



29 September 2026

Dear Shareholder,

Notice of Annual General Meeting

Please be advised that RemSense Technologies Limited (**the Company**) has today released a Notice of Meeting (**NoM**) for its Annual General Meeting of Shareholders (**Meeting**) to be in person at Level 4, 130 Stirling Street, Perth 6000, on 30 October 2026 at 11:00am (AWST).

Notice of Meeting

In accordance with sections 110C-110K of the *Corporations Act 2001* (**Cth**), the Company will not be dispatching physical copies of the NoM unless a Shareholder has elected to receive notices of meeting in hard copy, or who otherwise requests a hard copy. A copy of the NoM can be viewed and downloaded at the following link: <https://remsense.com.au/investors?asx>

Should you wish to receive a physical copy of the NoM, please contact the Company Secretary via investors@remsense.com.au or via telephone to +61 8 9435 3200.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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Your proxy voting instruction must be received by 11:00am AWST on 28 October 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instruction received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours sincerely,

Jordan McArthur
Company Secretary





REMSense TECHNOLOGIES LIMITED
ACN 648 834 771

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY STATEMENT

Notice is given that the Annual General Meeting will be held at:

TIME: 11:00am (AWST)

DATE: 30 October 2026

PLACE: Level 4, 130 Stirling Street
Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm AWST on 28 October 2026.

BUSINESS OF THE ANNUAL GENERAL MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report for the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report contained within the Company's annual financial report for the financial year ended 30 June 2026."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – R TAYLOR

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

"That Ross Taylor, a Director, who retires by rotation in accordance with Clause 14.2 of the Company's Constitution, Listing Rule 14.4 and for all other purposes, and being eligible is re-elected as a Director "

4. RESOLUTION 3: APPROVAL TO ISSUE INCENTIVE SECURITIES TO DIRECTOR – W COOK

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

"That, for the purpose of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 20,000,000 Options to Warren Cook, or his nominee/s, on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4: APPROVAL TO ISSUE INCENTIVE SECURITIES TO DIRECTOR – R TAYLOR

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

"That, for the purpose of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 15,000,000 Options to Ross Taylor, or his nominee/s, on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5: APPROVAL TO ISSUE INCENTIVE SECURITIES TO DIRECTOR – J CLEGG

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

“That, for the purpose of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 10,000,000 Options to John Clegg, or his nominee/s, on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 6: APPOINTMENT OF AUDITOR

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

“That, pursuant to Section 327B(1)(b) of the Corporations Act and for all other purposes, HLB Mann Judd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company.”

8. RESOLUTION 7: APPROVAL OF 7.1A MANDATE

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

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement

Resolution 1: Adoption of Remuneration Report	A vote on this Resolution 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. However, a person (the voter) described above may cast a vote on these Resolutions as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on these Resolutions; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on these Resolutions; and (ii) expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 3 to 5: Approval to Issue Incentive Securities to Directors	In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such related party (Resolution 3, 4 and 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3, 4 and 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on these Resolutions if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on these Resolutions. Provided the Chair is not a Resolution 3, 4 and 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statement

Resolutions 3 to 5: Approval to Issue Incentive Securities to Directors	The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who is to receive the securities in question, being Messrs Cook, Taylor and Clegg (or their nominee/s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities of the entity).
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However, this does not apply to a vote cast if it is cast by:

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

Voting by proxy

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

In accordance with section 249L of the *Corporations Act 2001*, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the *Corporations Act 2001*, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives of the Company will need to verify your identity. You can register from 10:30 am AWST on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9435 3200.

By Order of the Board



Jordan McArthur
Company Secretary

Dated: 29 September 2026

EXPLANATORY STATEMENT

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

ASX takes no responsibility for the contents of this notice.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

A copy of the Company's 2026 Annual Financial Report is available on the Company's ASX platform (**ASX:REM**) and on the website www.remsense.com.au. Alternatively, a hard copy will be made available upon request.

The Company's auditor, HLB Mann Judd, will be present at the Annual General Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the meeting date to the Company Secretary.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the most recent financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the company is approved will be the Directors of the Company.

2.3 Previous voting results

Greater than 75% of shares were voted in favour of the adoption of the remuneration report at the 2025 AGM.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR ROSS TAYLOR

3.1 General

ASX Listing Rule 14.4 provides that a Director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Clause 14.2 of the Company's Constitution requires that at every Annual General Meeting of the Company one-third of the Directors excluding the Managing Director (rounded up to the nearest whole number) shall retire from office. The Directors to retire are those who have been longest in office since their last election. A Director who retires by rotation under clause 14.2 is eligible for re-election.

As all Directors were elected and re-elected at the 2025 AGM, Mr Taylor, elects to retire by rotation and seeks re-election as a Director.

3.2 Qualifications and other material directorships

Mr Taylor is an experienced company Chair and former senior investment banking executive with over 35 years' experience in international financial markets, corporate finance, capital markets and listed companies.

He began his career at KPMG before moving into investment banking in London, New York and Tokyo, including Managing Director positions at Bankers Trust, Deutsche Bank and Barclays Capital running global trading desks.

Mr Taylor brings deep expertise in corporate strategy, capital raising, mergers and acquisitions, financial markets and listed-company governance, and has served as Chair and director of ASX-listed companies in the resources and technology sectors.

Mr Taylor is also the Non-Executive Chair of Lodestar Minerals Limited (ASX:LSR).

3.3 Independence

If re-elected, the Board considers Mr Taylor will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Taylor will be re-elected to the Board as Non-Executive Chair.

If Resolution 2 is not passed, Mr Taylor will not be re-elected to the Board as Non-Executive Chair and the Board will have the capacity and requirement under its constitution of appointing a Director to ensure it can make up a quorum for meetings of Directors. This Director would be required under the constitution and ASX Listing Rules to stand for election at the next AGM.

3.5 Board recommendation

The Board unanimously supports the re-election of Mr Taylor.

4. RESOLUTIONS 3 TO 5: APPROVAL TO ISSUE INCENTIVES SECURITIES TO DIRECTORS

4.1 General

On 10 September 2026, the Company advised its intention to issue Options to Directors as a component of the Remuneration and Nomination Committee's annual remuneration review, subject to shareholder approval.

These Options are designed to incentivise and reward the Directors in their respective roles, to create share price alignment between the Board and shareholders and to act as a form of non-cash at-risk remuneration as a mechanism to conserve cash. The Options will be exercisable at \$0.05 on or before 31 October 2030 and will be unlisted. Any Options that are not exercised before the expiry date will lapse. Therefore, the Directors will not receive any value if the Company's share price does not exceed the exercise price of the Options.

Resolutions 3 to 5 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of up to 45,000,000 Options to Warren Cook, Ross Taylor and John Clegg.

The Options are on the terms and conditions set out in Appendix 1.

4.2 Section 195 of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 3 – 5 as applicable to each Director by virtue of the fact these Resolutions are concerned with the issue of Options to each Director.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors are not able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

4.3 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit to Messrs Cook, Taylor and Clegg as they are considered related parties of the Company by virtue of being Directors. Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

4.4 ASX Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to

the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

The issue of the Securities to Messrs Cook, Taylor and Clegg falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3 to 5 seek the required Shareholder approval for the issue of the Securities to Messrs Cook, Taylor and Clegg under and for the purposes of Listing Rule 10.11. The resolutions are not inter-conditional and as such can each be individually carried or not carried without impacting or affecting one another.

4.5 Technical Information required by Listing Rule 14.1A

If Resolutions 3 – 5 are passed, the Company will be able to proceed with the issue of up to 45,000,000 Options to Messrs Cook, Taylor and Clegg in aggregate. Approval of these Resolutions will result in the grant of these Options falling within exception 14 of Listing Rule 7.2, meaning these Options will not impact the Company's capacity to issue equity securities under Listing Rule 7.1.

If Resolutions 3 to 5 are not passed, the Company will not be able to proceed with the issue of Options to Messrs Cook, Taylor and Clegg and will have to consider alternative arrangements to incentivise the Board's continued performance in their roles.

4.6 Technical Information required for Resolutions 3 - 5

Pursuant to, and in accordance with, Sections 217 to 227 of the Corporations Act and Listing Rule 10.13, the following information is provided in relation to Resolutions 3 – 5:

- (a) the Options will be issued to Related Parties Warren Cook, Ross Taylor and John Clegg as identified under Listing Rule 10.11.1 by virtue of being Directors of the entity;
- (b) the maximum number of Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is 45,000,000, and are to be issued to the Directors on the following basis;
 - a. Warren Cook – 20,000,000 options;
 - b. Ross Taylor – 15,000,000 options;
 - c. John Clegg – 10,000,000 options;
- (c) the Options will be exercisable on or before 31 October 2030 at a price of \$0.05 on the terms and conditions set out in Appendix 1;
- (d) the Options will be allotted to the Related Parties no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (e) the Options will be issued for nil cash consideration, accordingly, no funds will be raised;
- (f) the value of the Options as at the date of this Notice of Meeting is \$580,500. The pricing methodology is set out in Appendix 2. The Black-Scholes model used to calculate the value of the Options assumes a 4-year term for the options, a price volatility of 78% and a risk-free interest rate of 4.53% (based on an average of the 3-year and 5-year bond rates);

- (g) the relevant interests of the Related Parties as of the date of this notice are:

Related Party	Shares	Options
Warren Cook	2,837,962	14,418,981
Ross Taylor	685,356	11,231,481
John Clegg	10,601,748	9,481,481

- (h) details of the Related Parties remuneration packages for the current financial year are below (inclusive of statutory superannuation):

Related Party	FY ending 30 June 2027 (\$)
Warren Cook	308,000
Ross Taylor	61,600
John Clegg	44,800

- (i) if the Options granted to the Related Parties are exercised, a total of 45,000,000 Shares would be issued. This will increase the number of shares on issue from 243,149,294 to 288,149,294 (assuming that no other Options are exercised, no other Performance Rights are converted and no other shares are issued) with the effect that the shareholding of existing shareholders would be diluted by 15.62%. The dilution for the exercise of options by each director is: 6.94% for Warren Cook, 5.21% for Ross Taylor and 3.47% for John Clegg. The market price for shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time, any of the Options are exercised and the shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company in that the shares issued on conversion of the Options will be issued at less than the prevailing market price of shares in the company;
- (j) the trading history of the shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	\$0.06	5 February 2026
Lowest	\$0.022	24 September 2026
Last	\$0.022	25 September 2026

- (k) the primary purpose of the issue of the Options is to provide a market linked incentive to the Related Parties to motivate and reward their performance in their roles as Directors;
- (l) the Board acknowledges the grant of Related Party Options to a Director is contrary to Recommendation 8.3 of the Corporate Governance Principles and Recommendations, however the Board considers the grant of Related Party Options to the Directors reasonable in the circumstances for the reason set out in paragraph (m);
- (m) the Board considers that the grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its

operations than it would if alternative cash forms of remuneration were given to the Related Parties. It is not considered that there are any significant opportunity costs to the Company or opportunities foregone by the Company in granting the Director Options upon the terms proposed;

- (n) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

4.7 Board Recommendation

As all the Directors are proposed to receive securities under these Resolutions, each of those Directors has a material personal interest in the outcome of the Resolutions and have abstained from making any recommendation to shareholders in respect of them.

5. RESOLUTION 6: APPOINTMENT OF AUDITOR

5.1 General

On 2 June 2026, in accordance with section 327C of the *Corporations Act 2001* (**the Act**), the Company appointed HLB Mann Judd (**HLB**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit Pty Ltd, in accordance with Section 329(5) of the Act.

Following the above appointment, and in accordance with Section 327C(2) of the Act, HLB holds office as auditor until the Company's next Annual General Meeting, being the meeting the subject of this Notice of meeting.

In accordance with Section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of HLB as auditor of the Company and its controlled entities.

In accordance with Section 328B of the Act, notice in writing nominating HLB as auditor has been given to the Company by a shareholder. A copy of this notice is attached to this Notice of Meeting at Appendix 3.

HLB has provided the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with Section 328A(1) of the Act.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution 6 is passed, the appointment of HLB as the Company's auditor will take effect as at the close of this Meeting.

If this Resolution 6 is not passed, the Company will be required to commence the process of appointing a new auditor for the Company.

5.3 Board Recommendation

The Board unanimously supports the appointment of HLB as the Company's auditor and recommends that Shareholders vote in favour of this Resolution 6.

6. SPECIAL RESOLUTION 7: Approval of 7.1A Mandate

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$5.35 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (**ASX Code: REM**).

If Shareholders approve Resolution 7, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 7 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 7 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Directors will be able to issue up to 10% of the Company's fully paid ordinary share securities on issue under the 10% placement capacity during the period of up to 12 months after the approval.

If Resolution 7 is not passed, the Directors will not be able to issue up to 10% of the Company's fully paid ordinary share securities on issue under the 10% placement capacity during the period of up to 12 months after the approval.

The exact number of Equity Securities that the Company may issue under an approval of Listing Rule 7.1A will be calculated according to the following formula contained within that Listing Rule.

6.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date above, the date on which the Equity Securities are issued.

(b) Approval period

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;

- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Shares on issue Variable A* in Listing Rule 7.1A.2	Dilution			
	Issue price per Share	\$0.014 50% decrease in Issue Price	\$0.027 Issue Price	\$0.054 100% increase in Issue Price
243,149,294 Shares Current Variable A	10% Voting Dilution	24,314,929 Shares	24,314,929 Shares	24,314,929 Shares
	Funds raised	\$340,409	\$656,503	\$1,313,006
364,723,941 Shares 50% increase in Current Variable A	10% Voting Dilution	36,472,394 Shares	36,472,394 Shares	36,472,394 Shares
	Funds raised	\$510,614	\$984,755	\$1,969,509
486,298,588 Shares 100% increase in Current Variable A	10% Voting Dilution	48,629,858 Shares	48,629,858 Shares	48,629,858 Shares
	Funds raised	\$680,818	\$1,313,006	\$2,626,012

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- (a) The current shares on issue are the Shares on issue as at 10 September 2026;
- (b) No options are exercised into Shares before the date of issue of the Equity Securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. That is why the voting dilution is shown in each example as 10%;
- (d) The issue price set out above is the closing price of the Shares on the ASX on 10 September 2026;

- (e) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- (f) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
- (g) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances; and
- (h) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration only. The funds raised may be used for ongoing product development, specific asset purchases, marketing and general working capital purposes

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company obtained approval under Listing Rule 7.1A on 25 November 2025.

As the Company previously sought Shareholder approval for the additional placement capacity under Listing Rule 7.1A, the following information is provided in relation to all issues of equity securities in the 12-months prior to the date of the Annual General Meeting, pursuant to the requirements of Listing Rule 7.3A.6(a) and 7.3A.6(b).

A total of 19,721,645 ordinary shares have been issued under Listing Rule 7.1A, representing 5.76% of the total diluted number of equity securities on issue in the Company 12 months prior to the Meeting (being 342,677,594 equity securities). Ordinary shares issued under Listing Rule 7.1A are detailed in the table on the following page. It is noted that each issuance of shares under Listing Rule 7.1A in the previous 12-months has been subsequently ratified by Shareholders at a general meeting.

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Appendix 3B: 24-Jun-26	19,721,645	Shares ²	Sophisticated investors ³	\$0.027 per Share (22.28% discount to Market Price ⁴)	Cash \$532,484 was raised from the shares issued under Listing Rule 7.1A. The funds raised will be allocated to furthering development of RemSense's virtualplant platform and AI-enabled critical infrastructure focused intelligent image analysis capabilities, and for working capital. As of the date of this meeting, the funds pertaining to LR 7.1A issuance have not been utilised.
Appendix 2A: 1-Jul-26					

Notes:

1. Market Price means the closing price on ASX on the date the placement was announced (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: REM (terms are set out in the Constitution).
3. Sophisticated investor clients of Peloton Capital Pty Ltd.
4. Share price of placement calculated at 22.28% discount to 15-day VWAP prior to placement agreement date – requirements for no less than 75% of 15-day VWAP of market price adhered to.

Voting Exclusion

A voting exclusion statement is not included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

GLOSSARY

10% Placement Capacity has the meaning given in Resolution 7 of the Explanatory Statement.

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

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

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

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

Company means RemSense Technologies Limited - **ACN 648 834 771**

Directors means the current Directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Shareholder means a holder of a Share.

AWST means Australian Western Standard Time (Perth, Western Australia).

REMSENSE TECHNOLOGIES LIMITED
ACN 648 834 771

APPENDIX 1

UNLISTED 31 OCTOBER 2030 \$0.05 OPTION TERMS AND CONDITIONS

The material terms and conditions of the Options are as follows:

- (a) The Options are unlisted.
- (b) The Options will be issued in one tranche with an exercise price of \$0.05 ("**Exercise Price**").
- (c) The Options are exercisable at any time on or before 31 October 2030 ("**Expiry Date**").
- (d) The Options have no vesting conditions.
- (e) Each Option exercised will entitle the holder to one Share in the capital of the Company.
- (f) The notice attached to the certificate has to be completed when exercising the Options ("**Notice of Exercise**").
- (g) Options may be exercised by the holder completing and forwarding to the Company a Notice of Exercise and payment of the exercise price for each Option being exercised prior to the Expiry Date.
- (h) The Options do not confer voting rights upon the holder. Voting rights are received upon conversion of the Options into Shares.
- (i) All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares.
- (j) Within five Business Days after the Exercise Date, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company. If required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) to ensure that an offer for sale of the Shares does not require disclosure to investors. If admitted to the official list of ASX at the time, the Company will apply for official quotation on ASX of the Shares issued pursuant to the exercise of Options.
- (k) The holder of Options cannot participate in new issues of securities to holders of Shares unless the Options have been exercised and the Shares have been issued and registered in respect of the Options before the record date for determining entitlements to the issue. The Company must give notice to the holder of the Options of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. Options can only be exercised in accordance with these terms and conditions.
- (l) If the Company makes a bonus issue of Shares to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), then the number of Shares or other securities for which the holder of the Options is entitled to subscribe on exercise of the Options is increased by the number of Shares or other securities that the holder of the Options would have received if the Options had been exercised before the record date for the bonus issue. No change will be made to the Exercise Price.
- (m) If the Company makes a pro-rata issue of Shares to existing shareholders (except a bonus issue), the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New Exercise Price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option

E = the number of underlying Shares into which one option is exercisable

P = volume weighted average market price (as defined by ASX LR's) per share during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

- (n) If at any time the capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

REMSSENSE TECHNOLOGIES LIMITED
ACN 648 834 771

APPENDIX 2

VALUATION OF DIRECTOR OPTIONS

The Company has valued the Options using the Black-Scholes option model and based on the assumptions as set out in the table below, with the Options ascribed a value as follows:

Assumptions:

Value date	10 September 2026
Share price	\$0.027
Exercise price	\$0.05
Term	49 months
Expiry Date	31 October 2030
Volatility	78%
Risk free interest rate	4.53%
Indicative value per Option (cents)	1.29

REMSENSE TECHNOLOGIES LIMITED
ACN 648 834 771

APPENDIX 3

NOMINATION OF HLB MANN JUDD AS AUDITOR

3 September 2026

The Directors
RemSense Technologies Limited
Suite 0101, Level 1
5 Mill Street
Perth WA 6000

Dear Sirs

The undersigned, being a member of RemSense Technologies Limited, hereby nominates HLB Mann Judd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'McArthur', written in a cursive style.

Michaela McArthur
Shareholder

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

Shareholder Details

This is to certify that by a resolution of the directors of:

.....(**Company**),
Insert name of Shareholder Company
the Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at an Annual General Meeting of the members of RemSense Technologies Limited to be held on 30 October 2026 commencing at 11:00am (AWST) and at any adjournments of that general meeting.

DATED

Please sign here

Executed by the Company)
in accordance with its constituent)
documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative
(print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to Suite 0101, Level 1, 5 Mill Street, Perth WA 6000 or email the Certificate to the Company Secretary at: investors@remsense.com.au

Your proxy voting instruction must be received by **11:00am (AWST) on Wednesday, 28 October 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)

