

ChemX Materials Limited

6 October 2026

Dear Shareholders,

RE: ChemX Materials Limited – 2025 & 2026 Notice of Annual General Meeting

ChemX Materials Limited (ASX:CMX) (**CMX** or **Company**) advises that the 2025 and 2026 Annual General Meetings (**the Meetings**) will be held on Thursday, 5 November 2026 at Level 6/ 9 Beach Road, Surfers Paradise QLD 4217. The 2025 Annual General Meeting will commence at 10:30am (AEST), followed by the 2026 Annual General Meeting at 11:00am (AEST).

As permitted by the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from <https://www.asx.com.au/>.

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy Form. The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://www.investorcentre.com/au> and follow the prompts. Shareholder documents are always available to access on the ASX Platform.

If you have problems accessing this service, please contact our share registry, Computershare on:

Phone:

1300 850 505 (within Australia)

+61 3 9415 4000 (outside Australia)

Online:

www.investorcentre.com/contact

For and on behalf of the Board,

Nigel Purves
Executive Chairman
ChemX Materials Limited

ChemX Materials Limited

ChemX Materials Limited

ACN 644 982 123

Notice of 2025 Annual General Meeting and Explanatory Statement

TIME: 10:30am (AEST)
DATE: 5 November 2026
PLACE: Level 6/ 9 Beach Road
Surfers Paradise QLD 4217

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

ChemX Materials Limited ACN 644 982 123

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of ChemX Materials Limited (**Company**), which will be held at 10:30am (AEST) on 5 November 2026, at Level 6/ 9 Beach Road, Surfers Paradise QLD 4217, for the purposes of transacting the following business.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary section of this document.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the matters to be considered at the Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements, the directors' report, and the audit report of the Company for the year ended 30 June 2025.

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 purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2025."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel or a closely related party of such member.

However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy, and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy, and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2: RE-ELECTION OF DR NIGEL PURVES AS DIRECTOR

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

“That Dr Nigel Purves, being a Director, who retires in accordance with Clause 15.2 of the Company’s Constitution and ASX Listing Rule 14.5, and offers himself for election, be elected as a director of the Company.”

DATED: 6 October 2026

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Louisa Ho', is written over a horizontal line.

Louisa Ho
Company Secretary

PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies, neither person may vote on a show of hands and on a poll, each person may only exercise the voting rights for the portion of votes the person holds;
- (d) a proxy may be a Shareholder of the Company;
- (e) a proxy need not be a Shareholder of the Company;
- (f) where a Shareholder appoints 2 proxies, the following rules apply:
 - (i) each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights that the proxy may exercise;
 - (ii) on a show of hands, neither proxy may vote; and
 - (iii) on a poll, each proxy may only exercise the voting rights the proxy represents;
- (g) a proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 10:30am (AEST) on 3 November 2026:

- by mail	24-26 Kent Street Millers Point NSW 2000
or - by e-mail:	louisa@mavencorporate.com.au

The Chair intends to vote all undirected proxies in favour of each of the relevant Resolutions.

Shareholder Communications

Shareholders may elect to receive certain documents, including annual reports and notice of meetings (proxy/voting forms), as follows:

- You can make a standing election to receive the documents in physical or electronic form;
- You can make a one-off request to receive a document in physical or electronic form; or
- You can tell us if you do not want to receive a hard copy of the Annual Report.

The Company is committed to minimising paper usage and encourages all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to: www.investorcentre.com/contact and follow the prompts. Shareholder documents are always available to access on our website and the ASX Platform.

ChemX Materials Limited ACN 644 982 123

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting to be held at 10:30am (AEST) on 5 November 2026 at Level 6/ 9 Beach Road, Surfers Paradise QLD 4217.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary section of this document.

ASX takes no responsibility for the contents of the Notice of Meeting or this Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting, you should consult your financial or other professional adviser.

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2025 are included in the Company's annual financial report, a copy of which can be accessed online at <https://www.asx.com.au/markets/company/CMX>. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve the Annual Financial Statements and, as such, no vote will be taken in relation to this. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, William Buck Audit (VIC) Pty Ltd (**Auditor**), will be present at the AGM, 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 date of the AGM in person or post to: LEVEL 2, 350 KENT STREET, SYDNEY NSW 2000.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1. Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2025 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2025 Annual Report. The Annual Report is available on the Company's website at <https://www.asx.com.au/markets/company/CMX>.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2025.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2. Regulatory Requirements

The Corporations Act provides that Resolution 1 needs only to be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

The Corporations Act also contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs, 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. At the Company's 2024 AGM, less than 25% of votes were cast against the resolution that the Remuneration Report be adopted. Accordingly, there is no requirement to allow for a possible spill resolution at this year's Annual General Meeting.

2.3. Voting Exclusion Statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 1 in the Notice for further information.

2.4. Board Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this Resolution. However, the Chair intends to vote all undirected proxies in favour of Resolution 1.

3. RESOLUTION 2: RE-ELECTION OF DR NIGEL PURVES AS DIRECTOR

3.1. Background

Clause 15.2 of the Company's Constitution requires that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or last election or for more than three years (whichever is longer).

At least one Director must stand for election or re-election at each annual general meeting; this does not include the managing director. If no Director is standing for election or re-election or is required to retire at an annual general meeting in accordance with clause 15 of the Company's Constitution, then the Director who has been longest in office since that Director's last election must retire from office at that annual general meeting. Accordingly, Dr Nigel Purves is offering himself for re-election in accordance with clause 15.2 of the Company's Constitution.

3.2. ASX Listing Rule Requirements

In accordance with ASX Listing Rule 14.5, an entity that has directors must hold an election of directors at each annual general meeting.

3.3. Biography

Nigel brings extensive experience across professional services and corporate leadership. He began his career as a partner in a national Australian Chartered Accounting firm, specialising in complex taxation matters, litigation, and auditing. He subsequently transitioned to the corporate sector, serving as Chief Executive Officer and President of a US-based investment bank.

His executive roles in Australia have included CEO of the country's largest internet real estate marketing company, Finance Director of one of Australia's major publicly listed defence and technology companies, and Managing Director of businesses involved in advanced electronics, avionics, and semiconductor manufacturing in partnership with state and federal governments. Nigel has also served as a Director of a Sydney commercial radio station and is currently a Director and shareholder of Erth Raffle Pty Ltd.

3.4. Effect of Resolution

If Resolution 2 is passed, Dr Purves will be re-appointed as a Director for an additional term.

In the event that Resolution 2 is not passed, Dr Purves will cease to be a Director from the conclusion of the AGM.

3.5. Board Recommendation

The Directors (other than Dr Purves) recommend that Shareholders vote in favour of this Resolution.

Glossary

AEST means Australian Eastern Standard Time, as observed in Sydney, NSW;

ASX means ASX Limited, or the securities market operated by ASX Limited, as the context requires;

ASX Listing Rules means the official listing rules of ASX;

A\$, AU\$ or \$ means the currency for the Australian dollar (AUD), the official currency for the Commonwealth of Australia, unless otherwise stated;

Board means the board of Directors;

Chair means the chair of the Meeting;

Company means ChemX Materials Limited ABN 88 644 982 123;

Constitution means the current constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a director of the Company;

Equity Security has the meaning given in the ASX Listing Rules;

Explanatory Statement means the explanatory statement that accompanies this Notice of Annual General Meeting;

Key Management Personnel has the meaning given by section 9 of the Corporations Act;

Meeting, General Meeting or Annual General Meeting means the general meeting convened by this Notice of Annual General Meeting;

Notice or Notice of Meeting or Notice of General Meeting means this notice of Annual General Meeting;

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

Section means a section of the Explanatory Statement;

Share means a fully paid ordinary share in the Company; and

Shareholder means the holder of a Share.

CMX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:30am (AEST) on Tuesday, 3 November 2026.**

Proxy Form - 2025 Annual General Meeting

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

By Mail:

24-26 Kent Street
Millers Point, NSW 2000

By Email:

louisa@mavencorporate.com.au



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of ChemX Materials Limited hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ChemX Materials Limited to be held at Level 6/ 9 Beach Road, Surfers Paradise QLD 4217 on Thursday, 5 November 2026 at 10:30am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-election of Dr Nigel Purves as Director	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ChemX Materials Limited

ChemX Materials Limited

ACN 644 982 123

Notice of 2026 Annual General Meeting and Explanatory Statement

TIME: 11:00am (AEST)
DATE: 5 November 2026
PLACE: Level 6/ 9 Beach Road
Surfers Paradise QLD 4217

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

ChemX Materials Limited ACN 644 982 123

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of ChemX Materials Limited (**Company**), which will be held at 11:00am (AEST) on 5 November 2026, at Level 6/ 9 Beach Road, Surfers Paradise QLD 4217, for the purposes of transacting the following business.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary section of this document.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the matters to be considered at the Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements, the directors' report, and the audit report of the Company for the year ended 30 June 2026.

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 purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2026."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel or a closely related party of such member.

However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy, and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy, and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

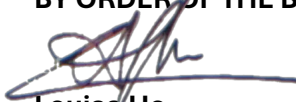
3. RESOLUTION 2: RE-ELECTION OF MR PAUL BERNASCONI AS DIRECTOR

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

“That Mr Paul Bernasconi, being a Director, who retires in accordance with Clause 15.4 of the Company’s Constitution and ASX Listing Rule 14.4, and offers himself for election, be elected as a director of the Company.”

DATED: 6 October 2026

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Louisa Ho', is written over a horizontal line.

Louisa Ho
Company Secretary

PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies, neither person may vote on a show of hands and on a poll, each person may only exercise the voting rights for the portion of votes the person holds;
- (d) a proxy may be a Shareholder of the Company;
- (e) a proxy need not be a Shareholder of the Company;
- (f) where a Shareholder appoints 2 proxies, the following rules apply:
 - (i) each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights that the proxy may exercise;
 - (ii) on a show of hands, neither proxy may vote; and
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- (g) a proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
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or - by facsimile:	louisa@mavencorporate.com.au

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ChemX Materials Limited ACN 644 982 123

EXPLANATORY STATEMENT

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The Company's auditor, William Buck Audit (VIC) Pty Ltd (**Auditor**), will be present at the AGM, 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
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2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1. Background

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By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2026.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2. Regulatory Requirements

The Corporations Act provides that Resolution 1 needs only to be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

The Corporations Act also contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs, 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. The Company's 2025 AGM will be held on the same date as the Company's 2026 AGM as a result of the ongoing recapitalisation and restructuring process. Accordingly, there is no requirement to allow for a possible spill resolution at this year's Annual General Meeting.

2.3. Voting Exclusion Statement

A voting exclusion statement applies to this Resolution. Please refer to the voting exclusion statement under Resolution 1 in the Notice for further information.

2.4. Board Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this Resolution. However, the Chair intends to vote all undirected proxies in favour of Resolution 1.

3. RESOLUTION 2: RE-ELECTION OF MR PAUL BERNASCONI AS DIRECTOR

3.1. Background

Clause 15.4 of the Company's Constitution requires that the Directors may at any time appoint a person to be a Director to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not exceed the maximum number specified by the Constitution. Any Director, other than a Managing Director, so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

At least one Director must stand for election or re-election at each annual general meeting; this does not include the managing director. Accordingly, Mr Paul Bernasconi is offering himself for re-election in accordance with clause 15.4 of the Company's Constitution.

3.2. ASX Listing Rule Requirements

In accordance with ASX Listing Rule 14.5, an entity that has directors must hold an election of directors at each annual general meeting.

3.3. Biography

Mr Paul Bernasconi is an experienced property development professional with senior-level expertise across residential, commercial, and retail projects. Specialising in development management, project management, and design management, he has successfully led complex developments from concept through to completion, ensuring projects are delivered efficiently, strategically, and in line with client objectives. Known for his attention to detail and strong risk management capabilities, Mr Bernasconi works closely with consultants, stakeholders, and project teams to achieve high-quality outcomes and effective delivery solutions.

Throughout his career, Mr Bernasconi has represented client interests across all stages of the development process, providing strategic guidance and coordinated property solutions tailored to each project's requirements. His broad service offering includes development and project coordination, corporate real estate, strategic management, town planning, engineering design, and private certification. By adopting full responsibility for project delivery, Mr Bernasconi enables clients to focus on their core activities while benefiting from a seamless, value-driven development experience.

3.4. Effect of Resolution

If Resolution 2 is passed, Mr Bernasconi will be re-appointed as a Director for an additional term.

In the event that Resolution 2 is not passed, Mr Bernasconi will cease to be a Director from the conclusion of the AGM.

3.5. Board Recommendation

The Directors (other than Mr Bernasconi) recommend that Shareholders vote in favour of this Resolution.

Glossary

AEST means Australian Eastern Standard Time, as observed in Sydney, NSW;

ASX means ASX Limited, or the securities market operated by ASX Limited, as the context requires;

ASX Listing Rules means the official listing rules of ASX;

A\$, AU\$ or \$ means the currency for the Australian dollar (AUD), the official currency for the Commonwealth of Australia, unless otherwise stated;

Board means the board of Directors;

Chair means the chair of the Meeting;

Company means ChemX Materials Limited ABN 88 644 982 123 ;

Constitution means the current constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a director of the Company;

Equity Security has the meaning given in the ASX Listing Rules;

Explanatory Statement means the explanatory statement that accompanies this Notice of Annual General Meeting;

Key Management Personnel has the meaning given by section 9 of the Corporations Act;

Meeting, General Meeting or Annual General Meeting means the general meeting convened by this Notice of Annual General Meeting;

Notice or Notice of Meeting or Notice of General Meeting means this notice of Annual General Meeting;

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

Section means a section of the Explanatory Statement;

Share means a fully paid ordinary share in the Company; and

Shareholder means the holder of a Share.

CMX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Tuesday, 3 November 2026.**

Proxy Form - 2026 Annual General Meeting

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

By Mail:

24-26 Kent Street
Millers Point
NSW 2000

By Email:

louisa@mavencorporate.com.au



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of ChemX Materials Limited hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ChemX Materials Limited to be held at Level 6/ 9 Beach Road, Surfers Paradise QLD 4217 on Thursday, 5 November 2026 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-election of Mr Paul Bernasconi as Director	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CMXRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in ChemX Materials Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

ChemX Materials Limited