



1414 DEGREES LIMITED

NOTICE OF 2026 ANNUAL GENERAL MEETING

ACN 138 803 620

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of 1414 Degrees Limited will be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on **Wednesday, 11 November 2026** commencing at **11.30 am** (Adelaide time).

The Explanatory Memorandum and the Proxy Form, form part of this notice.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Business

Financial Report

To receive and consider the Company's Financial Statements, Directors' Report and Independent Audit Report for the year ended 30 June 2026.

The 2026 Annual Report is available to view online at the Company's website <http://www.1414degrees.com.au>, and has been despatched to those Shareholders who have elected to receive a hard copy of the report.

Resolution 1 — Adoption of the Remuneration Report for the year ended 30 June 2026

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

'That for the purpose of section 250R(2) of the Corporations Act 2001 (Cth), the Company adopt the Remuneration Report for the period ended 30 June 2026 as set out in the Directors' Report in the 2026 Annual Report.'

Notes:

- In accordance with section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**) the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to Resolution 1 (see Explanatory Memorandum for details).

Resolution 2 – Re-election of Mr Randolph Bowen as a Director

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

'That Mr Randolph Bowen, being a Director who is retiring in accordance with clause 3.6 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.'

Resolution 3 – Approval of Previous Issue of Placement Shares

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

'That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 33,570,440 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.'

Note: A voting exclusion statement applies to Resolution 3 (see Explanatory Memorandum for details).

Resolution 4 – Approval of Previous Issue of Free Attaching Options

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

'That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 31,785,224 Free Attaching Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.'

Note: A voting exclusion statement applies to Resolution 4 (see Explanatory Memorandum for details).

Resolution 5 – Approval of Previous Issue of Broker Options

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

'That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 48,862,918 Broker Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.'

Note: A voting exclusion statement applies to Resolution 5 (see Explanatory Memorandum for details).

Resolution 6 – Approval of Previous Issue of Equity Securities to Advisory Board Members

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

'That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 1,000,000 fully paid ordinary shares and 10,500,000 options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.'

Note: A voting exclusion statement applies to Resolution 6 (see Explanatory Memorandum for details).

Resolution 7 – Issue of Options to Executive Chair - Dr Kevin Moriarty

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

‘Subject to the passing of Resolution 2, that for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 23,060,000 options to Dr Kevin Moriarty (or his nominee) on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.’

Note: A voting exclusion statement applies to Resolution 7 (see Explanatory Memorandum for details).

Resolution 8 – Issue of Options to Non-Executive Director - Mr Randolph Bowen

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

‘That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 7,190,000 options to Mr Randolph Bowen (or his nominee) on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.’

Note: A voting exclusion statement applies to Resolution 8 (see Explanatory Memorandum for details).

Resolution 9 – Issue of Options to Non-Executive Director - Mr Graham Dooley

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

‘That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 7,190,000 options to Mr Graham Dooley (or his nominee) on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.’

Note: A voting exclusion statement applies to Resolution 9 (see Explanatory Memorandum for details).

Resolution 10 – Issue of Options to Company Secretary – Ms Katelyn Adams

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

‘That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of 4,310,000 options to Ms Katelyn Adams (or her nominee) on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.’

Note: A voting exclusion statement applies to Resolution 10 (see Explanatory Memorandum for details).

Resolution 11 – Approval to Issue Securities Under the Company's Performance Rights Plan

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

‘That for the purpose of ASX Listing Rule 7.2, Exception 13 and for all other purposes, the issue of securities under the Company's Performance Rights Plan on the terms and conditions outlined in the Explanatory Memorandum be approved.’

Note: A voting exclusion statement applies to Resolution 11 (see Explanatory Memorandum for details).

Resolution 12 – Approval of Additional 10% Placement Capacity

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

‘That for the purpose of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum be approved.’

By Order of the Board



Katelyn Adams
Company Secretary
Dated this 9 October 2026

Important Information

Voting Entitlements

The Company has determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purposes of ascertaining entitlements to participate in and vote at the Annual General Meeting, all shares in the Company will be taken to be held by those persons who held them as registered holders at 6.30 pm (Adelaide time) on Monday, 9 November 2026 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to participate in or vote at the Meeting.

Proxies

A Shareholder entitled to participate in and vote at the meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.

Subject to any specific proxy provisions set out in a voting exclusion statement for a resolution (as to which, see the Explanatory Memorandum below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- if a Shareholder appoints the chair of the Meeting as proxy and does not direct the chair how to vote on a resolution, the chair will vote in accordance with his or her voting intention as stated in this Notice of Annual General Meeting.

In order to be valid, the Proxy form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 11.30 am (Adelaide time) on Monday, 9 November 2026).

By mail: 1414 Degrees Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

Online: at www.investorvote.com.au.
To use this facility, you will need your holder number (SRN or HIN), postcode and the control number shown on your proxy form.

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

or for **Intermediary Online subscribers only** (custodians), cast the Shareholder's vote online by visiting www.intermediaryonline.com.

Any Proxy Forms received after that time will not be valid for the Meeting.

Please note that if the chair of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolutions 1, 7, 8, 9 and 11 even though they are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy, you can direct the chair to vote for or against or abstain from voting on any of Resolutions 1, 7, 8, 9 or 11 by marking the appropriate box on the proxy form.

Corporate Representative

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting.

Asking Questions

Shareholders may submit questions or comments to the Company in relation any item of business in advance of the Meeting. Questions must be submitted by emailing the Company Secretary at info@1414degrees.com.au by 5.00 pm (Adelaide time) on Friday, 6 November 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice.

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Wednesday, 11 November 2026 commencing at 11.30 am (Adelaide time). It should be read in conjunction with the accompanying Notice of Annual General Meeting.

ORDINARY BUSINESS

2. Financial Report

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and Independent Audit Report of the Company for the most recent financial year will be presented to the Meeting.

There is no requirement for a formal resolution on this item of business.

The chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit (SA) Pty Ltd (**BDO**), questions about the Independent 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 the Independent Audit Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters in advance of the Meeting. See the Important Information section of this Notice of Annual General Meeting for details on how to submit questions in advance of the Meeting.

No Shareholder vote is required.

3. Resolution 1 — Adoption of the Remuneration Report for the year ended 30 June 2026

3.1 Background

In accordance with section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2026.

The Remuneration Report is contained in the Directors' Report in the 2026 Annual Report, which is available to view online at the Company's website <http://www.1414degrees.com.au> and despatched to those Shareholders who have elected to receive a hard copy of the report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2026.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at each Annual General Meeting of the Company. Shareholders should note that the vote on Resolution 1 is not binding on the Company or the Directors.

If 25% or more of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days, at which all of the Company's Directors must stand for re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'. The Remuneration Report did not receive a 'first strike' at the Company's 2025 Annual General Meeting.

3.2 **Directors' Recommendation**

Resolution 1 is an ordinary resolution.

The Directors recommend Shareholders vote in favour of Resolution 1.

The chair intends to vote undirected proxies in favour of Resolution 1.

3.3 **Voting Exclusion Statement**

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

- a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

3.4 **Important information for Shareholders**

Please note, in accordance with sections 250R(4) and (5) of the Corporations Act, the chair will not vote any undirected proxies in relation to Resolution 1 unless the Shareholder expressly authorises the chair to vote in accordance with the chair's stated voting intentions. Please note that if the chair of the Meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the chair. You should be aware that the chair of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the chair as your proxy, you can direct the chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 1, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the ASX Listing Rules).

4. **Resolution 2 — Re-election of Mr Randolph Bowen as a Director**

4.1 **Background**

In accordance with clause 3.6(a) of the Company's Constitution, at every Annual General Meeting one-third of the Directors for the time being, excluding the Managing Director, must retire from office and are eligible for re-election.

Mr Randolph Bowen will retire at the Annual General Meeting. Mr Bowen is eligible, and has offered himself, for re-election as a Director.

4.2 **Information regarding Mr Bowen**

Mr Bowen was first appointed as a Non-Executive Director of the Company on 3 November 2022 and was last re-elected at the Company's 2024 AGM on 14 November 2024.

Having had regard to the ASX Corporate Governance Principles and Recommendations, the Board considers Mr Bowen to be an independent Director.

Qualifications: BAppSc (Oen), GAICD

Experience and expertise: Mr Bowen is a management executive with strong domestic and international profit and loss and operational management experience. Mr Bowen successfully established a fully integrated global supply chain for Fosters Wine Group resulting in significant improvement in the planning, production, delivery and customer service systems at reduced cost to the business. He has a talent for making rapid assessments of challenges and then developing and leading the resulting action plan.

4.3 Directors' Recommendation

Resolution 2 is an ordinary resolution.

The Directors (excluding Mr Bowen who abstains from making a recommendation) recommend that Shareholders vote in favour of Resolution 2.

The chair intends to vote undirected proxies in favour of Resolution 2.

5. Background to Resolutions 3, 4 and 5

5.1 June 2026 Capital Raising (Placement)

The Company announced a capital raising on 23 June 2026, at an issue price of \$0.10. The Capital Raising consisted of a Placement to existing and new sophisticated, professional and institutional investors for new fully paid ordinary shares (**Placement Shares**) in the Company, together with one free attaching option for every two shares subscribed for on a 1:2 basis, exercisable at \$0.18 per option, and expiring four years from the issue date (**Free Attaching Options**), to raise \$8.457m (before costs).

Funds raised from the Placement will provide the Company with financial flexibility to progress its drone, defence and aviation transaction with Energia 2000. The funds will also allow the Company to progress its space and satellite transaction with Orbit Boy into this growing lucrative market. Lastly, the funds will allow the Company to progress other potential opportunities in the defence, drone, satellite, aviation, robotics and autonomous sector, including some potential early revenue opportunities.

The Company issued part of the Placement Shares (being 63,570,440 Shares) on 6 July 2026 and part of the Free Attaching Options (being 31,785,224 being Free Attaching Options) on 10 July 2026. Subject to the receipt of the remaining proceeds of the Placement, the Company will (and indeed may already have by date of this Meeting) issue further Placement Shares and Free Attaching Options.

5.2 Oakley Capital Partners Pty Limited Mandate (Mandate)

Oakley Capital Partners Pty Limited (**Oakley**) acted as sole lead manager to the Placement. Under the terms of the Mandate, the Company will pay Oakley a capital raising fee of 6% of funds raised, 0.65 broker options per placement share issue (same class and terms as the Free Attaching Options) and 1.25 broker shares per \$1 raised.

The Company issued part of the Broker Options (being 48,862,918 Broker Options) on 10 July 2026. Subject to the receipt of the remaining proceeds of the Placement, the Company will (and indeed may already have by date of this Meeting) issue further Broker Options.

5.3 Voting Exclusion Statements - Resolutions 3, 4 and 5

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 3 – Approval of Previous Issue of Placement Shares	Any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
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Resolution 4 – Approval of Previous Issue of Free Attaching Options	Any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 5 – Approval of Previous Issue of Broker Options	Any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

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

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

6. **Resolution 3 – Approval of Previous Issue of Placement Shares**

Pursuant to the Placement, the Company has issued 63,570,440 Placement Shares. Of those Placement Shares, 30,000,000 Placement Shares were issued pursuant to prior Shareholder approval obtained at the Extraordinary General Meeting held on 29 May 2026, and the remaining 33,570,440 Placement Shares were issued without Shareholder approval pursuant to ASX Listing Rule 7.1A.

The purpose of Resolution 3 is for Shareholders to approve, under ASX Listing Rule 7.4 and for all other purposes, the previous issue and allotment of 33,570,440 Placement Shares on the terms set out herein.

6.1 **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX 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%. The Company obtained approval from its members under ASX Listing Rule 7.1A at its 2025 Annual General Meeting.

The issue of the 33,570,440 Placement Shares does not fit within any of these exceptions to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the combined 25% limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

6.2 Technical information required under ASX Listing Rule 7.5

For the purpose of ASX Listing Rule 7.5 information regarding the issue is provided as follows:

- (a) The shares were issued to various institutional and professional/sophisticated investors identified by Oakley.

None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time).

- (b) The Company issued a total of 33,570,440 Placement Shares using its placement capacity under ASX Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary shares in the Company and rank equally with all other Shares on issue.
- (d) The Placement Shares were issued on 6 July 2026.
- (e) The Placement Shares were issued at a price of \$0.10 per Share.
- (f) Funds raised from the Placement will provide the Company with financial flexibility to progress its drone, defence and aviation transaction with Energia 2000. The funds will also allow the Company to progress its space and satellite transaction with Orbit Boy into this growing lucrative market. Lastly, the funds will allow the Company to progress other potential opportunities in the defence, drone, satellite, aviation, robotics and autonomous sector, including some potential early revenue opportunities.
- (g) The Placement Shares were not issued under an agreement.
- (h) A voting exclusion statement applies to Resolution 3 and is outlined in section 5.3.

6.3 Directors' Recommendation

Resolution 3 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Approval of Previous Issue of Free Attaching Options

The purpose of Resolution 4 is for Shareholders to approve, under ASX Listing Rule 7.4, and for all other purposes, the previous issue and allotment of 31,785,224 Free Attaching Options under ASX Listing Rule 7.1 on the terms set out herein.

7.1 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Free Attaching Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

7.2 Technical information required under ASX Listing Rule 7.5

For the purpose of ASX Listing Rule 7.5 information regarding the issue is provided as follows:

- (a) The Free Attaching Options were issued to various institutional and professional/sophisticated investors identified by Oakley.

None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time).

- (b) The Company issued a total of 31,785,224 Free Attaching Options using its placement capacity under ASX Listing Rule 7.1.
- (c) The terms and conditions of the Free Attaching Options are contained in schedule 1 of this Notice of Annual General Meeting.
- (d) The Free Attaching Options were issued on 10 July 2026.

- (e) The Free Attaching Options were not issued for monetary or other consideration.
- (f) No funds were raised by the issue of the Free Attaching Options.
- (g) The Free Attaching Options were not issued under an agreement.
- (h) A voting exclusion statement applies to Resolution 4 and is outlined in section 5.3.

7.3 **Directors' Recommendation**

Resolution 4 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 4 and recommend that shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

8. **Resolution 5 – Approval of Previous Issue of Broker Options**

The purpose of Resolution 5 is for Shareholders to approve, under ASX Listing Rule 7.4, and for all other purposes, the previous issue and allotment of 48,862,918 Broker Options under ASX Listing Rule 7.1 to Oakley (and/or its nominee) , pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 5.1 and a summary of the Mandate is provided in section 5.2.

8.1 **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Broker Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, the issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

8.2 Technical information required under ASX Listing Rule 7.5

For the purpose of ASX Listing Rule 7.5 information regarding the issue is provided as follows:

- (a) The Broker Options were issued to Oakley Capital Partners Pty Limited and/or its nominee.
- (b) The Company issued a total of 48,862,918 Broker Options using its placement capacity under ASX Listing Rule 7.1.
- (c) The terms and conditions of the Broker Options are contained in schedule 1 of this Notice of Annual General Meeting.
- (d) The Broker Options were issued on 10 July 2026.
- (e) The Broker Options were not issued for monetary or other consideration.
- (f) No funds were raised by the issue of the Broker Options.
- (g) The Broker Options were issued under the Mandate, a summary of which is provided in section 5.2.
- (h) A voting exclusion statement applies to Resolution 5 and is outlined in section 5.3.

8.3 Directors' Recommendation

Resolution 5 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 5 and recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 - Approval of Previous Issue of Equity Securities to Advisory Board Members

On 1 June 2026 the Company announced the establishment of its Aerospace, Drone & Defence Advisory Board, consisting of six industry experts, to support, guide and assist the Company on its commercialisation plans to deploy its energy storage technology across the drone, aviation, aerospace, robotics, satellite and other high-growth markets.

The purpose of Resolution 6 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of 1,000,000 Shares and 10,500,000 options to Advisory Board members as part of their remuneration, on the terms set out herein.

9.1 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Shares and options to the Advisory Board members does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 6 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 6 is passed, the issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, the issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 12) limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

9.2 **Technical information required under ASX Listing Rule 7.5**

For the purpose of ASX Listing Rule 7.5 information regarding the issue is provided as follows:

- (a) The Shares and options were issued to members of the Company's Aerospace, Drone & Defence Advisory Board.

None of the members were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the members was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time).

- (b) The Company issued 1,000,000 Shares and 10,500,000 options using its placement capacity under ASX Listing Rule 7.1.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with all other Shares on issue.
- (d) The terms and conditions of the options are contained in schedule 2 of this Notice of Annual General Meeting.
- (e) The Shares and options were issued on 24 July 2026.
- (f) The Shares and options were not issued for monetary or other consideration.
- (g) No funds were raised by the issue of the Shares and options.
- (h) The Shares and options were not issued under an agreement.

9.3 **Directors' Recommendation**

Resolution 6 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 6 and recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

9.4 **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written communication 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 the directions given by the beneficiary to the holder to vote in that way.

10. **Resolutions 7, 8 and 9 – Issue of Options to Directors**

10.1 **General**

The Company has agreed, subject to obtaining shareholder approval, to issue options to its current Directors as part of their incentive based remuneration package. Resolutions 7, 8 and 9 seek Shareholder approval for the grant of options to the following current Directors (or their nominees):

- (a) Dr Kevin Moriarty: 23,060,000 options (subject to the passing of Resolution 2);
- (b) Mr Randolph Bowen: 7,190,000 options; and
- (c) Mr Graham Dooley: 7,190,000 options,

(Related Party Options).

10.2 **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Related Party Options constitutes giving a financial benefit and Dr Moriarty and Messrs Bowen and Dooley are related parties of the Company by virtue of being Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the grant of the Related Party Options is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 **ASX Listing Rule 10.11**

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

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Related Party Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under ASX Listing Rule 10.11.

Resolution 7, 8 and 9 seek the required shareholder approval to the issue of the Related Party Options under and for the purposes of ASX Listing Rule 10.11.

If any of Resolutions 7, 8 and 9 is passed, the Company will be able to proceed with the issue of the Related Party Options the subject of that Resolution.

If any of Resolutions 7, 8 and 9 is not passed, the Company will not be able to proceed with the issue of the Related Party Options the subject of that Resolution and may need to consider other ways to remunerate the relevant Director as part of their incentive based remuneration package.

10.4 **Technical information required under ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 7, 8 and 9:

- (a) The Related Party Options will be issued to Dr Moriarty (subject to the passing of Resolution 2) and Messrs Bowen and Dooley, or their respective nominees.
- (b) Each of Dr Moriarty and Messrs Bowen and Dooley is a director of the Company and therefore a related party under Listing Rule ASX 10.11.1.
- (c) The number of Related Party Options to be issued is as follows:
 - (i) Dr Moriarty: 23,060,000 options (subject to the passing of Resolution 2);
 - (ii) Mr Bowen: 7,190,000 options; and
 - (iii) Mr Dooley: 7,190,000 options.
- (d) The terms and conditions of the Related Party Options are set out in schedule 3 of this Notice of Annual General Meeting.
- (e) The Related Party Options will be granted no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (f) The Related Party Options will not be issued for cash consideration.

- (g) The Related Party Options will be issued to Directors as part of their incentive based remuneration package, and accordingly no funds will be raised by the issue.
- (h) Details of each Director's current total remuneration package is as follows:
 - (i) Dr Moriarty: salary of \$250,000 per annum;
 - (ii) Mr Bowen: non-executive director fee of \$50,000 per annum; and
 - (iii) Mr Dooley: non-executive director fee of \$50,000 per annum.
- (i) The Related Party Options are not issued under an agreement.

10.5 **Directors' Recommendation**

Resolutions 7, 8 and 9 are ordinary resolutions.

As the Directors have an interest in Resolutions 7, 8 and 9, they do not wish to make a recommendation as to how shareholders ought to vote on Resolutions 7, 8 and 9.

The chair intends to vote undirected proxies in favour of Resolutions 7, 8 and 9.

Note that the passing of Resolution 7 is conditional upon, and subject to, the passing of Resolution 2. Accordingly, if you intend to vote in favour of Resolution 7, you should also vote in favour of Resolution 2.

10.6 **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 7, 8 and 9 by or on behalf of:

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7, 8 or 9 by:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written communication 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on the resolution unless:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (b) the person is the chair and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution, and votes as a proxy appointed by writing that expressly authorises the chair to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

11. Resolution 10 - Issue of Options to Company Secretary

11.1 General

The Company has agreed, subject to obtaining shareholder approval, to issue options to its current Company Secretary as part of her incentive based remuneration package. Resolution 10 seeks Shareholder approval for the grant of 4,310,000 options to Ms Katelyn Adams (or her nominee).

11.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The issue does not fit within any of these exceptions.

While the issue does not exceed the 15% limit in ASX Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under ASX Listing Rule 7.1. To do this, the Company is asking shareholders to approve the issue under ASX Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

To this end, Resolution 10 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 10 is passed, the issue can proceed without using up any of the Company's 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

If Resolution 10 is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under ASX Listing Rule 7.1 for 12 months following the issue.

11.3 Technical information required under ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) The options will be issued to Ms Adams, or her nominee.
- (b) 4,310,000 options will be issued.
- (c) The terms and conditions of the options are set out in schedule 3 of this Notice of Annual General Meeting.
- (d) The options will be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (e) The options will not be issued for cash consideration.
- (f) The options will be issued to Ms Adams as part of her incentive based remuneration package, and accordingly no funds will be raised by the issue.
- (g) The options are not issued under an agreement.
- (h) The options are not being issued under, or to fund, a reverse takeover.

11.4 Directors' Recommendation

Resolution 10 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 10 and recommend that shareholders vote in favour of Resolution 10.

The chair intends to vote undirected proxies in favour of Resolution 10.

11.5 **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written communication 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 the directions given by the beneficiary to the holder to vote in that way.

12. **Resolution 11 – Approval to Issue Securities Under the Company's Performance Rights Plan**

12.1 **Background**

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. If Resolution 12 (Approval of Additional 10% Placement Capacity) is passed, this maximum capacity will be increased by 10% to 25% under ASX Listing Rule 7.1A.

ASX Listing Rule 7.2 allows certain issues of securities to be excluded from the calculation of the number of securities issued in the 12-month period under ASX Listing Rules 7.1 and 7.1A, including under Exception 13 for issues made under an employee incentive plan.

Exception 13 is only available for issues made under an employee incentive plan if, within three years before the date of issue:

- (a) for a plan which was established before the entity was listed, a summary of the terms of the plan were included in the prospectus lodged with ASX on listing; or
- (b) the holders of the entity's ordinary securities approved the issue of securities under the plan as an exception to ASX Listing Rule 7.2.

The Company is currently able to rely on ASX Listing Rule 7.2, Exception 13 to issue performance rights under the Performance Rights Plan on the basis that the holders of the Company's ordinary securities approved the issue of securities under the plan as an exception to ASX Listing Rule 7.2 at the Company's 2023 Annual General Meeting on 10 November 2023.

As such, the three-year timeframe is due to expire on 10 November 2026. Therefore, the Company is seeking Shareholder approval for the issue of securities under the Performance Rights Plan as an exception to ASX Listing Rule 7.2, so that any securities issued by the Company under the Performance Rights Plan after that date will not be included when calculating the Company's remaining placement capacity under ASX Listing Rule 7.1 and, if Resolution 12 (Approval of Additional 10% Placement Capacity) is passed, ASX Listing Rule 7.1A.

12.2 **Technical information required under ASX Listing Rule 7.2, Exception 13**

In accordance with the requirements of ASX Listing Rule 7.2, Exception 13, the following information is provided by the Company:

- (a) The terms of the Company's Performance Rights Plan are outlined in section 12.3 below. The detailed terms and conditions of the Performance Rights Plan may be obtained free of charge by contacting the Company on +61 8 8357 8273 or by email at info@1414degrees.com.au.
- (b) Since the Performance Rights Plan was last approved at the 2023 Annual General Meeting of Shareholders, and as at the date of this Notice of Annual General Meeting, 9,250,000 performance rights have been granted under the Performance Rights Plan under ASX Listing Rule 7.2, Exception 13.
- (c) The maximum number of performance rights proposed to be issued under the Performance Rights Plan following Shareholder approval over the next three years is 35,000,000 performance rights (some of which may vest during that time, with Shares allocated to the participant on vesting). This maximum is not intended to be a prediction of the actual number of performance rights to be issued under the Performance Rights Plan, but is specified for the purposes of setting a ceiling on the number of performance rights approved to be issued under and for the purposes of ASX Listing Rule 7.2, Exception 13. If that number is reached, fresh Shareholder approval under ASX Listing Rule 7.2, Exception 13 would be required, otherwise any additional issues of performance rights under the Performance Rights Plan over the maximum will count towards the calculation of the Company's placement capacity under ASX Listing Rule 7.1 (and, if applicable, any additional placement capacity approved under ASX Listing Rule 7.1A).
- (d) A voting exclusion statement in respect of Resolution 11 is included in section 12.5 below.

12.3 Terms of the Performance Rights Plan

(a) Eligibility Criteria

Subject to the rules of the Performance Rights Plan, the Performance Rights Plan is open to all eligible participants, being full time and part time employees and Directors of the Company or any of its related bodies corporate who the Board designates as being eligible. The Directors are entitled to participate in the Performance Rights Plan.

(b) Invitation and offer of performance rights

Under the Performance Rights Plan, the Directors may invite eligible participants to participate in the Performance Rights Plan and make an offer to acquire performance rights for no consideration. The invitation must be in writing and specify, amongst other things, the number of performance rights that eligible participants may accept, the date on which the performance rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.

Following receipt by an eligible participant of an invitation, the eligible participant may make an offer by delivering a duly completed and signed application form to the Company within the closing time specified in the invitation. The Directors may decide to accept or reject an offer and an offer is accepted by the grant of performance rights to the participant.

(c) Vesting of performance rights

The performance rights vest upon the satisfaction of any vesting conditions or any other conditions contained in the offer, following which the Company will allocate to the participant the number of Shares to which the participant is entitled under the terms of the offer.

(d) Lapse

Unvested performance rights shall lapse upon the earlier of the date specified by the Board, the events contained in the offer or the rules of the Performance Rights Plan.

(e) **Quotation**

Performance rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Performance Rights Plan in accordance with the ASX Listing Rules and having regard to any disposal restrictions.

(f) **Assignment**

Performance rights are not transferable or assignable without the prior written approval of the Board.

(g) **Administration**

The Performance Rights Plan is administered by the Board, or its delegates, in accordance with the rules of the Performance Rights Plan. The Board may make regulations and policies for operating and administering the Performance Rights Plan provided that such regulations and policies are consistent with the rules of the Performance Rights Plan.

(h) **Termination and Amendment**

The Performance Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the ASX Listing Rules, the Board may vary the rules of the Performance Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding performance rights.

12.4 Directors' Recommendation

Resolution 11 is an ordinary resolution.

The Directors recommend that Shareholders vote in favour of Resolution 11.

The chair intends to vote undirected proxies in favour of Resolution 11.

12.5 Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) any person who is eligible to participate in the Performance Rights Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written communication 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on the resolution unless:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or

- (b) the person is the chair and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution, and votes as a proxy appointed by writing that expressly authorises the chair to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

13. Resolution 12 – Approval of Additional 10% Placement Capacity

13.1 Background

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution passed at its annual general meeting to have the capacity to issue Equity Securities comprising up to 10% of its issued capital (**10% Placement Capacity**) in addition to its 15% placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

The Company is seeking Shareholder approval by special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity.

If Shareholders approve Resolution 12, the Directors will be able to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (defined below) without further Shareholder approval and without using the Company's 15% Placement Capacity. The number of Equity Securities able to be issued under the 10% Placement Capacity will be determined at the time of issue in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see section 13.2(c) below).

Resolution 12 is a special resolution and therefore requires at least 75% of the votes cast by Shareholders eligible to vote on Resolution 12 to be in favour of the resolution for it to be passed.

If Resolution 12 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval. The Company will be limited to the 15% Placement Capacity to issue Equity Securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

13.2 ASX Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the date of the annual general meeting at which the entity is seeking approval of the 10% Placement Capacity.

As at the date of this Notice of Annual General Meeting, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$43.5 million, based on the closing price of Shares of \$0.061 on 18 September 2026.

(b) What Equity Securities can be issued?

Any Equity Security issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice of Annual General Meeting, the Company has on issue three quoted classes of Equity Securities being:

- Shares;
- Options expiring on 29 January 2028; and
- Options expiring on 9 July 2030.

(c) **How many Equity Securities can be issued?**

Under ASX Listing Rule 7.1A.2, if Shareholders approve Resolution 12 then the Company may issue or agree to issue, during the 10% Placement Period (defined below), a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement to issue:
- (a) plus the number of fully paid Shares issued in the 12 months:
 - under an exception in ASX Listing Rule 7.2 (other than Exceptions 9, 16 or 17);
 - on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:
 - the convertible securities were issued or agreed to be issued before the 12 month period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
 - the agreement was entered into before the 12 month period; or
 - the agreement or issue was approved, or taken under the ASX Listing Rules to be approved, under ASX Listing Rule 7.1 or 7.4; and
 - with Shareholder approval under ASX Listing Rule 7.1 or 7.4. (this does not include any issue of Shares under the Company's 15% Placement Capacity without Shareholder approval);
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months; and
 - (c) less the number of fully paid Shares cancelled in the 12 months.
- Note that 'A' has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% Placement Capacity.*
- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under ASX Listing Rule 7.1 or 7.4.

(d) **Interaction between ASX Listing Rules 7.1 and 7.1A**

The ability of the Company to issue Equity Securities under ASX Listing Rule 7.1A will be in addition to its 15% Placement Capacity.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under ASX Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the securities are not issued within 10 Trading Days of the date described directly above, the date on which the securities are issued,
- (Minimum Issue Price).**

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or

- (iii) the time and date of Shareholder approval of a transaction under ASX Listing Rules 11.1 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), **(10% Placement Period)**.

13.3 Technical information required under ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Capacity:

(a) **Period for issues**

The Company will only issue Equity Securities under the 10% Placement Capacity during the 10% Placement Period (see section 13.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Capacity, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (see section 13.2(e) above).

(c) **Purposes of issues**

The Company may seek to issue Equity Securities under the 10% Placement Capacity in order to raise funds for the acceleration of product development for commercialisation of the Company's SiBrick™ and SiBox® products, its Aurora Project, and development of its SiNTL technology.

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

Shareholders should note that there is a risk that:

- (i) the market price for the Company's quoted Equity Securities may be significantly lower on the date of issue of Equity Securities under the 10% Placement Capacity than on the date of the Meeting; and
- (ii) Equity Securities may be issued under the 10% Placement Capacity at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue, which may have an effect on the amount of funds raised by the issue of the Equity Securities under the 10% Placement Capacity.

If Resolution 12 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table.

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in ASX Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.031 50% decrease in Current Market Price	\$0.061 Current Market Price	\$0.122 100% increase in Current Market Price
714,389,803 Shares Variable A	10% Voting Dilution	71,438,980 Shares	71,438,980 Shares	71,438,980 Shares

Share on issue (Variable A in ASX Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.031 50% decrease in Current Market Price	\$0.061 Current Market Price	\$0.122 100% increase in Current Market Price
	Funds raised	\$2,178,889	\$4,357,778	\$8,715,556
1,071,584,704 Shares 50% increase in Variable A	10% Voting Dilution	107,158,470 Shares	107,158,470 Shares	107,158,470 Shares
	Funds raised	\$3,268,333	\$6,536,667	\$13,073,333
1,428,779,606 Shares 100% increase in Variable A	10% Voting Dilution	142,877,960 Shares	142,877,960 Shares	142,877,960 Shares
	Funds raised	\$4,357,778	\$8,715,556	\$17,431,111

Notes:

The table above has been prepared on the following assumptions:

- the issue price is the current market price \$0.061 , being the closing price of the Shares on ASX on 18 September 2026, being the latest practicable date before finalising this Notice of Annual General Meeting;
 - the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
 - no convertible securities (including any issued under the 10% Placement Capacity) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - the issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted options, it is assumed that those quoted options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity.

(e) **Allocation policy**

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

- (iii) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (iv) the effect of the issue of the Equity Securities on the control of the Company;
- (v) financial situation and solvency of the Company; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issue of Equity Securities in the past 12 months**

The Company previously obtained shareholder approval for the additional Placement Capacity at the 2025 AGM held on 19 November 2025 (**Previous Approval**).

Since that approval, the Company has issued 33,570,440 Shares pursuant to the Previous Approval (**Previous Approval Shares**). The Previous Approval Shares were issued pursuant to the Placement announced by the Company on 23 June 2026, and were issued on 6 July 2026 at an issue price of \$0.10, which are subject to approval for the purposes of ASX Listing Rule 7.4 pursuant to Resolution 3 of this Notice of Annual General Meeting.

The Company discloses the following information as required by Listing Rule 7.3A.6:

- (vii) The total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 since the Previous Approval was 33,570,440 Shares. This represented 10.25% of the number of Shares on issue as at the date of the Previous Approval (which was 327,382,525).
- (viii) The Shares issued using the Additional Placement Capacity were issued to sophisticated and professional investors introduced by the Lead Manager to the June 2026 Placement. None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time).
- (ix) The Previous Approval Shares issued using the Additional Placement Capacity were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (x) The Previous Approval Shares issued using the Additional Placement Capacity were issued at an issue price of \$0.10 each, which represented a discount of 23% to the last closing price on 18 June 2026 (being the latest trading day before the trading halt preceding the announcement of the Placement), and a 14% premium to the 30 day VWAP as at that date being \$0.0856.
- (xi) The Company received total cash consideration of \$3,357,044 (before costs of the offer) from the issue of the Previous Approval Shares issued using the Additional Issuance Capacity. Funds raised will provide the Company with financial flexibility to progress its drone, defence and aviation transaction with Energia 2000. The funds will also allow the Company to progress its space and satellite transaction with Orbit Boy into this growing lucrative market. Lastly, the funds will allow the Company to progress other potential opportunities in the defence, drone, satellite, aviation, robotics and autonomous sector, including some potential early revenue opportunities. As at the date of this notice the proceeds of the Previous Approval Shares have not been spent.

(g) **Voting Exclusion Statement**

At the date of this Notice of Annual General Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

13.4 **Directors' Recommendation**

Resolution 12 is a special resolution.

The Directors recommend that Shareholders vote in favour of Resolution 12.

The chair intends to vote undirected proxies in favour of Resolution 12.

GLOSSARY

In this Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

10% Placement Period has the meaning given to that term in section 13.2(f).

10% Placement Capacity has the meaning given to that term in section 13.1.

15% Placement Capacity has the meaning given to that term in section 13.1.

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).

ASX Listing Rules means the ASX Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Board means the Board of Directors from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means 1414 Degrees Limited (ACN 138 803 620).

Constitution means the constitution of the Company from time to time.

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

Directors means the Directors of the Company from time to time and **Director** means any one of them.

Equity Securities has the same meaning as in the ASX Listing Rules.

Explanatory Memorandum means this explanatory memorandum.

Key Management Personnel has the meaning given to that term in the Corporations Act.

Shareholder means a holder of Shares in the Company.

Shares means fully paid ordinary shares in the capital of the Company and **Share** means any such share.

Trading Day has the meaning given in the ASX Listing Rules.

VWAP means volume weighted average market price.

SCHEDULE 1 – Terms and Conditions of the Free Attaching Options and Broker Options

- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- **Exercise Price:** The Exercise Price for each Option is \$0.18 per Share.
- **Expiry Date:** Each Option will expire at 5.00 pm (AEST) on the day that is 48 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
- **Exercise period:** The Options are exercisable at any time from the date of issue until 5.00 pm on the Expiry Date (AEST).
- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Optionholder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** Except where the Options are quoted on ASX, the Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Optionholder with the Company's consent.
- **Quotation:** The Company intends to apply to ASX for official quotation of the Options.
- If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within five business days of issue.

SCHEDULE 2 – Terms and Conditions of the Advisory Board Member Options

- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- **Exercise Prices and Expiry Dates:** The Exercises Price and Expiry Dates are:
 - (a) for 1,000,000 Options: the Exercise Price is \$0.20 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2028.
 - (b) for 2,500,000 Options: the Exercise Price is \$0.30 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2028.
 - (c) for 1,000,000 Options: the Exercise Price is \$0.25 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2029.
 - (d) for 1,000,000 Options: the Exercise Price is \$0.30 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2029.
 - (e) for 2,500,000 Options: the Exercise Price is \$0.40 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2029.
 - (f) for 2,000,000 Options: the Exercise Price is \$0.50 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2029.
 - (g) for 500,000 Options: the Exercise Price is \$0.50 per Share and each Option will expire at 5.00 pm (AEST) on 30 June 2030.

An Option not exercised before that expiry date will automatically lapse on that Expiry Date.

- **Exercise period:** The Options are exercisable at any time from the date of issue until 5.00 pm on the Expiry Date (AEST).
- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Optionholder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** The Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Optionholder with the Company's consent.

- **Quotation:** The Company will not apply for quotation of the Options on ASX.
- If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within five business days of issue.

SCHEDULE 3 – Terms and Conditions of the Options to Directors and Company Secretary

- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price (if applicable).
- **Vesting, Exercise Period and Exercise Price of 4,000,000 options to be issued to the Executive Chair, 1,250,000 options to be issued to each Non-Executive Director and 750,000 options to be issued to the Company Secretary:**
 - (a) **(Vesting)** Subject to paragraph (b) immediately below, each option will vest upon the 30 Trading Day VWAP of Shares being \$0.06.
 - (b) **(Exercise Period)** Each option will expire at 5.00 pm (AEST) on the day that is 36 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
 - (c) **(Exercise Price)** Each option does not have an Exercise Price.
- **Vesting, Exercise Period and Exercise Price of 4,000,000 options to be issued to the Executive Chair, 1,250,000 options to be issued to each Non-Executive Director and 750,000 options to be issued to the Company Secretary:**
 - (a) **(Vesting)** Subject to paragraph (b) immediately below, each option will vest upon the 30 Trading Day VWAP of Shares being \$0.10.
 - (b) **(Exercise Period)** Each option will expire at 5.00 pm (AEST) on the day that is 36 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
 - (c) **(Exercise Price)** Each option does not have an Exercise Price.
- **Vesting, Exercise Period and Exercise Price of 4,000,000 options to be issued to the Executive Chair, 1,250,000 options to be issued to each Non-Executive Director and 750,000 options to be issued to the Company Secretary:**
 - (a) **(Vesting)** Subject to paragraph (b) immediately below, each option will vest upon the 30 Trading Day VWAP of Shares being \$0.14.
 - (b) **(Exercise Period)** Each option will expire at 5.00 pm (AEST) on the day that is 36 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
 - (c) **(Exercise Price)** Each option does not have an Exercise Price.
- **Exercise Period and Exercise Price of 5,530,000 options to be issued to the Executive Chair, 1,720,000 options to be issued to each Non-Executive Director and 1,030,000 options to be issued to the Company Secretary:**
 - (a) **(Exercise Period)** Each option will expire at 5.00 pm (AEST) on the day that is 36 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
 - (b) **(Exercise Price)** The Exercise Price is \$0.07 per Share.
- **Exercise Period and Exercise Price of 5,530,000 options to be issued to the Executive Chair, 1,720,000 options to be issued to each Non-Executive Director and 1,030,000 options to be issued to the Company Secretary:**
 - (a) **(Exercise Period)** Each option will expire at 5.00 pm (AEST) on the day that is 36 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
 - (b) **(Exercise Price)** The Exercise Price is \$0.10 per Share.

- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with (if applicable) payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and (if applicable) for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Optionholder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** The Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Optionholder with the Company's consent.
- **Quotation:** The Company will not apply for quotation of the Options on ASX.
- If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within five business days of issue.



1414 DEGREES LIMITED
ABN 57 138 803 620

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SCALABLE
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STORAGE™**

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+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

14D

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 **11:30am (Adelaide time) on Monday, 9 November 2026.**

Proxy Form

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:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

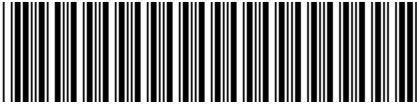


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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 1414 Degrees Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 1414 Degrees Limited to be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich, SA 5065 on Wednesday, 11 November 2026 at 11:30am (Adelaide time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7, 8, 9 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8, 9 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7, 8, 9 and 11 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			For	Against	Abstain
1	Adoption of the Remuneration Report for the year ended 30 June 2026	☐	☐	☐	9	Issue of Options to Non-Executive Director - Mr Graham Dooley	☐	☐	☐
2	Re-election of Mr Randolph Bowen as a Director	☐	☐	☐	10	Issue of Options to Company Secretary – Ms Katelyn Adams	☐	☐	☐
3	Approval of Previous Issue of Placement Shares	☐	☐	☐	11	Approval to Issue Securities Under the Company's Performance Rights Plan	☐	☐	☐
4	Approval of Previous Issue of Free Attaching Options	☐	☐	☐	12	Approval of Additional 10% Placement Capacity	☐	☐	☐
5	Approval of Previous Issue of Broker Options	☐	☐	☐					
6	Approval of Previous Issue of Equity Securities to Advisory Board Members	☐	☐	☐					
7	Issue of Options to Executive Chair - Dr Kevin Moriarty	☐	☐	☐					
8	Issue of Options to Non-Executive Director - Mr Randolph Bowen	☐	☐	☐					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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

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Computershare

