



PAINCHEK LIMITED

ACN 146 035 127

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3 p.m. (AEDT)

DATE: Wednesday, 4 November 2026

PLACE: Suite 401/35 Lime Street, Sydney NSW 2000.

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.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3 p.m. (AEDT) on Wednesday, 4 November 2026 at Suite 401/35 Lime Street, Sydney NSW 2000.

WATCHING THE LIVE FEED

Shareholders will be able to view the Meeting presentations and listen to the meeting live, and a link will be provided prior to the meeting.

Watching the live feed does not enable Shareholders to ask questions or cast direct votes whilst the Meeting is in progress. This must be done before the Meeting begins by Shareholders who are not physically attending the Meeting. Shareholders are therefore requested to send any questions they may have for the Company or its Directors to the Company Secretary, Natalie Climo, by emailing natalie.climo@boardroomlimited.com.au.

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, BDO Audit, in relation to the conduct of the external audit for the year ended 30 June 2026, or the content of its audit report.

Please send your questions to the Company Secretary at natalie.climo@boardroomlimited.com.au.

Written questions must be received by no later than 5.00pm (AEDT) on Tuesday, 27 October 2026.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

A reasonable opportunity will also be provided for Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the Annual General Meeting, the Chair will seek to address as many Shareholder questions as reasonably practicable and, where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

ENTITLEMENT TO ATTEND AND VOTE

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 7:00pm (AEDT) on Monday, 2 November 2026 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form accompanying this notice 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, Shareholders are advised that:

- a) each Shareholder has a right to appoint a proxy;
- b) the proxy need not be a member of the Company; and
- c) a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two 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, each proxy may exercise one-half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

For your vote to be effective it must be recorded before 3 p.m. (AEDT) on Monday, 2 November 2026.

Proxy Forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's Share Registry, Boardroom Pty Limited, by 3 p.m. (AEDT) on Monday, 2 November 2026.

A proxy may be lodged as follows:

-  Online <https://www.votingonline.com.au/pckagm2026>
-  By Fax + 61 2 9290 9655
-  By Mail GPO Box 3993, Sydney NSW 2001 Australia
-  In Person Level 8 210, George St, Sydney NSW 2000 Australia

CORPORATE REPRESENTATIVE

Body corporate Members may attend and vote during the Meeting via corporate representative attending the Meeting at the time, date and place mentioned above and any other people from the body corporate wishing to attend should register as guests to attend the Meeting.

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Natalie Climo natalie.climo@boardroomlimited.com.au if they have any queries in respect of the matters set out in this document.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider 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.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in 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 or the Company.

Voting Exclusion Statement:

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (**KMP**) of the Company details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Company at the date of the Meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – CYNTHIA PAYNE

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

“That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Ms Cynthia Payne, a director, retires by rotation, and being eligible, is re-elected as a director.”

RESOLUTION 3 – ELECTION OF DIRECTOR – LILIAN BIANCHI

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

"That, in accordance with clause 11.11 of the Company's Constitution, and for all other purposes, Lilian Bianchi, who was appointed as a Director by the Board on 25 May 2026 and who retires and, being eligible, offers herself for election, be elected as a Director of the Company."

RESOLUTION 4 - APPROVAL OF 10% PLACEMENT CAPACITY

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 Shares (on issue at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A, except as a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

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

- A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

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

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of the Convertible Notes issued by the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of these resolutions by:

- Any Shareholder who participated in the issue of the Convertible Notes; and
- any associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the Chair to vote on each resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant resolution; and
 - the holder votes on the relevant resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO CHAIR LILIAN BIANCHI

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 415,369 Performance Rights (PRs) to Lil Bianchi, a non-executive Director and Chair of the Company, under the Company's Long Term Incentive Plan (LTI Plan), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

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

- a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTI Plan (including Ms Bianchi); or
- an associate of such person.

However, the Company need not disregard a vote if it is cast by:

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

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the 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.

DATED: 30 SEPTEMBER 2026

BY ORDER OF THE BOARD

Natalie Climo

**NATALIE CLIMO
COMPANY SECRETARY**

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.

FINANCIAL STATEMENTS AND REPORTS

In accordance with clause 9.5 of the Constitution, the business of the 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. There is no requirement for a formal resolution on this item.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.painchek.com.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO Audit in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

Section 249L(2) of 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, section 250R(3) expressly provides that 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 the financial year ending 30 June 2026.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under Part 2G.2, Division 9 of the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general 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 financial year ended immediately before the second annual general meeting) 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.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Proxy Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) as your proxy

If you elect to appoint a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you appoint the Chair as your proxy

If you elect to appoint the Chair where he/she is also a member of the Key Management Personnel whose remunerations details are included in the Remuneration Report, or a Closely Related Party of such a member, you must direct the Chair how they are to vote. Undirected proxies granted to these persons will be voted in favour of all Resolutions.

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote, and you do not need to tick any further acknowledgement on the Proxy Form. Undirected proxies granted to these persons will be voted at their discretion.

Directors' recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

RESOLUTION 2 – RE-ELECTION OF CYNTHIA PAYNE

Clause 11.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting

following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Clause 11.5 of the Constitution provides that the Director to retire at an annual general meeting is the Director who has been longest in office since their last election. Clause 11.4 of the Constitution provides that a director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Company currently has 4 Directors, therefore, 1 Director, Ms Cynthia Payne, being the Directors longest in office since their last election, will retire by rotation and seek re-election at this Meeting.

Profile Ms Cynthia Payne is set out below. The Board considers Ms Cynthia Payne to be an independent Director.

Experience

Cynthia Payne has more than 30 years of executive leadership experience and over 25 years as a Director in both NFP and FP boards. Cynthia founded the Anchor Impact Group with its suite of Key Brands - An-chor Excellence including Anchor Policy and Anchor Academy, Sage Study Tours & Impactful-Leaders, an industry agnostic focus for all organisations looking to develop and enable high performance & Anchor Childcare as a leading consultancy firm.

Cynthia holds an MBA, Bachelor of Applied Science in Nursing, Certified Practitioner of Balanced Score-card, Certified Aged Care Board Advisory Chair and Certified Practitioner with Team Management Sys-tems - TMP, Quotient and LLP.

She is Member of AICD, Fellow of the Advisory Board Centre, Fellow of the Governance Institute Austral-ia and long-term member of the Australian College of Nursing and Fellow of the Manager and Leaders In-stitute. She is currently NED for listed entity Painchek (2022-Current), INED Abergeldie Complex Infra-structure (2026- current), Past Board Advisor to Total Construction (2019- 2026), past Director of the Mind Connections Foundation and past INED for the National Heart Foundation (2017-2021). Cynthia also volunteers as an Independent Review Panel member for Business Excellence Australia and is an Honorary Member of the Organisational Excellence Specialists organisation

Directors' Recommendation

The Board (with Ms Cynthia Payne abstaining) supports Ms Payne's re-election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of resolution 2.

RESOLUTION 3 – ELECTION OF LILIAN BIANCHI

Lilian Bianchi was appointed as a Non-Executive Director of the Company on 25 May 2026.

In accordance with clause 11.11 of the Company's Constitution, a Director appointed by the Board must retire at the next annual general meeting following their appointment and is eligible for election by shareholders.

Lil brings a proven track record of guiding medical technology companies as they navigate growth inflection points and accelerate global market adoption including the US and Europe. With deep expertise spanning business transformation, AI and SaaS technologies, governance and capital markets, she has helped lead companies through expansion, commercialisation and international growth.

Her experience across global corporates, tech start-ups and IPO environments positions her to guide companies in scaling innovative medical technologies into major healthcare markets. Combining board, CEO and senior executive leadership experience with a strong background in strategy, risk and digital disruption, Lil has a demonstrated ability to help companies convert breakthrough technology into commercial traction and long-term shareholder value.

Lil is Chair of medtech company 4DMedical (ASX:4DX), a global leader in respiratory imaging that has grown from IPO in 2020 to a \$2b+ market capitalisation and entry to the ASX200 in 2026. Non-Executive Director of Qscan Radiology Group. Founded in 2006, Qscan has grown to more than 80 clinics focused on diagnostic medical imaging and interventional procedures across five Australian states. Non-Executive Director of Water company Murrumbidgee Irrigation.

Directors' Recommendation

The Board considers that Lilian's skills, experience and expertise will continue to contribute to the performance and governance of the Company and, with Lilian Bianchi abstaining, recommends that shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of resolution 3.

RESOLUTION 4 - APPROVAL OF 10% PLACEMENT CAPACITY

General

ASX Listing Rule 7.1A provides that an Eligible Entity as defined in section 4.2 below, may seek Shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital at the time of the issue over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

If Shareholders approve Resolution 4, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 4 will be to allow the Directors to issue equity securities up to 10% of the Company's fully paid ordinary securities on issue at the time of the 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 ASX Listing Rule 7.1. Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, the Company must:

- (a) State in its announcement of the proposed issue of Equity Securities under ASX Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under ASX Listing Rule 2.7 that the Equity Securities are being issued under ASX Listing Rule 7.1A; and
- (b) Give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities issued and the number of Equity Securities issued to each (not for release to the market).

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4 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 4 for it to be passed.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue equity securities in addition to those under the Eligible Entity's 15% annual 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 million.

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 \$20.48 million as at 1 September 2026.

Any equity securities issued must be in the same class as an existing class of quoted equity securities issued for cash consideration per security per LR 7.1A.3. The Company currently has one class of equity securities on issue, being the Shares (**ASX Code: PCK**).

The exact number of equity securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

A = the number of fully paid +ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,

- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,

Note: This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 17 where the issue is subsequently approved under rule 7.1.

- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period;

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been approved by the holders of ordinary securities under ASX Listing Rule 7.4.

Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(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 trading days of the date in Section 4.3(a)(i), the date on which the equity securities are issued.

(b) Date of Issue

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 at which the approval is obtained;
- (ii) The time and date of the company's next AGM; and
- (iii) the 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**

Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

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 4 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 in accordance with the formula outlined in ASX Listing Rule 7.1A(2), 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.

Variable "A" in ASX Listing Rule 7.1.A.2	Dilution			
	Issue Price (per Share)	0.0475	0.095	0.19
		50% decrease in issue price	Issue Price	100% increase in issue price
(Current fully paid Shares) 209,007,312	10% voting dilution	20,900,731 Shares	20,900,731 Shares	20,900,731 Shares
	Funds raised	\$992,784.73	\$1,985,569.46	\$3,971,138.93
(50% increase)	10% voting dilution	31,351,097 Shares	31,351,097 Shares	31,351,097 Shares
	Funds raised	\$1,489,177.10	\$2,978,354.20	\$5,956,708.39
(100% increase)	10% voting dilution	41,801,462 Shares	41,801,462 Shares	41,801,462 Shares
	Funds raised	\$1,985,569.46	\$3,971,138.93	\$7,942,277.86

*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 ASX Listing Rule 7.1 or deemed Shareholder approval under an exception set out in Listing Rule 7.2.

The table above uses the following assumptions:

1. the current Shares on issue are the Shares on issue as at 1 September 2026;
2. the issue price set out above is the closing price of the Shares on the ASX on 1 September 2026;
3. the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
4. 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;
5. 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;
6. this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1;

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for cash consideration in which case the Company intends to use funds raised for general working capital and business expansion.

(e) Allocation policy 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 persons being issued the equity securities which is yet to be issued under the 10% Placement Capacity have not yet been determined. However, the persons being issued the 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 person to be issued the equity securities 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).

(f) Previous Approval under ASX Listing Rule 7.1A

The Company obtained Shareholder approval under Listing Rule 7.1A on 26 November 2025.

Since that date, the Company has not issued the any Shares under the Listing Rule 7.1A 10% Placement Capacity.

(g) Effect if Resolution not Passed

If Resolution 4 is not passed, the Company will be limited to the 15% placement capacity under Listing Rule 7.1.

Voting Exclusion

A voting exclusion statement is 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 4.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of resolution 4.

RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

Background to the Placement

On 22 May 2026, the Company entered into binding agreements to raise A\$5.5 million through the issue of unsecured convertible notes to a small group of existing professional and sophisticated investor-shareholders. The Convertible Notes have a fixed conversion price of \$0.195 per share and a term of 12 months and were issued on 21 May 2026.

Under the terms of the Convertible Notes, if a Noteholder elects to convert its Notes into ordinary shares, (**Conversion Shares**) the Company has agreed to seek shareholder approval for the issue of one option (**Conversion Options**) for every two Conversion Shares issued.

The Convertible Notes have a face value of A\$5.5 million and are convertible into fully paid ordinary shares in the Company on the terms summarised below.

The Board considers the Convertible Notes financing to be an efficient source of capital, providing funding certainty while minimising immediate dilution to existing shareholders.

Information required by the ASX Listing Rules

Key Terms of the Convertible Notes

A summary of the key terms of the Convertible Notes is set out below:

Aggregate principal amount	A\$5,500,000, issued in one tranche 110 convertible notes
Face value	A\$50,000 per convertible note
Minimum subscription	A\$100,000 per subscriber
Investors	A small group of key existing shareholders.
Interest rate	12% per annum, payable monthly in arrears until the Notes are redeemed. Additional interest of 2% per annum will apply on amounts that have been redeemed under the notes but remain unpaid by the Company, compounding daily.
Term / maturity	12 months from the date of issue of the Notes.
Instrument	Unsecured convertible, redeemable and unlisted notes issued under a Convertible Note Deed Poll.
Transferability of Notes	Non-transferable except to related entities or associates of Noteholders who are either Professional or Sophisticated Investors (under the <i>Corporations Act 2001</i> (Cth)).

Conversion Price and Election	- Each Noteholder may elect to convert some or all of the Face Value of their Notes into Conversion Shares at any time at a fixed conversion price of \$0.195 per share. - Subject to compliance with the takeover provisions, Conversion Shares will be issued 5 business days after the Company receives a valid Conversion Notice (ie the 'Conversion Date'). - If conversion cannot occur due to the takeover provisions, the Company must first seek shareholder approval to the conversion. If approval is not given, the notes must be redeemed (during which period interest will continue to accrue).
Redemption	The Notes may be redeemed: - on maturity (ie 12 months from issue); - on the occurrence of an 'event of default'; or - in the event they cannot convert due to takeover restrictions and member approval to conversion is not given (as noted above). 'Events of default' refers to a limited class of items including customary insolvency events by the Company, unremedied breach of obligations under the Convertible Note Deed Poll, breach of limited warranties provided by the Company, the Company being delisted from the ASX or suspended for more than 5 days, the Company disposing of material assets or the ceasing or threatening to cease of the business (or a material part of the business) of the Company.
Maximum shares on conversion	The maximum Conversion Shares that may be issued under the Notes is 28,205,128 ordinary shares in the Company, which is within the Company's available 15% placement capacity under ASX Listing Rule 7.1.
Options	In the event that a Conversion Notice is provided by the Noteholders and the Notes are converted into Conversion Shares, the Company will call a general meeting of shareholders to seek shareholder approval to issue 1 free-attaching Conversion Option for every 2 Conversion Shares issued to the Noteholders. Each Conversion Option will have an exercise price of \$0.30 and expire 12 months after issue. Subject to shareholder approval, up to 14,102,564 additional Shares may be issued by the Company on the exercise of the Conversion Options. In the event that: - the shareholders do not approve the issue of the Conversion Options; and - the volume weighted average share price calculated with respect to the 10 trading days after the Conversion Date exceeds the option exercise price of \$0.30,

	then the Company will pay the Noteholders the difference in cash multiplied by the number of Conversion Options that would have otherwise been issued by the Company. In the event that the VWAP share price is below the option exercise price and the shareholders determine to vote against the issue of options then no amount would be payable to Noteholders and no options will be issued to Noteholders. If the Convertible Notes are converted into Conversion Shares and holders of Convertible Notes become entitled to be issued the Conversion Options, the Company will issue a further notice to convene a subsequent meeting of shareholders, which will contain Further information regarding the Conversion Options.
Pre-emptive rights	Noteholders have the right to participate, on equivalent terms, in any future private placement, if priced below \$0.195 per share, up to their aggregate note Face Value.
Use of Funds	Expansion of sales and marketing activities in the USA General working capital purposes
Restriction on Company activities	In connection with the issue of the Notes, the Company is, amongst other matters, restricted from incurring additional financial indebtedness, granting security over assets, paying dividends or returning capital to shareholders, materially changing its business and providing financial accommodations, guarantees or loans outside the ordinary course of business.

Dilution Disclosure

Assuming all Convertible Notes convert into shares at \$0.195 per share the Company may issue a maximum of 28,205,128 Conversion Shares resulting in a total 28,205,128 new shares being issued.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Convertible Notes and any associate of those persons.

However, this does not apply to a vote cast by a person as proxy, attorney, representative or corporate representative in accordance with the exceptions set out in ASX Listing Rule 14.11.

Directors' Recommendation

The Board believe that Resolution 5 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of resolution 5.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 6 proposes the issue of 415,369 Performance Rights to Lil Bianchi under the Company's Long Term Incentive Plan (LTI Plan).

Background

The Board considers it is important to be globally competitive in terms of benefits made available to non-executive Directors and the Chair of the Company to attract and retain experienced candidates. The grant of Performance Rights is an important component of competitive benefits in MedTech companies.

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

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship within the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

As Ms Bianchi is a current Director, the proposed issue of the Performance Rights falls within Listing Rule 10.14.1, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Key Terms

1. Lil Bianchi will receive \$40,000 in Performance Rights, being a 1/3 of her total FY2027 annual remuneration, subject to shareholder approval. Any grants for future years will be submitted for approval at subsequent AGMs;
2. The proposed issue of 415,369 Performance Rights has been calculated based on VWAP of the Company's ordinary shares calculated as a 10 day average up to and including the Assessment Date of 28 August 2026;
3. Performance Rights will vest at 30 June 2027 subject to Lil Bianchi remaining a director of the Company at that date;
4. Each Performance Right has the conditional right to acquire one Share for nil consideration;
5. The Performance rights are issued for Nil consideration;
6. The Performance Rights expire 3 months after the vesting date; and
7. The Performance Rights are subject to the terms and conditions of the LTI Plan.

Long Term Incentive Plan

The LTI Plan provides for the issuance of Performance Rights or Options (Awards) to directors, full-time and part-time employees as well as consultants and contractors of the Company and its subsidiaries. The form and implementation of the LTI Plan was approved by the Board on 27 August 2015 and by the company's Shareholders at the annual general meeting on 7 October 2015 and subsequently at the annual general meeting on 20 November 2018, 22 November 2023 and 26 November 2025.

The key features of the LTI Plan are as follows:

- (a) the Board may offer Awards under the LTI Plan to full-time or part-time employees, directors, consultants and/or contractors of any member of the Company's group (being the Company and its subsidiaries) (a holder of securities under the LTI Plan being a participant);
- (b) each Award represents a conditional right to be issued or transferred one or more Shares;
- (c) there is no fee payable by the participant on the grant of the Awards;
- (d) an Award may only be exercised when the vesting conditions, as determined by the Board, attaching to that Award have been satisfied or waived and a vesting notice has been provided to the plan participant.
- (e) the Award exercise price will be determined by the Board at the time it resolves to grant Awards under the LTI Plan, having regard to such matters that the board considers appropriate;
- (f) a participant may, if provided by the terms of the Award, and at their election, exercise their vested Awards by choosing to receive (in Shares) only the positive difference between the exercise price and the Company's share price at exercise, determined by using a volume weighted average price over the 10 trading days immediately preceding the exercise date. This mechanism will not change the fundamental entitlement of participants nor does it result in a more favourable economic outcome than if the participant were to pay the exercise price in respect of all their Awards;
- (g) a participant's Award will expire on the expiry date specified by the Board when the Award is granted;
- (h) Awards are not transferable;
- (i) a participant must not enter into any arrangement for the purpose of hedging their economic exposure to an Award that has been granted to them; and
- (j) Awards will not be quoted on ASX. The Company will make an application to the ASX for official quotation of the Shares (if any) issued to a participant on the exercise of the Awards.

A copy of the LTI Plan can be obtained by contacting the Company secretary.

Chapter 2E of the Corporations Act

For a public company, section 208 of the Corporations Act requires that, if an entity that the public company controls, gives 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 proposed issue of Performance Rights constitutes giving a financial benefit and Ms Bianchi is a related party of the Company by virtue of being a Director.

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Director, an associate of the Director or a person whose relationship with the Director or an associate of the Directors, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.15B applies.

The Board considers the proposed grant of Performance Rights to Ms Bianchi to be reasonable remuneration having regard to her role and responsibilities as a non-executive director. The Board considers that the grant of Performance Rights to Ms Bianchi is an appropriate and reasonable component of her remuneration, and that the financial benefit represented by the grant of the Performance Rights falls within the "reasonable remuneration" exception in section 211 of the Corporations Act. For this reason, it is unnecessary to seek specific Shareholder approval of Resolution 6 for the purposes of Chapter 2E of the Corporations Act.

Information required by the ASX Listing Rules

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights:

- (a) the related party is Ms Bianchi and being a director of the Company they fall within ASX Listing Rule 10.14.1;
- (b) the maximum number of Performance Rights is 415,369 Performance Rights;
- (c) Ms Bianchi is currently entitled to receive remuneration of \$80,000 per annum inclusive of superannuation for being a non-executive Director;
- (d) Ms Bianchi has not previously been issued any Equity Securities under the LTI Plan;
- (e) no loan is being given in relation to the issue of the Performance Rights;
- (f) details of any Performance Rights issued under the LTI Plan will be published in each annual report of the entity relating to a period in which Performance Rights have been issued and that approval for the issue of the Performance Rights was obtained under ASX Listing Rule 10.14 and any additional persons who become entitled to participate in the LTI Plan after Resolution 6 is approved who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14; and

- (h) the issue of the Performance Rights to Ms Bianchi will occur as soon as practicable after the date of this meeting and in any event, no later than 3 years after the date of this meeting.

The Directors (with Lil Bianchi abstaining) recommend that shareholders vote in favour of the resolution proposed in this Resolution 6.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of the Performance Rights to Lil Bianchi. Further, the issue of the Performance Rights (and any Shares issued upon the exercise of the Performance Rights) will not count towards the Company's capacity to issue Equity Securities under Listing Rule 7.1 (pursuant to Listing Rule 7.2, exception 14).

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue of the Performance Rights to Lil Bianchi and the Company will need to consider alternative methods of providing incentives or remuneration to Lil Bianchi.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Savings Time

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

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chair means the Chair of the Board from time to time.

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)*.

Company means PainChek Limited (ACN 146 035 127).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Option means an option which may be exercised into a Share subject to its terms and conditions.

Performance Right means a right to acquire a Share subject to its terms and conditions.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2026.

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

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

Shareholder means a holder of a Share.

PAINCHEK LIMITED (ASX: PCK)
30 September 2026

Dear Shareholder

PAINCHEK LIMITED – 2026 ANNUAL GENERAL MEETING

PainChek Limited (**PainChek** or the '**Company**') will be holding its Annual General Meeting at **3:00pm (AEDT) on Wednesday, 4 November 2026**. ('Meeting' or 'AGM').

Shareholders (or their proxyholders) will be able to attend physically at Suite 401/35 Lime St, Sydney NSW 2000. Further details and instructions on how to vote are set out in the Notice of Meeting.

In accordance with the Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

This means that:

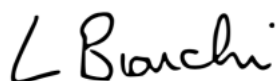
- You can access the Meeting Materials including the Annual Report online at the Company's website or at our share registry's website <https://www.investorserve.com.au/> by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials including the Annual Report has been posted to the Company's ASX Market announcements page.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, the Company will now issue notices of annual and general meetings electronically where a shareholder has provided a valid email address or has not made an election, unless the shareholder has elected to receive a paper copy of these documents.

If you would like to receive electronic communications from PainChek in the future, please update your communication preferences online at www.investorserve.com.au. If you have not registered, you will need your shareholder information including your SRN/HIN details.

If you are unable to access the Notice of Meeting online, please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday, to arrange a copy.

Yours faithfully



Lil Bianchi
Chair

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (AEDT) on Monday, 2 November 2026.**

🖨 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/pckagm2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 3:00pm (AEDT) on Monday, 2 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

🖨 **Online** <https://www.votingonline.com.au/pckagm2026>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **PainChek Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held **in-person at Suite 401/35 Lime Street, Sydney NSW 2000 on Wednesday, 4 November 2026 at 3:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1 and 6**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 1 and 6** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-Election of Director – Ms Cynthia Payne	☐	☐	☐
Resolution 3	Election of Director – Ms Lilian Bianchi	☐	☐	☐
Resolution 4	Approval of 10% Placement Capacity (Special Resolution)	☐	☐	☐
Resolution 5	Ratification of prior issue of Convertible Notes	☐	☐	☐
Resolution 6	Issue of Performance Rights to Chair Lilian Bianchi	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary