside of Australia.

The distribution of this Prospectus (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Prospectus, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

United States

This Prospectus and any material accompanying it may not be released or distributed in the United States. This Prospectus and any material accompanying it does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The CDIs have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The CDIs may not be offered or sold in the United States except in transactions exempt from, or not subject to the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The CDIs to be offered and sold to Applicants under the Offer will only be offered and sold in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act) in compliance with regulations thereunder.

Jersey

The Company has obtained a standing consent under the Control of Borrowing (Jersey) Order 1958 permitting the issue of an unlimited number of shares. By virtue of its listing on a recognised stock exchange, issuances of shares (including placements) do not require prior approval from the Jersey Financial Services Commission, subject to ongoing beneficial ownership notification requirements.

This Offer is only being made to selected investors only and does not constitute an offer to the public in Jersey. Accordingly, no prospectus has been prepared or approved under the Companies (General Provisions) (Jersey) Order 2002.

If you are in any doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The directors of the Company have taken all reasonable care to ensure that the facts stated in this Prospectus are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the Prospectus, whether of facts or of opinion. All of the directors accept responsibility accordingly.

It should be remembered that the price of securities and the income from them can go down as well as up.

6.9 Information availability

Investors in Australia can obtain a copy of this Prospectus during the Offer period by calling the Offer Information Line at any time from 8.30am to 5.30pm (Sydney time) Monday to Friday. Neither this Prospectus nor the accompanying Application Form may be distributed to or relied upon by, persons that are in the United States or otherwise distributed in the United States.

6.10 Litigation and Claims

So far as the Directors are aware, there is no current or threatened litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company (or any other member of the Group) is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company or the Group.

6.11 Past performance

Any past performance and pro-forma historical financial information given in this Prospectus is provided for illustrative purposes only and is not, and should not be relied upon as, an indication of future performance. The historical information in this Prospectus is, or is based upon, information that has been released to the market. For further information, please see past announcements released to ASX.

6.12 Consents to lodgement of this Prospectus

Each Director of the Company has consented, and not withdrawn their consent, to the lodgement of this Prospectus with ASIC as required by section 720 of the Corporations Act.

GLOSSARY

Term	Meaning
Adviser CDIs	The 8,000,000 CDIs issued by the Company on 15 July 2026 to Pitt Street Research Pty. Ltd
Applicant	A person who submits a valid Application Form pursuant to this Prospectus
Application	An application for CDIs under this Prospectus
Application Form	The application form accompanying this Prospectus relating to the Offer
Application Monies	The monies payable by Applicants for CDIs under the Offer
ASIC	Australian Securities and Investments Commission
ASX or Australian Securities Exchange	ASX Limited (ABN 98 008 624 691), or the financial market operated by it, as the context requires
ASX Listing Rules	The official listing rules of ASX, as amended or waived from time to time
ASX Settlement	ASX Settlement Pty Limited (ABN 49 008 504 532)
ASX Settlement Operating Rules	The operating rules of ASX Settlement, and to the extent they are applicable, the operating rules of each of ASX and ASX Clear Pty Limited ABN 48 001 314 503
AUD, A$, $ or Australian dollar or cent	The lawful currency of the Commonwealth of Australia
Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretations
Board	The board of directors of the Company from time to time
CDI	CHESS Depositary Interest representing a Share
CHESS	Clearing House Electronic Subregister System operated in accordance with the Corporations Act
Closing Date	The date on which the Offer closes, being 5.00pm (AEST) on 10 September 2026, or such other date as determined by the Company
Company or SRJ	SRJ Technologies Group plc ARBN 642 229 856
Corporations Act	Corporations Act 2001 (Cth)
EBITDA	Earnings before interest, tax, depreciation and amortisation and significant items

Director or Directors	A member of the board of directors of the Company from time to time
Director CDIs	The 7,000,000 CDIs issued by the Company on 15 July 2026 to Mr George Gourlay, the non-executive chair of the Company
Expiry Date	8 October 2027 being the date which is 13 months after the Lodgement Date, after which date no CDIs will be issued under this Prospectus
Group	SRJ and its subsidiaries
GST	Goods and services or similar tax imposed in Australia
Jersey Companies Law	The Companies (Jersey) Law 1991
Lodgement Date	8 September 2026, being the date this Prospectus is lodged with ASIC
Management	Senior management of the Company
Memorandum of Association	The memorandum of association of the Company
Offer	The offer of up to 1,000 CDIs over ordinary shares in the capital of the Company at a price of $0.006 per CDI
Offer Information Line	The information phone line for the Offer being +61 7 3334 4851
Prospectus	This prospectus prepared by the Company in accordance with the special content rules under section 713 of the Corporations Act in respect of the Offer
Securityholder	A holder of Shares or CDIs
Share	A fully paid ordinary share in the Company
Shareholder	The registered holder of a Share
Share Registry	Computershare Investor Services Pty Limited
UK GAAP	United Kingdom Generally Accepted Accounting Practice
US Securities Act	United States Securities Act of 1933, as amended

Corporate directory

Board of Directors & Company Secretary

George Gourlay (Non-Executive Chair)
Mark Lindh (Non-Executive)
Jason De Silveira (Non-Executive)
Roger Smith (Non-Executive)
Ben Donovan (Company Secretary)

Corporate address of Directors & Company Secretary

Second Floor
East Brick Warehouse
Victoria Pier
St Helier, Jersey JE2 3NB
Ph: +44 (0) 1534 626 818
Email: info@srj-technologies.com

Stock exchange listing

SRJ is listed on ASX (code 'SRJ')

Website

www.srj-technologies.com

Australian legal adviser

Maddocks
Level 10
33 Alfred Street
Sydney NSW 2000

Share Registry

Computershare Investor Services Pty Limited
Level 17, 221 St Georges Terrace
Perth WA 6000