

**The Calmer Co International Limited
ACN 169 441 874**

Notice of Annual General Meeting

**The Annual General Meeting of the Company will be held at
offices of HWL Ebsworth Lawyers, at Level 22, 360 Queen St, Brisbane,
Queensland, on Thursday, 12 November 2026 at 9:30am (AEST).**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the
Company Secretary by telephone on +61 7 3844 1010.**

Shareholders are encouraged to vote by lodging the proxy form attached to the Notice

The Calmer Co International Limited
ACN 169 441 874
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of The Calmer Co International Limited will be held at offices of HWL Ebsworth Lawyers, at Level 22, 360 Queen St, Brisbane, Queensland, on Thursday, 12 November 2026 at 9:30am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form together form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1. Annual Report

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

No resolution is required to be passed on this item.

2. Resolutions

Resolution 1 – Remuneration Report

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

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

Short Explanation

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Mr James S Tonkin

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

'That Mr James S Tonkin, who retires by rotation in accordance with Article 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, and, being eligible and

offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Re-election of Director – Mr Karl Schlobohm

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

'That Mr Karl Schlobohm, who retires in accordance with Article 14.4 of the Constitution, and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of 10% Placement Facility

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

'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the accompanying Explanatory Statement.'

Resolution 5 – Renewed Approval of Employee Securities Incentive Plan

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

'That the existing employee incentive scheme of the Company known as the "Employee Securities Incentive Plan" last approved at the annual general meeting held 28 November 2025 and the issue of Securities under that plan are approved under and for the purposes of exception 13(b) of Listing Rule 7.2 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Director Options to Mr Zane Yoshida

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 125,000,000 Options expiring on 12 November 2029 to Mr Zane Yoshida (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Resolution 7 – Approval to issue Director Options to Mr James Tonkin

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 18,000,000 Options expiring on 12 November 2029 to Mr James Tonkin (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Resolution 8 – Approval to issue Director Options to Mr Griffon Emose

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 14,000,000 Options expiring on 12 November 2029 to Mr Griffon Emose (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Resolution 9 – Approval to issue Director Options to Mr Karl Schlobohm

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 14,000,000 Options expiring on 12 November 2029 to Mr Karl Schlobohm (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Resolution 10A – Ratification of Placement Shares under Listing Rule 7.1

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 151,307,532 Placement Shares previously issued under the Company's Listing Rule 7.1 issue capacity on the terms and conditions set out in the Explanatory Statement."

Resolution 10B – Ratification of Placement Shares under Listing Rule 7.1A

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 305,835,326 Placement Shares previously issued

under the Company's Listing Rule 7.1A (additional 10%) issue capacity on the terms and conditions set out in the Explanatory Statement."

Resolution 11 – Approval to issue Placement Options

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 457,142,858 Placement Options exercisable at \$0.007 and expiring 3 years from the date of issue to subscribers of Placement Shares, on the terms and conditions set out in the Explanatory Statement".

Resolution 12 – Ratification of issue of Lead Manager Shares to Lead Manager

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 5,000,000 Lead Manager Shares to Novus Capital previously issued under the Company's Listing Rule 7.1 issue capacity on the terms and conditions set out in the Explanatory Statement."

Resolution 13 – Approval to issue Lead Manager Options to Lead Manager

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue 5,000,000 Lead Manager Options exercisable at \$0.007 and expiring 3 years from the date of issue to Novus Capital, on the terms and conditions set out in the Explanatory Statement".

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 4, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the Placement Facility, by or on behalf of any persons who are 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 Shareholder), or any associate of those persons;
- (b) Resolution 5 by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any of their respective associates;
- (c) Resolution 6 - Resolution 9 (inclusive) by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme;

- (d) Resolution 10A and Resolution 10B by or on behalf of any person who participated in the issue of the Placement Shares or is a counterparty to the agreement being approved, or any of their respective associates;
- (e) Resolution 11 by or on behalf of any 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 Shareholder), or any of their respective associates;
- (f) Resolution 12 by or on behalf of any Novus Capital, who participated in the issue of the Lead Manager Shares or is a counterparty to the agreement being approved, or any of their respective associates
- (g) Resolution 13 by or on behalf of any 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 Shareholder), or any of their respective associates

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with 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, 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.

Shares held by or for an employee incentive scheme must only be voted on a Resolution under the Listing Rules if and to the extent that they are held for the benefit of a nominated participant in the scheme; the nominated participant is not excluded from voting on the Resolution under the Listing Rules; and the nominated participant has directed how the Shares are to be voted.

Voting prohibitions

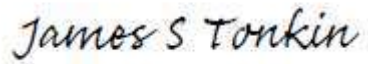
Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

A handwritten signature in black ink that reads "James S Tonkin". The signature is written in a cursive style with a clear, legible font.

Mr James S Tonkin
Non-Executive Chairman
The Calmer Co International Limited
Dated: 7 October 2026

The Calmer Co International Limited
ACN 169 441 874

(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at offices of HWL Ebsworth Lawyers, at Level 22, 360 Queen St, Brisbane, Queensland, on 12 November 2026 at 9:30 am (AEST) .

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr James S Tonkin
Section 6	Resolution 3 – Re-election of Director – Mr Karl Schlobohm
Section 7	Resolution 4 – Approval of 10% Placement Facility
Section 8	Resolution 5 – Renewed Approval of Employee Securities Incentive Plan
Section 9	Resolution 6 – Approval to issue Director Options to Mr Zane Yoshida
Section 9	Resolution 7 – Approval to issue Director Options to Mr James Tonkin
Section 9	Resolution 8 – Approval to issue Director Options to Mr Griffon Emose
Section 9	Resolution 9 – Approval to issue Director Options to Mr Karl Schlobohm
Section 10	Resolution 10A & Resolution 10B – Ratification of Placement Shares
Section 11	Resolution 11 – Approval to issue Placement Options
Section 12	Resolution 12– Ratification of issue of Lead Manager Shares to Lead Manager
Section 13	Resolution 13– Approval to issue Lead Manager Options to Lead Manager

Schedule 1	Definitions
Schedule 2	Option terms
Schedule 3	Director Option terms
Schedule 4	Valuation of Director Options
Schedule 5	Summary of Plan

A Proxy Form is located at the end of the Explanatory Memorandum.

2. **Voting and attendance information**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 **Voting in person**

In accordance with Rule 13.16 of the Company's Constitution, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

2.2 **Voting by proxy**

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company's Share Registry no later 10 November 2026 at 9:30 am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the Proxy Form are outlined on the form.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is

directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a Proxy Form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://thecalmerco.com/financial-reports>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

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

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting.

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

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Mr James Tonkin

5.1 General

The Company's Constitution provides that at the annual general meeting one-third of the Directors for the time being must retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. This is consistent with ASX Listing Rules 14.4 and 14.5.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Mr James Tonkin, having been appointed as a director of the Company on 7 November 2025, will retire in accordance with the Constitution and relevant ASX Listing Rules, and being eligible, seeks re-election.

If Resolution 2 is passed, Mr Tonkin will be re-appointed as a Non-Executive Chairman of the Company.

If Resolution 2 is not passed, Mr Tonkin will not be appointed as a Director and will retire at the end of the Meeting.

5.2 Qualifications and other material directorships

Mr Tonkin is a retired private branding agency owner with more than 40 years of experience in building and developing food and beverage brands, particularly those in the United States marketplace. Over the course of his career, he has founded, grown and successfully exited

numerous businesses, bringing deep expertise in brand strategy, product marketability, and consumer engagement.

With extensive experience consulting to household-name brands globally, Mr Tonkin has served on over 100 boards, providing strategic guidance across brand development, marketing and growth execution.

5.3 **Board recommendation**

Resolution 2 is an ordinary resolution.

The Board (other than Mr Tonkin) recommends that Shareholders vote in favour of Resolution 2 on the basis that Mr Tonkin's skills and experience have and will continue to support the Company in achieving its strategic objectives.

6. **Resolution 3 – Re-election of Director – Mr Karl Schlobohm**

6.1 **General**

Mr Schlobohm was appointed as a director of the Company to fill a casual vacancy. The Company's Constitution provides that any director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Karl Schlobohm, having been appointed as Non-Executive Director of the Company on 8 April 2026, will retire in accordance with the Constitution and relevant ASX Listing Rules, and being eligible, seeks re-election.

If Resolution 3 is passed, Mr Schlobohm will be appointed as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr Schlobohm will not be appointed as a Director and will retire at the end of the Meeting.

6.2 **Qualifications and other material directorships**

Karl Schlobohm was appointed to the Board on 8 April 2026. He is a Chartered Accountant with over 30 years' experience across a wide range of industries and businesses. He runs his own boutique practice focussing on the provision of corporate services to listed and emerging companies, capitalising on his extensive experience with financial accounting, corporate governance, and numerous public company executive and board roles.

Karl holds Bachelor's degrees in Commerce (UQ) and Economics (UQ), a Masters of Taxation (UNSW), and a Diploma of Forensic Accounting (QUT). He is also a Fellow of the Governance Institute of Australia. He is currently the CFO / Company Secretary of ASX-listed Gold Hydrogen Ltd and a Non-Executive Director of the Australian Shareholders' Association.

6.3 **Board recommendation**

Resolution 3 is an ordinary resolution.

The Board (other than Mr Schlobohm) recommends that Shareholders vote in favour of Resolution 3 on the basis that Mr Schlobohm's skills and experience have and will continue to support the Company in achieving its strategic objectives.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

Broadly speaking, and subject to a number of exceptions, 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 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% (**Placement Facility**).

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Placement Facility during the Placement Period (refer to Section (e) below). The number of Equity Securities to be issued under the Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$5.3 million, based on the closing price of Shares \$0.001 on 29 September 2026.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, only the Company's fully paid ordinary shares are quoted.

(c) How many Equity Securities can be issued?

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

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

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity 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 Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

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

Shareholder approval of the Placement Facility under 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 date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Placement Period).

(f) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3A

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the Placement Facility during the Placement Period (refer to Section (e) above).

Shareholder approval of the Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section (d) above).

(c) **Purposes of issues under Placement Facility**

The Company may seek to issue Equity Securities under the Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition) and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

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

Shareholders should note that there is a risk that:

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

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the table below (in the case of Options, only if the Options are converted into Shares).

The table below 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 Listing Rule 7.1A.2 as at the date of the Notice (**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 increased by 100% and decreased by 50% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0005 50% decrease in issue price	\$0.001 Current Market Price	\$0.002 100% increase in issue price
5,339,063,330 Shares Current Variable A	10% Voting Dilution	533,906,333	533,906,333	533,906,333
	Funds raised	\$266,953.16	\$533,906.33	\$1,067,812.67
8,008,594,995 Shares 50% increase in Variable A	10% Voting Dilution	800,859,499	800,859,499	800,859,499
	Funds raised	\$400,429.75	\$800,859.50	\$1,601,719.00
10,678,126,660 Shares 100% increase in Variable A	10% Voting Dilution	1,067,812,666	1,067,812,666	1,067,812,666
	Funds raised	\$533,906.33	\$1,067,812.67	\$2,135,625.33

Notes:

1. 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting.
2. 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%.
3. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

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

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

The allottees under the Placement Facility have not been determined as at the date of the Notice 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) **Issues in the past 12 months**

Since the Company's Annual General Meeting in 2024, the Company issued 305,835,326 Shares under Listing Rule 7.1A, the particulars being as follows:

Issue of Placement Shares	
Class/Type of equity security	Ordinary
Summary of terms	The placement was conducted at \$0.0035 per share through the issue of 457,142,858 fully paid ordinary shares, with participants receiving one free attaching option for every one share subscribed, exercisable at \$0.007 with a three-year term.
Names of persons who received securities or basis on which those persons were determined	Sophisticated and existing investors identified by Novus Capital Limited.
Date of Issue	19 March 2026
Number Issued	305,835,326
Price at which equity securities were issued	\$0.0035
Discount to market price (if any)	20% discount to the Company's 15 day VWAP of \$0.0044
Total cash consideration received	\$1,600,000
Amount of consideration spent and description of expenditure/intended use for remaining consideration (if any)	\$1,600,000. Funds raised were deployed to accelerate growth across the Company's highest performing channels, including: • Inventory build to support large-scale US wholesale supply contracts; • Sales, distribution and marketing expansion across Amazon USA, direct-to-consumer and Australian retail and • General working capital and costs of the offer.
Total non-cash consideration (current value)	Nil

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under 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.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 **Board recommendation**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors recommend that Shareholders vote in favour of Resolution 4, as this will enable the Company to have flexibility in respect of future capital raising activities.

8. Resolution 5 – Renewed Approval of Employee Securities Incentive Plan

8.1 General

The Company considers that it is desirable to maintain an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 5 seeks Shareholders' renewed approval for the adoption of the employee incentive scheme titled 'Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 5. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

8.2 Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

If Resolution 5 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants without using the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

8.3 Specific information required by Listing Rule 7.2, exception 13(b)

Under and for the purposes of Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Schedule 5;
- (b) Since the Plan was last approved by Shareholders on 28 November 2025, no Equity Securities have been issued under the terms of the Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following approval of Resolution 5 shall not exceed 350,000,000 Equity Securities

- (d) a voting exclusion statement is included in the Notice.

8.4 **Board recommendation**

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

9. **Resolution 6 - Resolution 9 (inclusive): Approval of the Director Options to Related Parties**

9.1 **Background**

The Company is proposing, subject to shareholder approval, to issue up to a total of 171,000,000 Director Options to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees)

Resolution 6 - Resolution 9 (inclusive) seek Shareholder approval for the proposed issue of:

- (a) 62,500,000 Tranche 1 Director Options, and 62,500,000 Tranche 2 Director Options to Mr Zane Yoshida (or his nominee(s));
- (b) 9,000,000 Tranche 1 Director Options, and 9,000,000 Tranche 2 Director Options to Mr James Tonkin (or his nominee(s));
- (c) 7,000,000 Tranche 1 Director Options, and 7,000,000 Tranche 2 Director Options to Mr Griffon Emose (or his nominee(s)); and
- (d) 7,000,000 Tranche 1 Director Options, and 7,000,000 Tranche 2 Director Options to Mr Karl Schlobohm (or his nominee(s)).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Options are to be issued under the Plan. The terms and conditions of the Options to be issued are summarised in Schedule 3.

Resolution 6 - Resolution 9 (inclusive) seek Shareholder approval for the issue of up to a total of 171,000,000 Options under the Plan to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees), under and for the purposes of Listing Rule 10.14, and section 200E of the Corporations Act.

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

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- a) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain shareholder approval; or

- b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Messrs Yoshida, Tonkin, Emose and Schlobohm are Directors, and therefore, related parties of the Company.

Under section 208 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; 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. One exception to the general rule is where the benefit constitutes 'reasonable remuneration' in respect of the duties and responsibilities of the related party in the management of the public company.

The Board considers that, although the grant of the Director Options to the Directors constitutes the giving of a financial benefit to a related party of the Company, the granting of the Director Options does not require the approval of the Shareholders in general meeting under Chapter 2E of the Corporations Act, as it falls within the exception set out in section 211 of the Corporations Act, being that the benefit is remuneration to the Directors and is reasonable given both the Company's circumstances and the responsibilities involved in the office of the Directors.

Section 195(4) of the Corporations Act

Section 195(1) of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors who will be issued Director Options pursuant to Resolution 6 - Resolution 9 (inclusive) may have a material personal interest in the outcome of those Resolutions and the Directors may not be able to form a quorum to carry out the terms of Resolution 6 - Resolution 9 (inclusive). Accordingly, the Directors exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

9.3 Listing Rule 10.14

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

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

unless it obtains the approval of its shareholders.

The proposed issue of Options to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees) falls within Listing Rule 10.14.1 and does not fall within any of the exceptions in Listing Rule 10.16. It therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 6 - Resolution 9 (inclusive) seek the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.14, and section 200E of the Corporations Act.

If Resolution 6 - Resolution 9 (inclusive) are passed, the Company will be able to proceed with the respective issue of the Options to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees).

If Resolution 6 - Resolution 9 (inclusive) are not passed, the Company will not be able to proceed with the respective issue of the Options to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees).

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required. Accordingly, the issue of the Options will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

9.4 **Specific information required by Listing Rule 10.15**

Under and for the purposes of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Options:

- (a) the Options will be issued to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees);
- (b) each of Messrs Yoshida, Tonkin, Emose and Schlobohm are a related party of the Company under Listing Rule 10.14.1 by virtue of being a Director of the Company. In the event the Options are issued to the Director's respective nominees, those persons will fall into the category stipulated by Listing Rule 10.14.2;
- (c) a maximum of 171,000,000 Director Options are proposed to be issued to Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees) under the Plan. See Section 9.1 for further details regarding the maximum number of Director Options to be issued to each;
- (d) currently, each of Messrs Yoshida, Tonkin, Emose and Schlobohm's total remuneration packages are set out below:

Remuneration (per annum)	Zane Yoshida	Karl Schlobohm	Griffon Emose	James Tonkin
Salary and fees	\$270,112	\$40,000	\$40,000	\$50,000
Incentive payments	Nil	Nil	Nil	Nil
Superannuation	\$32,413	Nil	Nil	Nil
TOTAL	\$302,525	\$40,000	\$40,000	\$50,000

Notes:

- (i) The Company has valued the Director Options using a Black-Scholes valuation model, as set out in Schedule 4.

- (ii) The value of the Options the subject of Resolution 6 - Resolution 9 (inclusive) is not reflected in the table above.
- (e) no Securities have previously been issued to each of Messrs Yoshida, Tonkin, Emose and Schlobohm under the Plan;
- (f) the Director Options will be issued on the terms and conditions set out in Schedule 3. The Board considers that Director Options, rather than Shares, are an appropriate form of incentive on the basis that:
 - (i) the Director Options retain Messrs Yoshida, Tonkin, Emose and Schlobohm;
 - (ii) Shareholders can readily ascertain and understand the terms and conditions which are required to be satisfied for the Options to be exercised and the number of Shares to which they relate;
 - (iii) each of Messrs Yoshida, Tonkin, Emose and Schlobohm will only obtain the value of the Director Options and exercise the Director Options into Shares upon satisfaction of the relevant terms and conditions; and
 - (iv) the Director Options are simple to understand (i.e. each Director Option is a right to one Share) and are designed to attract, retain and align each of Messrs Yoshida, Tonkin, Emose and Schlobohm to the long term objectives of the Company;
- (g) the Company has prepared a valuation of the proposed Director Options to each of Messrs Yoshida, Tonkin, Emose and Schlobohm, the details have been set out in Schedule 4. In summary, it concludes that the total value of the Options proposed to be granted is: Mr Yoshida \$61,020; Mr Tonkin \$8,787; Mr Emose \$6,834; and Mr Schlobohm \$6,834, a total of \$83,475;
- (h) the Director Options will be issued no later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (i) the Director Options will be issued for nil cash consideration as part of Messrs Yoshida, Tonkin, Emose and Schlobohm remuneration packages;
- (j) a summary of the material terms of the Plan is set out in Schedule 5;
- (k) no loan will be provided to each of Messrs Yoshida, Tonkin, Emose and Schlobohm in relation to the issue of the Director Options;
- (l) details of any securities issued under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 6 - Resolution 9 (inclusive) are approved and who were not named in the Notice will not participate until approval is obtained under that rule; and
- (m) a voting exclusion statement is included in the Notice.

9.5 **Section 200E of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Each of Messrs Yoshida, Tonkin, Emose and Schlobohm hold 'managerial or executive offices' as their details are included in the Directors' Report by virtue of being Directors.

Under the terms and conditions of the Plan, under which the Options, the subject of Resolution 6 - Resolution 9 (inclusive), are proposed to be issued, circumstances in which the early exercise of the Director Options are permitted at the Board's discretion include (but are not limited to), amongst other things, termination or discontinuance of a participant's employment, engagement or office with the Company due to death, permanent incapacity, mental incapacity, redundancy, resignation, retirement or any other reason the Board decides, or in other circumstances where the Board exercises its discretion to allow early exercise, as well as change of control events.

The termination 'benefit' under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolution 6 - Resolution 9 (inclusive), the early exercise, in respect of the Options, upon the exercise of the Board's discretion or the Board determining to provide that the Options do not lapse but will continue and be exercised in the ordinary course.

Resolution 6 - Resolution 9 (inclusive) therefore also seek approval of any termination benefit that may be provided to each of Messrs Yoshida, Tonkin, Emose and Schlobohm under the terms and conditions of the Options proposed to be issued under Resolution 6 - Resolution 9 (inclusive).

9.6 **Specific information required by section 200E of the Corporations Act**

The value of the potential termination benefits cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Share price at the time of exercise and the number of Options that will be exercised or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the length of service of each of Messrs Yoshida, Tonkin, Emose and Schlobohm at the time they cease employment or office; and
- (b) the number of unexercised Director Options that each Messrs Yoshida, Tonkin, Emose and Schlobohm (or their respective nominees) holds at the time they cease employment or office.

At the relevant time, the Company believes that the termination benefits can be appropriately valued using the Black-Scholes valuation model.

9.7 **Board recommendation**

Resolution 6 - Resolution 9 (inclusive) are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 6 - Resolution 9 (inclusive) due to their material personal interests in the outcome of the Resolutions.

None of Messrs Yoshida, Tonkin, Emose and Schlobohm have voted on any resolutions of the Board in respect of the issue of any Securities the subject of Resolution 6 - Resolution 9 (inclusive).

10. Resolution 10A and 10B – Ratification of Placement Shares

10.1 General

On 26 February 2026, the Company announced that it had undertaken a placement to an existing and professional investor (**Placement Participant**) to raise approximately \$1,600,000 before costs (**Placement**) by the issue of 457,142,858 Shares at \$0.0035 each (**Placement Shares**). In addition, the Placement Participant received 1 free attaching Option exercisable at \$0.007 each on or before 2 October 2029 (**Placement Options**) for every 1 Placement Share, aggregating to 457,142,858 Placement Options.

The Company issued 151,307,532 Placement Shares to the Placement Participants using the Company's placement capacity under Listing Rule 7.1, and 305,835,326 to the Placement Participants using the Company's placement capacity under Listing Rule 7.1A, (**Placement Securities**) to raise \$1,600,000 (before costs)

Resolution 10A and 10B seek Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of the:

- (i) (in respect of Resolution 10A) the 151,307,532 Placement Shares issued under the Company's Listing Rule 7.1 issue capacity; and
- (ii) (in respect of Resolution 10B) the 305,835,326 Placement Shares under the Company's Listing Rule 7.1A issue capacity,

Ratification will refresh the Company's placement capacity under Listing Rules 7.1 and 7.1A.

10.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, 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 Listing Rule 7.1A, an eligible entity can seek approval from its Shareholders, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its Annual General Meeting (AGM) held on 28 November 2025.

The issue of the Placement Shares did not breach Listing Rules 7.1 and 7.1A at the time of issue.

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 Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

The issue of the 151,307,532 Placement Shares under the Company's Listing Rule 7.1 issue capacity (the **Issue**) does not fit within any of the exceptions in Listing Rule 7.2 and, as their issue has not yet been approved by Shareholders, the Issue effectively used up part of the Company's 15% limit under Listing Rule 7.1. Therefore, the Issue reduces the Company's

capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the Issue.

The issue of the 305,835,326 Placement Shares under the Company's Listing Rule 7.1A issue capacity does not fit within any of the exceptions in Listing Rule 7.2, and as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rule. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the 12-month period following the issue of the Placement Shares. 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 Listing Rule 7.1.

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

The effect of Shareholders passing Resolutions 10A and 10B will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 10A and 10B are passed:

- (i) (in respect of Resolution 10A) the 151,307,532 Placement Shares issued under the Company's Listing Rule 7.1 issue capacity will be excluded in calculating the Company's 15% placement capacity in Listing Rule 7.1,
- (ii) (in respect of Resolution 10B) the 305,835,326 Placement Shares under the Company's Listing Rule 7.1A issue capacity will be excluded in calculating the Company's 10% placement capacity in Listing Rule 7.1A,

in each case effectively increasing the number of Equity Securities, the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 10A or 10B are not passed:

- (iii) (in respect of Resolution 10A) the 151,307,532 Placement Shares issued under the Company's Listing Rule 7.1 issue capacity will continue to be included in calculating the Company's 15% placement capacity in Listing Rule 7.1,
- (iv) (in respect of Resolution 10B) the 305,835,326 Placement Shares under the Company's Listing Rule 7.1A issue capacity will continue to be included in calculating the Company's 15% placement capacity in Listing Rule 7.1,

in each case effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

10.3 **Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Securities:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Issue of Placement Shares was made to sophisticated investors identified by the Company. None of the investors are related parties, Key Management Personnel, substantial holders of, or advisors to, the Company, or associates of such persons, and are being issued 1% or more of the Company's current issued capital.
The number and class of securities the entity issued or agreed to issue and their material terms of Issue	457,142,858 Placement Shares as follows: (i) (Resolution 10A) 151,307,532 Placement Shares using the Company's available placement capacity under ASX Listing Rule 7.1; and (ii) (Resolution 10B) 305,835,326 Placement Shares using the Company's available placement capacity under ASX Listing Rule 7.1A.
The date or dates on which the securities were issued	19 March 2026
The price or other consideration the entity has received or will receive for the Issue	The Placement Shares were issued for \$0.0035 per Placement Share, raising \$1,600,000 in aggregate.
The purpose of the Issue, including the use or intended use of any funds raised by the Issue	Funds raised were deployed to accelerate growth across the Company's highest-performing channels, including: (i) Inventory build to support large-scale US wholesale supply contracts; (ii) Sales, distribution and marketing expansion across Amazon USA, direct-to-consumer and Australian retail and (iii) General working capital and costs of the offer.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

10.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 10A and 10B, as this will enable the Company to have flexibility in respect of future capital raising activities.

11. Resolution 11– Approval to issue

11.1 Background

The background in section 10.1 applies equally to Resolution 11.

11.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, 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 of the Placement Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. The issue of the Placement Options therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to proceed with the issue of the Placement Options and will issue the Placement Options no later than three months after the date of the Meeting, without reducing its available issue capacity under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

11.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

Name of person to whom securities will be issued	Participants of the Placement (see section 10.3 for additional information).
Number and class of securities to be issued	457,142,858 Placement Options
Summary of the material terms of the securities	The Placement Options are exercisable at \$0.007 each and expire 3 years from the date of issue, and otherwise, issued on the terms set out in Schedule 2
Date of issue	The Placement Options will be issued within 3 months of the Meeting, if approved by Shareholders.
Issue Price or other consideration that the Company will receive for the securities	The Placement Options are issued for nil cash consideration. If the Placement Options are exercised in full, the Company will receive \$3,200,000.
Purpose of the issue	One Placement Option is issued for each Placement Share subscribed for under the Placement. No funds will be raised by the issue of the Placement Options.
Voting exclusion	A voting exclusion statement for Resolution 11 is set out in the Notice of Meeting.

11.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 11 and recommends that Shareholders vote in favour of Resolution 11.

12. Resolution 12– Ratification of issue of Lead Manager Shares to Lead Manager

12.1 Background

On 26 February 2026, the Company announced the successful completion of the Placement, raising \$1,600,000 (before the costs). In connection with the placement (see background in section 10.1), the Company entered into a mandate with Novus Capital (**Lead Manager**), a

summary of the material terms of which are set out at Section 12.4 below (**Lead Manager Mandate**).

Pursuant to the lead Manager Mandate, the Company has issued to the Lead Manager 5,000,000 Shares (**Lead Manager Shares**), and agreed to issue 5,000,000 Options exercisable at \$0.007 each and expiring 3 years from the date of issue (subject to shareholder approval), as partial consideration for the lead manager services provided by the Lead Manager to the Company in connection with the Placement (**Lead Manager Options**).

Resolution 12 seeks the approval of Shareholders to ratify the agreement to issue the Lead Manager Shares under and for the purposes of Listing Rule 7.4.

12.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 10.2 above.

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

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 Listing Rule 7.1.

To this end, Resolution 12 seeks Shareholder approval to the agreement to issue Lead Manager Options under and for the purposes of Listing Rule 7.4.

If Resolution 12 is passed, the agreement to issue Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the agreement to issue of the Lead Manager Options.

If Resolution 12 is not passed, the agreement to issue Lead Manager Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12-month period following the agreement to issue of those Lead Manager Options.

12.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the agreement to issue the Lead Manager Options:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Company issued the Lead Manager Shares to the Lead Manager, who is not a related party of the Company.
The number and class of securities the entity issued or agreed to issue and their material terms of Issue	5,000,000 shares
The date or dates on which the securities were issued	19 March 2026

The price or other consideration the entity has received or will receive for the Issue	The Lead Manager Shares were issued as part consideration for lead manager services provided by the Lead Manager to the Company in relation to the Placement.
The purpose of the Issue, including the use or intended use of any funds raised by the Issue	The Lead Manager Shares were issued in accordance with the Lead Manager Mandate, a summary of the material terms of which are set out at Section 12.4 below
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

12.4 Summary of material terms of the Lead Manager Mandate

(a) Summary

The Company and the Lead Manager entered into a Lead Manager Mandate dated 8 September 2025, under which the Lead Manager agreed to lead manage the Placement. In consideration of these services, the Company has, amongst other matters, agreed to issue the Lead Manager Shares and Lead Manager Options.

(b) Fees and consideration

Under the Lead Manager Mandate, the Company has also agreed to pay the Lead Manager:

- (i) a placement fee of 6% of the amount raised under the placement;
- (ii) the issue of 5,000,000 Lead Manager Shares;
- (iii) the issue of up to 5,000,000 Lead Manager Options;
- (iv) a \$5,000 engagement fee; and
- (v) the issue of up to 5,000,000 Lead Manager Options;

The Lead Manager Mandate otherwise contains additional provisions, including warranties and indemnities in respect of the Company, which are considered customary for agreements of this nature.

12.5 Board recommendation

Resolution 12 is an ordinary resolution. The Board recommends that Shareholders vote in favour of Resolution 12

13. Resolution 13— Approval to issue Lead Manager Options to Lead Manager

13.1 Background

The background in section 12.1 applies equally to Resolution 13.

13.2 **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, 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 of the Lead Manager Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. The issue of the Lead Manager Options therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Lead Manager Options and will issue the Lead Manager Options no later than three months after the date of the Meeting, without reducing its available issue capacity under Listing Rule 7.1.

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options.

13.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

Name of person to whom securities will be issued	The Lead Manager, who is not a related party of the Company (see section 12.3 for additional information).
Number and class of securities to be issued	5,000,000 Lead Manager Options
Summary of the material terms of the securities	The Lead Manager Options are exercisable at \$0.007 each and expire 3 years from the date of issue, and otherwise, issued on the terms set out in Schedule 2.
Date of issue	The Lead Manager Options will be issued within 3 months of the Meeting, if approved by Shareholders.
Issue Price or other consideration that the Company will receive for the securities	The Lead Manager Options are issued for nil cash consideration. If the Lead Manager Options are exercised in full, the Company will receive \$35,000.
Purpose of the issue	The Lead Manager Shares were issued in accordance with the Lead Manager Mandate, a summary of the material terms of which are set out at Section 12.4 above
Voting exclusion	A voting exclusion statement for Resolution 13 is set out in the Notice of Meeting.

13.4 **Directors' Recommendation**

None of the Directors have a material personal interest in the subject matter of Resolution 13 and recommends that Shareholders vote in favour of Resolution 13.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
AEST	means Australian Eastern Standard Time, being the time in Brisbane, Queensland.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means The Calmer Co International Limited ACN 169 441 874.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director Options	means the Tranche 1 Director Options, and Tranche 2 Director Options.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling

the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager	has the meaning given in Section 12.1
Lead Manager Mandate	has the meaning given in Section 12.1.
Lead Manager Options	has the meaning given in Section 12.1.
Lead Manager Shares	has the meaning given in Section 12.1.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 7.2(d).
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 10.1
Placement Facility	has the meaning given in Section 7.1
Placement Options	has the meaning given in Section 10.1.
Placement Participants	has the meaning given in Section 10.1.
Placement Securities	has the meaning given in Section 10.1.
Plan	Has the meaning given in Section 8.1.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.

Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.
Tranche 1 Director Options	means the Options on the terms set out in Schedule 3
Tranche 2 Director Options	means the Options on the terms set out in Schedule 3.
VWAP	means volume weighted average market price.

Schedule 2 Options Terms

The following terms are applicable to each of the Placement Options and Lead Manager Options (**Option**):

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise will be \$0.007 (**Exercise Price**).

(c) **Expiry Date**

Options will expire at 5:00 pm (AEDT) on the date that is 3 years after the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**).

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the receipt of the Notice of Exercise (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under (s)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Ranking**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

The Options are not transferrable.

(l) **Quotation**

The Options are not quoted.

(m) **Amendment**

Subject to the Listing Rules and the Corporations Act, the terms of the Options may be amended by a special resolution of Shareholders.

Schedule 3 Director Option terms

The following terms are applicable to each of the Director Options (**Option**):

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise will be:

(i) in respect of the Tranche 1 Director Options, \$0.0025; and

(ii) in respect of the Tranche 2 Director Options, \$0.0035,

(**Exercise Price**).

(c) **Expiry Date**

Director Options will expire at 5:00 pm (AEDT) on 12 November 2029 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting**

The Director Options are subject to the following vesting conditions:

(i) the Tranche 1 Director Options vest on 12 November 2027; and

(ii) the Tranche 2 Director Options vest on 12 November 2028,

in each case subject to the holder remaining a Director, employee or officer of the Company on the relevant vesting date. A Director Option may only be exercised after it has vested and before the Expiry Date.

(e) **Leaver**

If the holder ceases to be a Director, employee or officer of the Company:

(i) as a Bad Leaver, all Director Options, whether vested or unvested, lapse immediately;

(ii) as a Good Leaver, all unvested Director Options lapse immediately unless the Board determines otherwise, and

(iii) vested Director Options remain exercisable until the Expiry Date.

Good Leaver means cessation due to death, permanent incapacity, redundancy, retirement with the consent of the Board, or failure to be re-elected or removal by Shareholders other than for misconduct.

Bad Leaver means any other cessation, including voluntary resignation or cessation for fraud, dishonesty, misconduct or breach of duty.

This clause applies in place of the leaver provisions of the Plan.

(f) **Exercise Period**

A Director Option may only be exercised after it has vested and before the Expiry Date (**Exercise Period**).

(g) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**).

(h) **Exercise Date**

A Notice of Exercise is only effective on and from the receipt of the Notice of Exercise (**Exercise Date**).

(i) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under (s)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) **Ranking**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(k) **Reconstruction of capital**

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

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(m) **Transferability**

The Options are not transferrable.

(n) **Quotation**

The Options are not quoted.

(o) **Amendment**

Subject to the Listing Rules and the Corporations Act, the terms of the Options may be amended by a special resolution of Shareholders.

Schedule 4 Valuation of Director Options

Valuation methodology

The Director Options have been valued using the Black-Scholes option pricing model, consistent with AASB 2 Share-based Payment. The key features of the approach are:

- Grant date: for the Director Options, grant date for AASB 2 purposes is expected to be the date of shareholder approval (12 November 2026), as the terms are not finalised until that approval is obtained. To be reviewed by the auditor in the ordinary course of its review and audit.
- Vesting conditions: vesting is based on continued service only, a non-market condition. Under AASB 2, non-market conditions are not reflected in the fair value per option; they affect only the number of options expected to vest and the period over which the expense is recognised.
- Expected life: the full 3 year term to expiry has been used. Because options may lapse on leaving, the realised life may be shorter; using the full term gives a higher, more conservative value. The options carry no market-based hurdle and are significantly out of the money, so early exercise is not expected to be optimal.
- Vesting: service-based vesting does not change the value per option under this approach. It changes only the period over which the AASB 2 expense is recognised (Tranche 1 over 12 months and Tranche 2 over 24 months).
- Dividends: the Company does not currently pay dividends; a nil dividend yield has been assumed.
- Each tranche has been valued separately as the exercise prices differ.

Value per option: sensitivity

Adopted values (4.97% risk-free rate, 110% volatility): \$0.000520 per Tranche 1 Director Option and \$0.000456 per Tranche 2 Director Option.

Sensitivity around the adopted inputs is shown below. Volatility is the dominant input. A movement of one basis point or two in the risk-free rate on the RBA F2 check has no material effect.

Tranche 1 (\$0.0025 exercise price): value per option

Risk-free rate	Vol 90%	Vol 100%	Vol 110%	Vol 120%	Vol 130%
4.50%	\$0.000391	\$0.000456	\$0.000517	\$0.000575	\$0.000628
4.97%	\$0.000394	\$0.000459	\$0.000520	\$0.000577	\$0.000630
5.50%	\$0.000397	\$0.000462	\$0.000523	\$0.000580	\$0.000633

Tranche 2 (\$0.0035 exercise price): value per option

Risk-free rate	Vol 90%	Vol 100%	Vol 110%	Vol 120%	Vol 130%
4.50%	\$0.000319	\$0.000387	\$0.000454	\$0.000516	\$0.000575
4.97%	\$0.000322	\$0.000390	\$0.000456	\$0.000519	\$0.000578
5.50%	\$0.000325	\$0.000394	\$0.000459	\$0.000522	\$0.000580

Value attributed per Director

At the adopted inputs (4.97% risk-free rate, 110% volatility; Tranche 1 \$0.000520 and Tranche 2 \$0.000456 per option):

Director	Options per tranche	Tranche 1 value	Tranche 2 value	Total value
Zane Yoshida	62,500,000	\$32,502	\$28,518	\$61,020
James Tonkin	9,000,000	\$4,680	\$4,107	\$8,787
Griffon Emose	7,000,000	\$3,640	\$3,194	\$6,834
Karl Schlobohm	7,000,000	\$3,640	\$3,194	\$6,834
Total	85,500,000	\$44,462	\$39,013	\$83,475

For context, the options have no intrinsic value at the reference price: the share price would need to rise 2.5 times (Tranche 1) and 3.5 times (Tranche 2) before exercise is in the money. The value above is time value only.

Schedule 5 Summary of Plan

A summary of the material terms of the Company's Plan is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and Performance Rights (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).

	Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Vesting of Convertible Securities	Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Exercise of Convertible Securities and cashless exercise	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at anytime following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

Restrictions on dealing with Convertible Securities	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.
Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) other than circumstances described in (b) below and subject to the Corporations Act and the Listing Rules, where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group) (Leaver), all unvested Convertible Securities will remain on foot and vest in the ordinary course as though the Participant was not a Leaver, subject to the Board's overriding discretion to determine an alternate treatment; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date.
Change of Control	If a Change of Control Event occurs unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value
Adjustment of Convertible Securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares

	as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Plan Shares	The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board. Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.
Rights attaching to Plan Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
Disposal restrictions on Plan Shares	If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Plan Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act. Restrictions are imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the

	acquisition or disposal of Shares by you during the time the holder has such information. Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Maximum Number of Securities	The maximum number of equity securities proposed to be issued under the Plan, following Shareholder approval, is 350,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Withholding	Subject to the Plan rules and applicable law, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid. To give effect to this, the relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable) the Withholding Amount.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan Duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event,

	then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

The Calmer Co International Limited | ABN 40 169 441 874

Your proxy voting instruction must be received by **9:30am (AEST) on Tuesday, 10 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

