AURORA LABS LTD
ACN 601 164 505
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	10.00am (AWST)
DATE:	Friday, 13 November 2026
PLACE:	The offices of HLB Mann Judd Level 4 130 Stirling Street Perth, Western Australia

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (AWST) on Wednesday, 11 November 2026.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Aurora Labs Ltd (the **Company**) will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth Western Australia on Friday, 13 November 2026 commencing at 10.00am (AWST) (the **Meeting**).

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 7 of this Notice to ensure their votes are counted.

The Explanatory Statement that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice.

Should circumstances change between the date of this Notice and the date of the Meeting, the Directors will update Shareholders with the proposed next steps.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary 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."*
>
> **Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

3. RESOLUTION 2 – ELECTION OF DIRECTOR – ANDREW BOTTRELL

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

> *"That, for the purposes of clause 12.3(i) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Andrew Bottrell having been appointed casually as a Director of the Company on 4 March 2026, retires and, being eligible, is elected as a Director of the Company."*

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ANDREW GARTH

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

> *"That, for the purposes of clause 12.3(c) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Andrew Garth, a Director, retires by rotation and, being eligible, is re-elected as a Director of the Company."*

5. RESOLUTION 4 – ELECTION OF DIRECTOR – REBEKAH LETHEBY

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

> *"That, for the purposes of clause 12.3(i) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Rebekah Letheby having been appointed casually as a Director of the Company on 14 November 2025, retires and, being eligible, is elected as a Director of the Company."*

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

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

7. RESOLUTION 6 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DAVID TRIMBOLI

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 Director Incentive Options to David Trimboli (or his nominee), on the terms and conditions set out in the Explanatory Statement."*

8. RESOLUTION 7 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO REBEKAH LETHEBY

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Director Incentive Options to Rebekah Letheby (or her nominee), on the terms and conditions set out in the Explanatory Statement."*

9. RESOLUTION 8 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO ANDREW BOTTRELL

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Director Incentive Options to Andrew Bottrell (or his nominee), on the terms and conditions set out in the Explanatory Statement."*

10. RESOLUTION 9 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO ANDREW GARTH

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Director Incentive Options to Andrew Garth (or his nominee), on the terms and conditions set out in the Explanatory Statement."*

11. RESOLUTION 10 – APPROVAL TO ISSUE DIRECTOR SHARES IN LIEU OF FEES TO DIRECTORS – DAVID TRIMBOLI

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

> *"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,330,220 Director Shares to David Trimboli (or his nominee(s)) in satisfaction of outstanding Directors' fees owing as at 31 August 2026, on the terms and conditions set out in the Explanatory Statement"*

12. RESOLUTION 11 – APPROVAL TO ISSUE DIRECTOR SHARES IN LIEU OF FEES TO DIRECTORS – ANDREW BOTTRELL

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

> *"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 359,276 Director Shares to Andrew Bottrell (or his nominee(s)) in satisfaction of outstanding Directors' fees owing as at 31 August 2026, on the terms and conditions set out in the Explanatory Statement"*

13. RESOLUTION 12 – ADOPTION OF THE COMPANY'S EMPLOYEE INCENTIVE PLAN

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

> *"That, for the purposes of Listing Rule 7.2, Exception 13(b) and for all other purposes, approval is given for the Company to adopt a new employee incentive scheme titled the Company's Employee Incentive Plan and to issue up to a maximum of 30,000,000 Securities under the Plan, on the terms and conditions set out in the Explanatory Statement."*

14. RESOLUTION 13 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass, the following resolution as a **special resolution**:

> *"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."*

15. RESOLUTION 14 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO ANDREW GARTH

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Performance Rights to Andrew Garth (or his nominees), on the terms and conditions set out in the Explanatory Statement."*

16. RESOLUTION 15 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO REBEKAH LETHEBY

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Performance Rights to Rebekah Letheby (or her nominees), on the terms and conditions set out in the Explanatory Statement."*

Dated: 14 September 2026

By order of the Board

SBuckley

Stephen Buckley
Company Secretary

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast: a) 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, regardless of the capacity in which the vote is cast; or b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution if: a) the voter 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: i. does not specify the way the proxy is to vote on this Resolution; and ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 6 – Issue of Director Incentive Options to David Trimboli **Resolution 7 – Issue of Director Incentive Options to Rebekah Letheby** **Resolution 8 – Issue of Director Incentive Options to Andrew Bottrell** **Resolution 9 – Issue of Director Incentive Options to Andrew Garth**	In accordance with section 224 of the Corporations Act, a vote on each of these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom that Resolution would permit a financial benefit to be given, or an associate of such a related party (Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of an Excluded Party. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 12 – Adoption of the Company's Employee Incentive Plan	A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and

	(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 14 – Approval to issue Performance Rights to Andrew Garth	A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 15 – Approval to issue Performance Rights to Rebekah Letheby	A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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

Resolution 6 – Issue of Director Incentive Options to David Trimboli	David Trimboli (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of David Trimboli (or his nominee) or those persons.
Resolution 7 – Issue of Director Incentive Options to Rebekah Letheby	Rebekah Letheby (or her nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Rebekah Letheby (or her nominee) or those persons.
Resolution 8 – Issue of Director Incentive Options to Andrew Bottrell	Andrew Bottrell (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Andrew Bottrell (or his nominee) or those persons.
Resolution 9 – Issue of Director Incentive Options to Andrew Garth	Andrew Garth (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Andrew Garth (or his nominee) or those persons.
Resolution 10 – Approval to issue Director Shares in lieu of fees to David Trimboli	David Trimboli (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of David Trimboli (or his nominee) or those persons.
Resolution 11 – Approval to issue Director Shares in lieu of fees to Andrew Bottrell	Andrew Bottrell (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Andrew Bottrell (or his nominee) or those persons.
Resolution 12 – Adoption of the Company's Employee Incentive Plan	Any person who is eligible to participate in the Employee Securities Incentive Plan or an Associate of that person (or his or her nominee) or those persons.
Resolution 14 – Approval to issue Performance Rights to Andrew Garth	Andrew Garth (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 15 – Approval to issue Performance Rights to Rebekah Letheby	Rebekah Letheby (or her nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

(ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

How to vote and ask questions

You may vote by attending the Meeting in person, or by proxy, attorney, personal representative or corporate representative, at the time, date and place set out above.

Shareholders will be able to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company, whether they are in relation to specific agenda items or about the business in general. Questions must be submitted in writing to the Company Secretary at stephen.buckley@auroralabs3d.com at least 48 hours before the Meeting.

Voting in person

If you attend the Meeting, please bring your personalised proxy form with you. The proxy form will help you to register at the Meeting. If you do not bring your proxy form with you, you will still be able to attend and vote at the Meeting but representatives from the Share Registry will need to verify your identity.

Voting by proxy

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@xcend.co;
- In person at Xcend, Level 2, 477 Pitt Street, Haymarket NSW 2000; or
- By post to Xcend Pty Ltd, PO Box R1905, Royal Exchange NSW 1225.

All proxy forms must be received by the Share Registry not later than **10.00am (AWST)** on **Wednesday, 11 November 2026**.

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

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

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, 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 at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of each Resolution, subject to and in accordance with the voting prohibition and voting exclusion statements set out in this Notice;

- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **10.00am (AWST)** on **Wednesday, 11 November 2026**.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the Company's share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)8 9434 1934.

EXPLANATORY STATEMENT

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

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All Resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast in person at the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 5 of this Notice.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Company's Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the auditor's report.

There is no requirement for Shareholders to vote on these statements and reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's auditor will be present for discussion purposes on matters of relevance to the audit. Written questions to the Company's auditor about:

(a) the conduct of the audit;

(b) the preparation and content of the auditor's report;

(c) accounting policies 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 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://www.auroralabs3d.com/investors/

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the company's remuneration report be adopted must be put to the shareholders. However, section 250R(3) of the Corporations Act provides that such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out a company's remuneration arrangements for its directors and senior management. The remuneration report is part of the directors' report contained in the annual financial report of a company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

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

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

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

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

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

2.1 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Board encourages Shareholders to apply the same level of diligence to voting on this Resolution as for the binding Resolutions. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – ANDREW BOTTRELL

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 12.3(i) of the Company's Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting. If the appointment is not confirmed, the person ceases to be a director at the conclusion of the annual general meeting.

Andrew Bottrell having been appointed as a Director under clause 12.2(b) by the other Directors on 4 March 2026 in accordance with the Company's Constitution will retire in accordance with clause 12.3(i) of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Election of Andrew Bottrell

(a) **Qualifications and other material directorships**

Major General Andrew Bottrell AO, CSC & Bar, DSM (retired) holds a Bachelor of Business and Master of Integrated Logistics Management from RMIT, A Master of Defence Studies from the University of Canberra, and a Master of Arts (Strategic Studies) from Deakin University, and is a graduate of the Harvard Business School Advanced Management Program.

Major General Bottrell is a highly respected senior Defence leader with more than 39 years of distinguished service in the Australian Army and broader national security sector. He graduated from the Royal Military College, Duntroon, in 1987, and throughout his career, he held increasingly complex command and staff appointments across the Army, the Joint Staff, and wider whole-of-government appointments.

In addition to operational deployments to Antarctica, East Timor, Iraq and Afghanistan, he also served on exchange with the US Army and completed a senior executive industry secondment with multinational corporations in the UK and US, further strengthening his international and commercial acumen.

On promotion to Major General, he was appointed Commander of the Joint Agency Task Force for Operation Sovereign Borders, leading Australia's complex whole-of-government counter-people smuggling operation. His final appointment between 2019-2023 was as Head of Land Systems Division within the Capability Acquisition and Sustainment Group, overseeing all acquisition in the Land Domain for the ADF, including the establishment of the Guided Weapons and Explosive Ordnance (GWEO) Enterprise.

Following his military career, Major General Bottrell founded Rockpool Partners, a boutique strategy and capital platform focusing on delivering national resilience outcomes across the pillars of National Security, critical infrastructure, and emergency management. He also serves as a part-time Industry Professor and Chair in Defence & Security Capabilities at Deakin University.

(b) **Term of office**

Andrew Bottrell has served as a Director since 4 March 2026.

(c) **Independence**

If elected, the Board considers that Andrew Bottrell will be an independent director within the Company.

(d) **Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Andrew Bottrell. Nothing was revealed by these checks that the Company considers material to a decision by Shareholders on whether or not to elect Andrew Bottrell as a Director.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Andrew Bottrell will be elected to the Board as a Non-Executive Director.

In the event that this Resolution is not passed, Andrew Bottrell will not continue on the Board as a Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.4 Directors' Recommendation

Having received an acknowledgement from Andrew Bottrell that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Andrew Bottrell since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors, (other than Andrew Bottrell) support the election of Andrew Bottrell and recommend that Shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ANDREW GARTH

4.1 General

Listing Rule 14.4 and clause 12.3(c) of the Company's Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Garth was last appointed as a Director of the Company on 8 October 2025as a non-executive director of the Company. In accordance with clause 12.3(c) of the Company's Constitution, Mr Garth will retire by rotation at the Annual General Meeting, and being eligible, will stand for re-election.

4.2 Election of Andrew Garth

Andrew Garth, who has served as a Director since 21 June 2024 and was appointed to the position of Executive Director – Strategy and Strategic Partnerships on 8 October 2025, seeks re-election.

(a) **Qualifications and other material directorships**

Andrew Garth holds qualifications in Bachelor of Engineering (Aerospace) – With Honours and Bachelor of Business (Administration) – With Distinction from RMIT.

Andrew brings a wealth of expertise to Aurora Labs Limited and currently serves as Managing Director of leading Defence Consultancy DIAS and holds formal qualifications as an aerospace engineer. Andrew has held significant roles including Senior Program Manager at GKN Aerospace, where he was instrumental in managing engineering projects on platforms such as the Joint Strike Fighter and civil platforms such as Airbus A380. His leadership positions in both industry and government, such as Member of the Victorian Government Defence Council, General Manager of the Department of Defence, Centre for Defence Industry

Capability, and Director of the Defence Industry Innovation Centre, have provided him with unique insights into the Defence, Aerospace and advanced manufacturing sectors.

With over two decades of experience, Andrew excels in leadership, strategic planning, inter-organisation collaboration, and stakeholder and government relations. His expertise aligns with Aurora's strategic focus on strengthening partnerships with Defence and Aerospace oriented clients. Mr Garth has had no other listed company directorships in the last 3 years.

(b) **Independence**

If elected, the Board considers that Andrew Garth will not be an independent director within the Company as Andrew holds the position of Executive Director – Strategy and Strategic Partnerships.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Andrew Garth will be re-elected to the Board as an Executive Director.

In the event that this Resolution is not passed, Andrew Garth will not continue on the Board as an Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4.4 Directors' Recommendation

The Directors, other than Andrew Garth who has a material personal interest in this Resolution, support the re-election of Andrew Garth and recommend that Shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – REBEKAH LETHEBY

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Rebekah Letheby, having been appointed by other Directors on 14 November 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Election of Rebekah Letheby

Rebekah Letheby, who has served as a Director since 14 November 2025 and was appointed to the position of Executive Director seeks election..

(a) **Qualifications and other material directorships**

Rebekah Letheby holds qualifications in a Bachelor of Commerce from UWA with majors in Accounting and Corporate Finance.

Rebekah brings over a decade of hands-on experience in additive manufacturing, complemented by five years working within Western Australia's mining industry, giving her a grounded, first-principles understanding of industrial process, operational discipline, and large-scale project delivery. This diverse background, spanning scientific, creative, and industrial disciplines, underpins her practical and versatile approach to leadership, and has translated into a strong foundation in project coordination, business operations, and stakeholder engagement. Rebekah has played a pivotal role in steering Aurora Labs through its recent phase of growth and commercial realignment to the Defence industry.

Under Rebekah's guidance, Aurora Labs has strengthened its technical programs and key industry partnerships, delivering key milestones such as the successful

demonstration of 3D-printed propulsion technology. Rebekah's leadership has focused on aligning the company's technical innovation with clear strategic and commercial objectives, ensuring that Aurora Labs continues to advance Australia's sovereign capability in high-performance manufacturing.

Her collaborative approach and emphasis on structure, governance, and execution have positioned the company for sustainable expansion across the aerospace and defence sectors, while supporting the talented engineering and technical teams driving Aurora Labs' breakthroughs.

(b) **Independence**

If elected, the Board considers that Rebekah Letheby will not be an independent director within the Company as Rebekah Letheby holds the position of Executive Director and Chief Operations Officer.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Rebekah Letheby will be elected to the Board as an Executive Director.

In the event that this Resolution is not passed, Rebekah Letheby will not continue on the Board as an Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5.4 Directors' Recommendation

The Directors, other than Rebekah Letheby who has a material personal interest in this Resolution, support the election of Rebekah Letheby and recommend that Shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

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

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

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 not included in the S&P/ASX 300 index and has a market capitalisation of $300 million or less and is therefore an Eligible Entity for these purposes. The Company's market capitalisation as at 11 September 2026 is $21.47 million.

6.2 Technical information required by ASX Listing Rule 14.1A

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

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

If this Resolution 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 ASX Listing

Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

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

6.3 Technical information required by ASX Listing Rule 7.3A

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

(a) **Date of Issue**

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

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

(ii) the time and date of the Company's next Annual General Meeting; and

(iii) the time and date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(**10% Placement Capacity Period**).

(b) **Minimum Price**

Any Equity Securities issued under the 10% Placement Capacity must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed 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 referred to in paragraph (b)(i) above, the date on which the Equity Securities are issued.

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

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration in which case if undertaken, the Company intends to use funds raised to support the Company's growth strategies and general working capital.

(d) **Risk of voting dilution**

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 11 September 2026.

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

		DILUTION			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.021	**$0.041**	**$0.062**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	523,619,656 Shares	52,361,965 Shares	$1,099,601	$2,146,840	$3,246,441
50% increase	785,429,484 Shares	78,542,948 Shares	$1,649,401	$3,220,260	$4,869,662
100% increase	1,047,239,312 Shares	104,723,931 Shares	$2,199,202	$4,293,681	$6,492,883

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

The table above uses the following assumptions:

1. This includes the 523,619,656 Shares on issue as at the date of this Notice. For the avoidance of doubt, this does not include the Director Shares to be issued subject to Shareholder approval under Resolutions 10 and 11:
2. The issue price set out above is the closing market price of the Shares on the ASX on 11 September 2026 (being $0.041). The Issue Price at a 50% increase and at a 50% decrease are each rounded to three decimal places, where required, prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

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

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities

could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

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

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Equity Securities under ASX Listing Rule 7.1A.2**

The Company obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 17 November 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 13 November 2025, the Company has not issued any Shares pursuant to the Previous Approval.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.3**

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

(i) state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and

(ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

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

6.4 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

6.5 Directors Recommendation

The Directors consider the approval of the 10% Placement Capacity to be in the best interests of the Company and recommend that Shareholders vote in favour of this Resolution to give effect to the approval.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

7. RESOLUTIONS 6 TO 9 – ISSUE OF DIRECTOR INCENTIVE OPTIONS TO DIRECTORS, DAVID TRIMBOLI, REBEKAH LETHEBY, ANDREW BOTTRELL AND ANDREW GARTH

7.1 General

These Resolutions seek Shareholder approval for the proposed issue of an aggregate of 18,000,000 unlisted Options on the terms and conditions set out in Schedule 1 (**Director**

Incentive Options) to David Trimboli, Rebekah Letheby, Andrew Bottrell and Andrew Garth, the Directors of the Company (or their nominee/s).

It is proposed that the Directors will receive the following Director Incentive Options:

(a) 6,000,000 unlisted Director Incentive Options on the terms and conditions outlined in Schedule 1 to David Trimboli (or his nominee/s), subject to Shareholder approval pursuant to Resolution 6;

(b) 4,000,000 unlisted Director Incentive Options on the terms and conditions outlined in Schedule 1 to Rebekah Letheby (or her nominee/s), subject to Shareholder approval pursuant to Resolution 7;

(c) 4,000,000 unlisted Director Incentive Options on the terms and conditions outlined in Schedule 1 to Andrew Bottrell (or his nominee/s), subject to Shareholder approval pursuant to Resolution 8; and

(d) 4,000,000 unlisted Director Incentive Options on the terms and conditions outlined in Schedule 1 to Andrew Garth (or his nominee/s), subject to Shareholder approval pursuant to Resolution 9.

7.2 Director Recommendation

Each of the Directors have a material personal interest in the outcome of these Resolutions, on the basis that all Directors (or their nominee(s)) are to be issued Director Incentive Options should these Resolutions be passed. For this reason, the Directors abstain from making a recommendation in relation to these Resolutions.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

7.3 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue of Director Incentive Options to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Director Incentive Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Incentive Options. Accordingly, Shareholder approval for the issue of Director Incentive Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

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

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

unless it obtains the approval of its shareholders.

The issue of Director Incentive Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

These Resolutions seek the required Shareholder approval for the issue of the Director Incentive Options under and for the purposes of Listing Rule 10.11.

7.5 Technical Information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of the Director Incentive Options on the terms and conditions within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Incentive Options (because approval is being obtained under Listing Rule 10.11 which falls under Listing Rule 7.2 Exception 14), the issue of the Director Incentive Options will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Director Incentive Options, in which case the Company may consider other forms of incentivising the Directors, which may include cash payments.

7.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to these Resolutions:

(a) the Director Incentive Options will be issued to David Trimboli, Rebekah Letheby, Andrew Bottrell and Andrew Garth (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as each is a related party of the Company by virtue of being a Director;

(b) any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of ASX Listing Rule 10.11.4;

(c) the maximum number of Director Incentive Options to be issued (being the nature of the financial benefit proposed to be given) is 18,000,000 and will be allocated as follows:

(i) 6,000,000 Director Incentive Options to be issued to David Trimboli (or his nominee/s);

(ii) 4,000,000 Director Incentive Options to be issued to Rebekah Letheby (or her nominee/s);

(iii) 4,000,000 Director Incentive Options to be issued to Andrew Bottrell (or his nominee/s); and

(iv) 4,000,000 Director Incentive Options to be issued to Andrew Garth (or his nominee/s).

(d) the terms and conditions of the Director Incentive Options are set out in Schedule 1;

(e) the Director Incentive Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(f) the issue price of the Director Incentive Options will be nil. The Company will not receive any other consideration in respect of the issue of the Director Incentive Options (other than in respect of funds received on exercise of the Director Incentive Options);

(g) the main purpose of the issue of the Director Incentive Options is to provide a retention incentive component in the remuneration package for the Directors to align

the interests of the Directors with those of Shareholders, to motivate and reward the long-term performance of the Directors in their roles and to provide a cost effective way for the Company to remunerate the Directors, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients;

(h) the Director Incentive Options are unquoted Director Incentive Options. The Company has agreed to issue the Director Incentive Options to the Directors subject to Shareholder approval pursuant to these Resolutions for the following reasons:

(i) the Director Incentive Options are unquoted; therefore, the issue of the Director Incentive Options has no immediate dilutionary impact on Shareholders;

(ii) the deferred taxation benefit available to the Directors on an issue of Director Incentive Options is also beneficial to the Company, as it means the Directors are not required to immediately sell the Director Incentive Options to fund a tax liability (as would be the case with an issue of Shares, where the liability arises on issue) and will instead continue to hold an interest in the Company;

(iii) the issue is a reasonable and appropriate method of providing cost-effective remuneration, as the non-cash form of the benefit allows the Company to spend a greater proportion of its cash reserves on its operations than if alternative cash forms of remuneration were provided to the Directors; and

(iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Incentive Options on the terms proposed;

(i) the number of Director Incentive Options to be issued to each of the Directors has been determined based upon a consideration of:

(i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(ii) the remuneration of the Directors; and

(iii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;

(j) the current total remuneration package for David Trimboli is $100,000 per annum, comprising of directors' fees/salary (exclusive of statutory superannuation or GST applicable), together with additional reimbursement benefits. The Director Incentive Options (which have been valued as per Schedule 2) have an estimated total value of $72,000;

(k) the current total remuneration package for Rebekah Letheby is $275,000 per annum, comprising of directors' fees/salary (excluding statutory superannuation), together with additional reimbursement benefits. The Director Incentive Options (which have been valued as per Schedule 2) have an estimated total value of $48,000;

(l) the current total remuneration package for Andrew Bottrell is $72,000 per annum, comprising of directors' fees/salary (exclusive of statutory superannuation or GST applicable), together with additional reimbursement benefits. The Director Incentive Options (which have been valued as per Schedule 2) have an estimated total value of $48,000;

(m) the current total remuneration package for Andrew Garth is $55,000 per annum comprising of directors' fees/salary (exclusive of statutory superannuation or GST applicable), together with additional reimbursement benefits. The Director Incentive Options (which have been valued as per Schedule 2) have an estimated total value of $48,000;

(n) the relevant interests of the Directors in securities of the Company as at the date of this Notice, excluding any interests in the Director Incentive Options contemplated by this Notice, are set out below:

As at the date of this Notice

Director	Shares[1]	Options/PRs	Undiluted[2]	Fully Diluted
David Trimboli	7,273,001	17,937,500[3]	1.39%	4.16%
Rebekah Letheby	940,907	10,500,000[4]	0.18%	1.89%
Andrew Bottrell	-	2,500,000[5]	-	0.41%
Andrew Garth	1,660,000	10,500,000[6]	0.32%	2.01%

Post-issue of the Director Incentive Options to Directors

Director	Shares[1]	Options/PRs
David Trimboli	7,273,001	23,937,500
Rebekah Letheby	940,907	14,500,000
Andrew Bottrell	-	6,500,000
Andrew Garth	1,660,000	14,500,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: A3D).
2. Based on 523,619,656 Shares on issue as at the date of this Notice.
3. 437,500 Unquoted Options exercisable at $0.14 each on or before 6 November 2027; 5,000,000 Unquoted Options exercisable at $0.10 each on or before 24 November 2028; 5,000,000 Unquoted Options exercisable at $0.15 each on or before 24 November 2028; 7,500,000 Unquoted Options exercisable at $0.14 each on or before 10 April 2028.
4. 3,000,000 Unquoted Options exercisable at $0.14 each on or before 15 December 2027; 7,500,000 Unquoted Options exercisable at $0.14 each on or before 10 April 2028.
5. 2,500,000 Unquoted Options exercisable at $0.14 each on or before 10 April 2028.
6. 1,500,000 Unquoted Options exercisable at $0.14 each on or before 21 June 2027; 7,500,000 Unquoted Options exercisable at $0.14 each on or before 10 April 2028; 1,500,000 Performance Rights expiring 24 November 2028.

(o) if the Director Incentive Options issued to the Directors are exercised, a total of 18,000,000 Shares would be issued. This will increase the number of Shares on issue from 523,619,656 to 541,619,656 (assuming that no Shares are issued and no existing convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.26%, comprising 1.06% by David Trimboli, 0.74% by Rebekah Letheby, 0.73% by Andrew Bottrell and 0.73% by Andrew Garth.

The market price for Shares during the term of the Director Incentive Options would normally determine whether the Director Incentive Options are exercised. If, at any time any of the Director Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Incentive Options, there may be a perceived cost to the Company.

(p) the trading history of the Shares on ASX in the 12 months before the date of this Notice are set out below:

	Price	Date
Highest	$0.071	9 October 2025
Lowest	$0.036	29 July 2026
Last	$0.041	11 September 2026

(q) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions; and

(r) a voting exclusion statement is included for these Resolutions in this Notice; and

(s) a voting prohibition statement is included for these Resolutions in this Notice.

8. RESOLUTIONS 10 AND 11 – APPROVAL TO ISSUE DIRECTOR SHARES IN LIEU OF FEES TO DIRECTORS

8.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to an aggregate of 1,689,496 Director Shares to the Directors David Trimboli and Andrew Bottrell (together, the **Participating Directors**) (or their respective nominees) in lieu of the following fees payable, directly or indirectly, to the Participating Directors (**Accrued Fees**).

Director	Relevant Period	Accrued Fees	Number of Director Shares
David Trimboli	31 January 2026 to 31 August 2026	$66,666.67	1,330,220
Andrew Bottrell	31 March 2026 to 31 August 2026	$17,663.00	359,276
TOTAL		**$84,329.67**	**1,689,496**

The number of Director Shares for each Director has been calculated by dividing the value of their respective accrued fees at the end of each month by an issue price equal to the 5-Day VWAP (being days on which trades were actually recorded) prior to the end of each month. The number of Director Shares for each month has then been aggregated to arrive at the Number of Director Shares stated in the above table.

These Resolutions seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of Director Shares to the Participating Directors (or their respective nominees), in lieu of their respective Accrued Fees in the proportion as set out in the table above.

8.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include a director of a public company. A “financial benefit” is defined in section 229 of the Corporations Act and includes granting shares to a related party. The issue of Director Shares to Messrs Trimboli and Bottrell in lieu of their Director fees constitutes giving a financial benefit

and Messrs Trimboli and Bottrell are related parties of the Company by virtue of being Directors.

The Directors, other than Messrs Trimboli and Bottrell, given their material personal interest in these Resolutions, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the exception in section 211 of the Corporations Act applies, on the basis that the issue of the Director Shares constitutes reasonable remuneration in the circumstances.

8.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in the section of this Explanatory Statement relating to the Director Incentive Options above.

The Participating Directors are each a related party of the Company by virtue of being Directors.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Shares to the Participating Directors (or their respective nominees) will not be included in the Company's 15% placement capacity.

8.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of up to 1,330,220 Director Shares to Mr Trimboli (or his nominees) in lieu of paying $66,666.67 in cash worth of fees for the period 31 January 2026 to 31 August 2026. Additionally, the Company will be able to proceed with the issue of up to 359,276 Director Shares to Mr Bottrell (or his nominees) in lieu of paying $17,663.00 in cash worth of fees for the period 31 March 2026 to 31 August 2026.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of Director Shares to the Participating Directors (or his nominees) and will have to pay the Participating Directors fees in cash using its available cash reserves.

8.5 Specific information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Shares will be issued	Mr Trimboli (or his nominee(s)) and Mr Bottrell (or his nominee(s)).
Categorisation under Listing Rule 10.11	Messrs Trimboli and Bottrell fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Director Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	• 1,330,220 Director Shares will be issued to David Trimboli; and • 359,276 Director Shares will be issued to Andrew Bottrell.
Terms of the Shares	The Director Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares will be issued	The Company expects to issue the Director Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Director Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Price or other consideration the Company will receive for the Shares</td><td>The Director Shares will be issued for nil cash consideration, in lieu of cash fees payable, as a means of preserving the Company's cash reserves. The Director Shares will be issued at a deemed issue price of $0.050 per Share (rounded to three decimal places).</td></tr>
<tr><td>Purpose of the issue, including the intended use of any funds raised by the issue</td><td>The purpose of the issue of the Director Shares is to satisfy accrued Director fees owed to Messrs Trimboli and Bottrell up to 31 August 2026.</td></tr>
<tr><td>Remuneration</td><td>The current remuneration and the previous total remuneration package for the Participating Directors is as follows:
<table>
<tr><th>Related Party</th><th>Current Financial Year ending 30 June 2027[1]</th><th>Previous Financial Year ended 30 June 2026[2]</th></tr>
<tr><td>David Trimboli</td><td>$100,000</td><td>$61,957</td></tr>
<tr><td>Andrew Bottrell</td><td>$72,000</td><td>$23,326</td></tr>
</table>
1. Current Financial Year is the agreed annual fee per annum which comprises of fees/salary and Shares issued or to be issued in lieu of cash salary payments.
2. Previous Financial Year comprises of fees/salary and Shares issued or to be issued in lieu of cash salary payments since date of appointment.</td></tr>
<tr><td>Interest in securities</td><td>
<table>
<tr><th>Related Party</th><th>Shares</th><th>Options</th><th>Undiluted</th><th>Fully Diluted</th></tr>
<tr><td>David Trimboli</td><td>7,273,001</td><td>17,937,500[1]</td><td>1.39%</td><td>4.16%</td></tr>
<tr><td>Andrew Bottrell</td><td>-</td><td>2,500,000[2]</td><td>-</td><td>0.41%</td></tr>
</table>
Comprising
1. 437,500 Unquoted Options exercisable at $0.14 each on or before 6 November 2027; 5,000,000 Unquoted Options exercisable at $0.10 each on or before 24 November 2028; 5,000,000 Unquoted Options exercisable at $0.15 each on or before 24 November 2028; 7,500,000 Unquoted Options exercisable at $0.14 each on or before 10 April 2028; and
2. 2,500,000 Unquoted Options exercisable at $0.14 each on or before 10 April 2028.</td></tr>
<tr><td>Valuation</td><td>The value of the Director Shares proposed to be issued based on the valuation of $0.050 (rounded to three decimal places) per Share is $84,329.67.</td></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Director Shares are not being issued under an agreement.</td></tr>
<tr><td>Voting exclusion statement</td><td>A voting exclusion statement applies to these Resolutions.</td></tr>
<tr><td>Voting prohibition statement</td><td>A voting exclusion statement applies to these Resolutions.</td></tr>
</table>

8.6 Directors Recommendation

The Board (other than each Participating Director in respect of these Resolutions in which they have a personal interest) recommend that Shareholders vote in favour of these Resolutions as the issue of Director Shares will fairly remunerate the Participating Directors for the director services provided.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions.

9. RESOLUTION 12 – ADOPTION OF THE COMPANY'S EMPLOYEE INCENTIVE PLAN

9.1 General

This Resolution seeks Shareholder approval for the adoption of a new employee incentive scheme titled the Company's Employee Incentive Plan for the purposes of the Corporations Act, Listing Rule 7.2, Exception 13(b), and for all other purposes, and the issue of a maximum of 30,000,000 Securities under the Plan..

The aim of the Employee Incentive Plan is to allow the Board to attract, motivate and retain eligible employees, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. It is considered that the adoption of the Employee Incentive Plan and the future issue of securities under the Employee Incentive Plan will provide selected participants with the opportunity to participate in the future growth of the Company.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2, Exception 13(b) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

Pursuant to the Listing Rules, Shareholders must re-approve the Employee Incentive Plan and all unallocated securities issuable pursuant to the Employee Incentive Plan every three years.

9.2 Information required by ASX Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with ASX Listing Rule 7.2, Exception 13(b), the following information is provided in relation to this Resolution:

a) a summary of the terms of the Plan is contained in Schedule 3 to this Explanatory Statement;

b) the Plan is a new employee incentive scheme and has not previously been approved by Shareholders;

c) no Equity Securities have been issued under the Plan, which is a new employee incentive scheme;

d) the maximum number of Securities proposed to be issued under the Plan under Listing Rule 7.2, Exception 13(b) following approval of this Resolution is 30,000,000 Securities; and

e) a voting exclusion statement has been included in the Notice for the purposes of this Resolution.

9.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 9.2 above) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person

whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

9.4 Directors' Recommendation

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

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

10. RESOLUTION 13 – REPLACEMENT OF CONSTITUTION

10.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was last adopted on 13 December 2019.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.auroralabs3d.com and at the office of the Company. A copy of the Proposed Constitution 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.

10.2 Summary of the material proposed changes

Issue cap for incentive plans (clause 2.9)
The Proposed Constitution specifies that, for the purpose of section 1100V (issue cap for offers involving consideration) of the Corporations Act, the issue cap percentage is 10%.
Offers of securities pursuant to employee incentive schemes of the Company, that are made for monetary consideration, must comply with the issue cap in section 1100V of the Corporations Act (being 5%) unless the Company's constitution specifies a different cap.

Offers of securities pursuant to employee incentive schemes of the Company, that are not made for monetary consideration, are not subject to an issue cap. However, when calculating the issue cap, all offers of incentives made (including those offers which are not made for monetary consideration) must be taken into account.

Virtual meetings (clause 11.15)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Partial (proportional) takeover provisions (clause 17)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of the Proposed Constitution.

Information required by section 648G of the Corporations Act:

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
(b) assisting in preventing Shareholders from being locked in as a minority;
(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

(a) proportional takeover bids may be discouraged;
(b) lost opportunity to sell a portion of their Shares at a premium; and
(c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders.

10.3 Directors' Recommendation

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

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

11. RESOLUTIONS 14 AND 15 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

11.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 7,250,000 Performance Rights to Andrew Garth and Rebekah Letheby (or their nominee(s)) (together, **the Related Parties**) on the terms and conditions set out below.

RECIPIENT	RESOLUTION	CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
Andrew Garth	14	A	3,000,000	The Performance Rights will vest and become capable of conversion into Shares upon the Company achieving revenue of not less than $2,500,000 for either the financial year ending 30 June 2027 or 30 June 2028, excluding (i) one-off or extraordinary items; (ii) revenue received in the form of government grants, allowances, rebates or other hand-outs; and (iii) revenue that has been 'manufactured' to achieve the milestone, based on accounts which have been audited or reviewed by an external auditor or other suitable expert.	31 December 2028
		B	3,000,000	The Performance Rights will vest and become capable of conversion into Shares upon the Company achieving a market capitalisation of not less than $60,000,000 for ten consecutive trading days on or before 31 December 2027.	30 June 2028
Rebekah Letheby	15	A	625,000	As above.	As above.
		B	625,000	As above.	As above.

The terms and conditions of the Performance Rights are otherwise set out in Schedule 4.

11.2 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue of the Performance Rights constitutes giving a financial benefit and each of Andrew Garth and Rebekah Letheby is a related party of the Company by virtue of being a Director.

The Directors (other than Andrew Garth and Rebekah Letheby who have a material personal interest in these Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the exception in section 211 of the Corporations Act applies, on the basis that the agreement to issue the Performance Rights, reached as part of the remuneration package for each Related Party, constitutes reasonable remuneration in the circumstances.

11.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.4 above.

The issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

11.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of Performance Rights to the Related Parties (or their nominees), providing an incentive for their ongoing services. In addition, the issues will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be required to source alternate means of incentivising the Related Parties, including utilising the Company's cash reserves.

11.5 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Related Parties, in the allocations set out in Section 11.1
Categorisation under Listing Rule 10.11	The recipients each fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 7,250,000 Performance Rights will be issued, comprising up to 6,000,000 to Andrew Garth and up to 1,250,000 to Rebekah Letheby.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as a Director and to provide cost effective remuneration to the Related Parties, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.
Remuneration package	The current total remuneration package for each of the Related Parties is set out in Section 7.6. If the Performance Rights are issued, the total remuneration package of Andrew Garth will increase by $76,200 to $131,200 and Rebekah Letheby by $15,875 to $290,875, being the value of the Securities as outlined in Schedule 2.
Summary of material terms of agreement to issue	The Performance Rights are not being issued under any formal agreement.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement	A voting prohibition statement applies to these Resolutions.

12. GLOSSARY

$ means Australian dollars.

10% Placement Capacity has the meaning given in section 6.1

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Aurora Labs Ltd (ACN 601 164 505).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director Incentive Option has the meaning given to that term in Section 7.1.

Director Shares has the meaning given to that term in Section 8.1.

Eligible Entity means an entity that, at the date of the relevant general meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

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

Excluded Party means, in relation to Resolutions 6 to 9, a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Managing Director means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

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

Option means an option to acquire a Share**.**

Participating Directors means collectively, Messrs David Trimboli and Andrew Bottrell.

Previous Approval has the meaning given to that term in Section 6.2(f).

Proposed Constitution means the new constitution of the Company proposed to be adopted pursuant to Resolution 13, as summarised in the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

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

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

Section means a section of the Explanatory Statement.

Security means a Share, an Option or a Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Share Registry means Xcend Pty Ltd.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

Volume Weighted Average Price (VWAP) in relation to the ordinary fully paid shares of Aurora Labs Ltd for a particular period, means the volume weighted average price of trading in the ordinary fully paid shares on the ASX market and the Cboe Australia market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

SCHEDULE 1: TERMS AND CONDITIONS OF DIRECTOR INCENTIVE OPTIONS

1.	**Entitlement**	Subject to paragraph 12, each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 12, the amount payable upon exercise of each Option will be $0.12 (twelve cents) (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00 pm (AWST) on the date that is 3 (three) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be effective notice of the exercise of that Option on and fromthe date of receipt of the Notice of Exercise and the receipt of the full amount of the Exercise Price for each Option exercised in cleared funds. The Options may only be exercised in multiples of 10,000 on each occasion.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) 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 (c) 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 5for 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.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.
11.	**Change in exercise price/Adjustment for rights issue**	If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula: New exercise price = $O - \frac{E[P-(S+D)]}{N+1}$ Where: O = the old Exercise Price of the Option. E = the number of underlying Shares into which one Option is exercisable. P = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue. S = the subscription price of a Share under the pro rata issue. D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue). N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.
12.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment): (a) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and (a) no change will be made to the Exercise Price.
13.	**Transferability**	The Options will not be transferable.

SCHEDULE 2: VALUATIONS

Director Incentive Options

The Director Incentive Options, to be issued pursuant to Resolutions 6 to 9, have been valued using the Black & Scholes option valuation methodology and based on the assumptions set out below. The estimate value of the Options is as follows:

Assumptions	
Assumed grant date	12 September 2026
Assumed expiry date	11 September 2029
Share price at assumed grant date	$0.041
Exercise price	$0.12
Risk free rate %	4.35%
Volatility %	80%
Dividend yield %	Nil
Fair value per Option	$0.012
Total Value of Options – (18M)	$216,000

Note: The indicative valuations noted above are not necessarily the market price that the Options could be traded at and are not necessarily the appropriate values for taxation purposes.

Performance Rights – Class A

Assumptions	
Assumed grant date	12 September 2026
Assumed expiry date	30 June 2028
Share price at assumed grant date	$0.041
Exercise price	Nil
Risk free rate %	4.35%
Volatility %	60%
Dividend yield %	Nil
Fair value per Performance Right	$0.0008

The Performance Rights were valued at grant date using a Monte Carlo simulation methodology incorporating the market-based vesting condition.

Performance Rights – Class B

Assumptions	
Assumed grant date	12 September 2026
Share price at assumed grant date	$0.041
Exercise price	Nil
Number of Performance Rights	3,625,000
Total Value	$148,625
Probability of achieving milestone	60%
Fair value of Performance Rights (3,625,000)	$89,175

The $60 million market capitalisation hurdle is equivalent to a share price of approximately $0.1146 based on 523,619,656 shares on issue at the assumed grant date. The Performance Rights vest upon the market capitalisation remaining at or above $60 million for 10 consecutive trading days on or before 31 December 2027.

SCHEDULE 3: EMPLOYEE INCENTIVE PLAN SUMMARY

A summary of the key terms of the Employee Incentive Plan is set out below.

For the purposes of this summary, any reference to the term "exercise" in relation to Performance Rights shall be read and construed as "converts".

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, with the Board retaining discretion to determine, at any time, that the person ceases to be an Eligible Participant, which may impact the treatment of any vested or unvested Securities in accordance with the Plan.
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 Options, Performance Rights or Performance Shares (**Securities**).
Maximum number of Convertible Securities	The Company will ensure that any invitations under the Plan which are made within Australia and involve monetary consideration comply with the Corporations Act (as modified by any applicable ASIC instruments).
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. The invitation will include certain financial information, a valuation of the Securities and a statement that the Company is solvent. 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	Subject to the Monetary Cap (described below), 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. The Monetary Cap in a particular 12 month period will be the sum of: (a) $30,000; (b) 70% of any distributions that a Participant receives in that year from Securities issued under the Plan;

	(c) 70% of performance-dependent cash bonuses the Participant has received in that year; and (d) if there are unexercised Convertible Securities (as defined below) of the Participant from the previous 5 years, an amount equal to the price that would have been paid for those unexercised Convertible Securities. In calculating whether other payments fall under the Monetary Cap, the following will be excluded: (a) after-tax salary deductions paid under a contribution plan (however, such amounts are included at the point that they are used to acquire Securities); and (b) amounts that only become payable during or immediately before a liquidity period for the underlying Shares, where a 'liquidity period' includes a period during which the Shares are listed. (This means that amounts payable to acquire Plan Shares or to exercise Convertible Securities will not be counted if the Company is or is about to be, listed. However, payments made by Participants must be made no longer than 7 days before a 'liquidity event'.)
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 which may be issued on exercise 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).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of 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.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities 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.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**);

	(b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (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 of the Convertible Securities.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. Should the Company become listed, 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.
Exercise of Convertible Securities and cashless exercise	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise (**Exercise Notice**) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. In the case of Options, subject to Board approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (**Cashless Exercise**) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $$S=O*\frac{(MVS-EP)}{MVS}$$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = (b) Market value of Shares, being: (i) where the Company is listed on a stock exchange, the volume weighted average market price for a Share traded on the stock exchange during the seven day period up to and including the day on which the Market Value is to be determined; or (ii) where the Company is not listed on a stock exchange, the fair market value of a Share as at the date the Market Value is to be determined, as determined by application of a valuation methodology approved by the Board, within 40 days of the date the Option(s) are exercised, acting reasonably and in good faith. EP = Exercise Price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise. Convertible Securities 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 issue of a valid Exercise Notice 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 periods and restrictions on Transfer of Plan Shares	If the invitation provides that any Shares issued upon the valid exercise of a Convertible are subject to any restrictions as to 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. Additionally, should the Company become listed on the ASX, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the 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 Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions 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; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy (if applicable).
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.]
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	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 Participant 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.
Reorganisation	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 applicable law at the time of the reorganisation.
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.

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.

SCHEDULE 4 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	**Entitlement**	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	**Consideration**	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	**Vesting Conditions**	The Performance Rights shall vest as follows: **CLASS** / **VESTING CONDITION** A: The Performance Rights will vest and become capable of conversion into Shares upon the Company achieving revenue of not less than $2,500,000 for either the financial year ending 30 June 2027 or 30 June 2028, excluding: (i) one-off or extraordinary items; (ii) revenue received in the form of government grants, allowances, rebates or other hand-outs; and (iii) revenue that has been 'manufactured' to achieve the milestone, based on accounts which have been audited or reviewed by an external auditor or other suitable expert. B: The Performance Rights will vest and become capable of conversion into Shares upon the Company achieving a market capitalisation of not less than $60,000,000 for ten consecutive trading days on or before 31 December 2027. each, a **Vesting Condition.**
4.	**Expiry Date**	The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm (AWST) as follows: **CLASS** / **EXPIRY DATE** A: 31 December 2028 B: 30 June 2028 (**Expiry Date**). If the relevant Vesting Condition attached to the Performance Right has not been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.
5.	**Notice of vesting**	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.
6.	**Quotation of Performance Rights**	The Performance Rights will not be quoted on ASX.
7.	**Conversion**	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	**Timing of issue of Shares on conversion**	Within five Business Days of conversion of the Performance Rights, the Company will: (d) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (e) 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 (f) 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 Performance Rights. If a notice delivered under 8(e) 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.
9.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
11.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), no changes will be made to the Performance Rights
12.	**Reorganisation**	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
13.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	**Transferability**	The Performance Rights are not transferable.
15.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
16.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
17.	**ASX Listing Rule compliance**	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
18.	**No other rights**	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

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Aurora Labs

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Aurora Labs Ltd
ACN 601 164 505

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«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your Annual General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Friday, 13 November 2026 at 10:00am (AWST)
Location	The offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: Aurora Labs Ltd
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Wednesday, 11 November 2026 at 10:00am (AWST)
(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect
- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - Aurora Labs Ltd
Annual General Meeting November 2026

Appointment of Proxy

I/We, being member(s) of Aurora Labs Ltd ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Friday, 13 November 2026 at 10:00am (AWST) at The offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy, I/we give the Chair of the Meeting express authority to vote on Resolutions 1, 6, 7, 8, 9, 12, 14 and 15, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Adoption of Remuneration Report			
2	Election of Director – Andrew Bottrell			
3	Re-election of Director – Andrew Garth			
4	Election of Director – Rebekah Letheby			
5	Approval of 7.1A Mandate			
6	Issue of Director Incentive Options to David Trimboli			
7	Issue of Director Incentive Options to Rebekah Letheby			
8	Issue of Director Incentive Options to Andrew Bottrell			
9	Issue of Director Incentive Options to Andrew Garth			
10	Approval to Issue Director Shares in Lieu of Fees to Directors – David Trimboli			
11	Approval to Issue Director Shares in Lieu of Fees to Directors – Andrew Bottrell			
12	Adoption of the Company's Employee Incentive Plan			
13	Replacement of Constitution			
14	Approval to Issue Performance Rights to Andrew Garth			
15	Approval to Issue Performance Rights to Rebekah Letheby			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

Dear Shareholder

AURORA LABS LIMITED – UPCOMING ANNUAL GENERAL MEETING

Aurora Labs Limited (ACN 601 164 505) (ASX: A3D) (**Company**) advises that a annual general meeting will be held at 10.00am (AWST) on Friday, 13 November 2026 at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia (**Meeting**).

The Company will not be sending hard copies of the Notice of Meeting (including the Explanatory Memorandum) (**Notice of Meeting**) to shareholders of the Company (**Shareholders**) unless a Shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the Company's website at www.auroralabs3d.com or from the ASX website at www.asx.com.au.

Shareholders may vote by directed proxy in accordance with the instructions detailed in the proxy form in lieu of attending the Meeting in person. Proxy Forms for the Meeting should be lodged before 10.00am (AWST) on Wednesday, 11 November 2026. A copy of your personalised proxy form is enclosed for convenience.

Each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting.

Shareholders may submit any questions in advance of the Meeting by emailing their questions to enquiries@auroralabs3d.com by no later than 5.00pm (AWST) on Wednesday, 11 November 2026.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.auroralabs3d.com.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Notice of Meeting should be read in its entirety. If a Shareholder is in doubt on how to vote, that Shareholder should seek advice from an accountant, solicitor or other professional adviser prior to voting.

If you are unable to access the Notice of Meeting online please contact the Company, on +61 8 9434 1934 or via email at enquiries@auroralabs3d.com.

This announcement has been approved by the Board.