



16 October 2026

Dear Shareholder,

STAKK LIMITED (ASX: SKK) 2026 ANNUAL GENERAL MEETING

You are invited to attend the Annual General Meeting (Meeting) of Stakk Limited (ACN 108 042 593) (Company) to be held at Level 14, QV1 Building, 250 St Georges Terrace, Perth WA 6000 on Thursday, 19 November 2026 at 8:00am (AWST).

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded online as follows:

- You can access the Meeting Materials online at the Company's website: stakk.tech;
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market Announcement page at <https://www.asx.com.au/> under the Company's ASX code "SKK"; or
- If you have provided 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 Meeting Materials and the Proxy Form.

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online:	https://investor.automic.com.au/#/loginsah
By mail:	Automic GPO Box 5193 Sydney NSW 2001
In person:	Automic Level 5, 126 Phillip Street Sydney NSW 2000
By email:	meetings@automicgroup.com.au

Your Proxy Form must be received by 8:00am (Perth time) on Tuesday, 17 November 2026, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials are important and should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Yours sincerely

Derek Hall
Company Secretary
Stakk Limited

STAKK LIMITED
ACN 108 042 593
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 8:00am (WST)
DATE: Thursday, 19 November 2026
PLACE: Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

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

This Notice 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 (WST) on 17 November 2026.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the 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.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ARTHUR LO

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Arthur Lo, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHELLE TANG

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

"That, for the purpose of clause 15.2 of the Constitution and for all other purposes, Michelle Tang, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – 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 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 Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

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 7.4 and for all other purposes, Shareholders ratify the issue of 8,960,875 Shares to the ParaScript Vendors (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE PURCHASE SHARES TO UNRELATED R-DBX VENDORS

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 7.1 and for all other purposes, approval is given for the Company to issue 805,682,007 Purchase Shares to the Unrelated R-DBX Vendors (or their respective nominees) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE PURCHASE SHARES TO NOMINEE OF NIKHIL GHANEKAR

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 89,520,223 Purchase Shares to Nikhil Ghanekar and Ami Ghanekar as joint trustees for the Ghanekar Family Trust on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – NIKHIL GHANEKAR

To consider and, if thought fit, to pass, 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 20,000,000 Performance Rights to Nikhil Ghanekar (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – ARTHUR LO

To consider and, if thought fit, to pass, 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 20,000,000 Performance Rights to Arthur Lo (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MICHELLE TANG

To consider and, if thought fit, to pass, 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 20,000,000 Performance Rights to Michelle Tang (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO DIRECTOR – ANDREW TAYLOR

To consider and, if thought fit, to pass, 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 20,000,000 Shares to Andrew Taylor (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL OF GRANT OF POTENTIAL TERMINATION BENEFITS

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

"That, for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the giving of benefits to any current or future person holding a managerial or executive office in the Company—or a related body corporate, in connection with that person ceasing to hold a managerial or executive office in the Company on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES TO UNRELATED PARTIES UNDER AN 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 issue up to a maximum of 956,000,000 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL TO ISSUE FACILITY SHARES TO MR ANDREW TAYLOR

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 3,471,008 Shares to Mr Andrew Taylor (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE FACILITY SHARES TO MR ARTHUR LO

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 10,000,000 Shares to Mr Arthur Lo (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 16 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(2) 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 as a proxy if the vote is not cast on behalf of a person described above and either: (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 8 – Approval to issue Performance Rights to Director – Nikhil Ghanekar	In accordance with section 250BD of the Corporations Act, 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 (b) 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 9 – Approval to issue Performance Rights to Director – Arthur Lo	In accordance with section 250BD of the Corporations Act, 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 (b) 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 10 – Approval to issue Performance Rights to Director – Michelle Tang	In accordance with section 250BD of the Corporations Act, 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 (b) 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 11 – Approval to Issue Shares to Director – Andrew Taylor	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 (b) 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 – Approval of Grant of Potential Termination Benefits	In accordance with section 250BD and section 200E(2A) of the Corporations Act, 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 (b) 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 13 – Approval to issue Securities to unrelated parties under an 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 (b) 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 5 – Ratification of Prior Issue of Consideration Shares	The ParaScript Vendors or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to issue Purchase Shares to Unrelated R-DBX Vendors	The Unrelated R-DBX Vendors (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Purchase Shares to nominee of Nikhil Ghanekar	Nikhil Ghanekar and Ami Ghanekar as joint trustees for the Ghanekar Family Trust (or their nominee(s)) 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 8 – Approval to issue Performance Rights to Director – Nikhil Ghanekar	Nikhil Ghanekar (or their nominee(s)) 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 9 – Approval to issue Performance Rights to Director – Arthur Lo	Arthur Lo (or their nominee(s)) 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 10 – Approval to issue Performance Rights to Director – Michelle Tang	Michelle Tang (or their nominee(s)) 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 11 – Approval to issue Shares to Director – Andrew Taylor	Andrew Taylor (or their nominee(s)) 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 13 – Approval to issue Securities to Unrelated Parties Under an Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 14 – Approval to Issue Facility Shares to Mr Andrew Taylor	Mr Andrew Taylor (or their nominee(s)) 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 Facility Shares to Mr Arthur Lo	Mr Arthur Lo (or their nominee(s)) 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 Resolution by:

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

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic will need to verify your identity. You can register from 7:45am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 9188 1559.

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.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, 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.

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://stakk.tech>.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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

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

1.2 Voting consequences

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.

1.3 Previous voting results

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ARTHUR LO

2.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Clause 15.2 of the Constitution requires that one-third of the Directors for the time being (or, if their number is not a multiple of 3, the number nearest one-third, rounded upwards in case of doubt) retire from office at each annual general meeting, being those Directors who have been longest in office since their last election.

Arthur Lo, who has held office without re-election since 28 November 2024 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Lo is set out below.

Qualifications, experience and other material directorships	Mr Arthur Lo has more than 20 years of expertise in financial services. He serves as a partner at SeedSpace Venture Capital, an Australian firm specialising in emerging FinTech ventures. Combining sharp investment acumen with operational experience, Mr Lo has successfully led the setup, management and growth of funds and asset vehicles across global markets. His deep expertise in technology and finance places him at the forefront of the FinTech revolution. Mr Lo excels at providing strategic insights that drive innovation, scale emerging businesses and unlock value. Mr Lo does not currently hold any other directorships of ASX-listed entities and has not held any in the last three years.
Term of office	Mr Lo has served as a Director since 27 September 2024 and was last elected on 28 November 2024.
Independence	If re-elected, the Board considers that Mr Lo will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Lo that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Lo since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Lo) recommend that Shareholders vote in favour of this Resolution.

2.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Lo will be re-elected to the Board as a non-executive Director.

If this Resolution is not passed, Mr Lo will not continue in his role 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. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHELLE TANG

3.1 General

A summary of Listing Rule 14.5 and clause 15.2 of the Constitution is set out in Section 2.1 above.

Michelle Tang, who has held office without re-election since 27 November 2025 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Ms Tang is set out below.

Qualifications, experience and other material directorships	Ms Michelle Tang is Managing Director of Measurable AI Ltd, a Hong Kong based spending insights business serving a global market. With an acute focus on revenue generation and by capitalizing on 'product/market fit' strategies, she is seasoned at scaling fast-growing businesses in the B2B and B2C markets, particularly within SaaS based vertices. Ms. Tang has also held positions with global financial institutions including Macquarie, JP Morgan and Deutsche. She holds a BA of Commerce (Finance), and BA of Laws (LLB) from UNSW.
Term of office	Ms Tang has served as a Director since 5 March 2025 and was last elected on 27 November 2025.
Independence	If re-elected, the Board considers that Ms Tang will be an independent Director.
Board recommendation	Having received an acknowledgement from Ms Tang that she will have sufficient time to fulfil her responsibilities as a Director and having reviewed the performance of Ms Tang since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Ms Tang) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Ms Tang will be re-elected to the Board as a non-executive Director.

If this Resolution is not passed, Ms Tang will not continue in her role 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.

4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$182,346,019. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

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

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate 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 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new assets and investments (including expenses associated with such an acquisition), the integration and development of the Company's current business (including ParaScript), and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate 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 7.1A Mandate, 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 Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 15 October 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

REQUIRED INFORMATION		DETAILS					
		DILUTION					
		Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)*	Shares issued – 10% voting dilution	Issue Price			
				\$0.013	\$0.025	\$0.038	
				50% decrease	Issue Price	50% increase	
				Funds Raised			
		Current	7,307,311,776	730,731,177	\$9,499,505	\$18,268,279	\$27,767,784
		50% increase	10,960,967,664	1,096,096,766	\$14,249,257	\$27,402,419	\$41,651,677
		100% increase	14,614,623,552	1,461,462,355	\$18,999,010	\$36,536,558	\$55,535,569
*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: - There are currently 7,307,311,776 Shares on issue comprising: 6,378,638,538 existing Shares as at the date of this Notice; and 928,673,238 Shares which will be issued if Resolutions 6, 7, 11 and 15 are passed at this Meeting. - The issue price set out above is the closing market price of the Shares on the ASX on 15 October (being \$0.025) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. - The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. - Other than the Additional Consideration Shares and the 26,231,417 Shares issued on 6 February 2026, 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. - 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. - 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. - This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: - the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and							

REQUIRED INFORMATION	DETAILS
	(b) 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.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate 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 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 November 2025 (Previous Approval). During the 12 month period preceding the date of the Meeting, being on and from 19 November 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	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.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

5.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 8,960,875 Shares to the vendors of ParaScript, LLC and ParaScript Management, Inc (together, **ParaScript**) (**ParaScript Vendors**) on 26 August 2026 in partial consideration for the acquisition of ParaScript (**Additional Consideration Shares**).

At the general meeting held on 17 August 2026, Shareholders approved the issue of up to 1,171,676,669 Shares to the ParaScript Vendors under Listing Rule 7.1 as part of the consideration for the acquisition of ParaScript by Stakk IQ, Inc. under the equity purchase agreement between, amongst others, Stakk IQ, Inc. and the ParaScript Vendors (**Equity Purchase Agreement**). Due to movements in the AUD:USD exchange rate, the number of Shares required to satisfy the US\$18,000,000 equity component of the consideration under the Equity Purchase Agreement was 1,180,637,544 Shares. The balance of 8,960,875 Shares (being the Additional Consideration Shares) was issued using the Company's placement

capacity under Listing Rule 7.1. The acquisition of ParaScript completed on 17 September 2026.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The ParaScript Vendors (or their nominees).
Number and class of Securities issued	8,960,875 Shares were issued.
Terms of Securities	The Shares were 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 Securities were issued.	26 August 2026.
Price or other consideration the Company received for the Securities	The Additional Consideration Shares were issued at a nil issue price, in partial consideration for the acquisition of ParaScript, at an attributed issue price of \$0.022 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligation to issue Shares to the ParaScript Vendors as part of the consideration for the acquisition of ParaScript under the Equity Purchase Agreement. No funds were raised from the issue.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Additional Consideration Shares were issued under the Equity Purchase Agreement, the material terms of which were summarised in the Company's ASX announcement dated 17 September 2026.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. RESOLUTION 6 – APPROVAL TO ISSUE PURCHASE SHARES TO UNRELATED R-DBX VENDORS

6.1 Background to the Acquisition

On 30 December 2024, the Company announced it had completed the acquisition of 100% of the issued capital in Radical DBX, Inc (since renamed Stakk IQ) from the previous shareholders of Stakk IQ listed in Schedule 1 (**R-DBX Vendors**) pursuant to a share purchase agreement (**Stakk Acquisition Agreement**) (the **Acquisition**).

Stakk IQ is an unlisted private financial technology company incorporated in the State of Delaware, which delivers an embedded finance platform under which it licenses its proprietary technology for use in financial services.

The consideration issuable to the R-DBX Vendors (detailed in Section 6.2 below) for the Acquisition comprised:

- (a) the issue by the Company of 892,823,759 Shares at a deemed issue price of A\$0.005 per Share, these Shares being issued on 28 December 2024; and
- (b) the issue by Stakk IQ of three tranches of ordinary shares in the capital of Stakk IQ (**Stakk IQ Shares**), with the quantum of Stakk IQ Shares to be determined based on the achievement of revenue criteria set out in Schedule 1 (**Performance Consideration**).

Under the Stakk Acquisition Agreement, the R-DBX Vendors are entitled to receive 1,002 Stakk IQ Shares as part of the final tranche of Performance Consideration.

Under the original terms of the Stakk Acquisition Agreement, for a period of 90 days from the date of issue of the Performance Consideration, the Company has the right to purchase the Stakk IQ Shares issued based on one Stakk IQ Share in exchange for the issue of 895,202,230 Shares (**Purchase Shares**).

As an alternative to the R-DBX Vendors being issued Stakk IQ Shares and the Company subsequently exercising its right to acquire the Stakk IQ Shares in exchange for Purchase Shares, the parties have agreed that the Company will issue Purchase Shares to the R-DBX Vendors to retain 100% control of Stakk IQ.

Accordingly, the Company has resolved to issue Purchase Shares to the R-DBX Vendors as consideration for the conversion of the R-DBX Vendors' right to receive Stakk IQ Shares under the original terms of the Stakk Acquisition Agreement.

The issue of Purchase Shares to the R-DBX Vendors is the subject of Resolutions 6 and 7.

As noted in the table in Section 6.2 below, Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust (a nominee of Nikhil Ghanekar) is an R-DBX Vendor.

6.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 805,682,007 Purchase Shares to the R-DBX Vendors (or their nominee(s)), other than Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust (**Unrelated R-DBX Vendors**) as consideration for the conversion of each Unrelated R-DBX Vendor's right to receive Stakk IQ Shares issued as Performance Consideration pursuant to the original terms of the Stakk Acquisition Agreement. This will enable the Company to maintain 100% control of Stakk IQ.

Each R-DBX Vendor (or its nominee(s)) will receive the following number of Purchase Shares:

NAME OF VENDOR	PERCENTAGE OF PERFORMANCE CONSIDERATION ENTITLED TO	NUMBER OF PURCHASE SHARES
Open Fintech, LLC	40%	358,080,892
Banyan Fintech Holdings (NA), LLC as trustee for the Banyan Technology Trust (AU)	40%	358,080,892
Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust	10%	89,520,223
Siddharth Parekh	10%	89,520,223
Uri Fastag	0%	Nil
TOTAL	100%	895,202,230

6.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2, which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue and Stakk IQ will be required to issue the Stakk IQ Shares to the Unrelated R-DBX Vendors in accordance with the Stakk Acquisition Agreement, which will dilute the Company's interest in Stakk IQ.

6.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated R-DBX Vendors (or their respective nominee(s)) will receive the number of Purchase Shares set out in Section 6.2. Open Fintech, LLC and Banyan Fintech Holdings (NA), LLC as trustee for the Banyan Technology Trust (AU) are Material Persons and will each be issued more than 1% of the issued capital of the Company. The Company confirms that no other Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	805,682,007 Purchase Shares will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Purchase 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 Securities will be issued	The Company expects to issue the Purchase Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Purchase Shares will be issued at a nil issue price, as deferred consideration for the acquisition of Stakk IQ.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide consideration to the Unrelated R-DBX Vendors for the conversion of their right to receive Stakk IQ Shares under the Stakk Acquisition Agreement.
Summary of material terms of agreement to issue	The Purchase Shares are being issued as consideration for the conversion of the Unrelated R-DBX Vendors' right to Stakk IQ Shares under the Stakk Acquisition Agreement, a summary of the material terms of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 7 – APPROVAL TO ISSUE PURCHASE SHARES TO NOMINEE OF NIKHIL GHANEKAR

7.1 General

As set out in Sections 6.1 and 6.2, Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust (a nominee of Nikhil Ghanekar), is an R-DBX Vendor.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 89,520,223 Purchase Shares to Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust, as consideration for the conversion of their right to receive Stakk IQ Shares issued as Performance Consideration pursuant to the original terms of the Stakk Acquisition Agreement. This will enable the Company to maintain 100% control of Stakk IQ.

7.2 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 constitutes giving a financial benefit and Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust is a related party of the Company by virtue of being an associate of a Director.

The Directors (other than Mr Ghanekar who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Purchase Shares to be issued to Mr

Ghanekar (or his nominee(s)) constitutes giving of the financial benefit on arm's length terms.

7.3 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 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 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 falls within Listing Rule 10.11.4 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.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Purchase Shares to Nikhil Ghanekar and Ami Ghanekar as joint trustees for the Ghanekar Family Trust. Consequently, Stakk IQ will be required to issue Mr Ghanekar (or his nominee(s)) Stakk IQ Shares under the Stakk Acquisition Agreement, which will dilute the Company's interest in Stakk IQ.

7.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust.
Categorisation under Listing Rule 10.11	Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust are 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	89,520,223 Purchase Shares will be issued.
Terms of Securities	The Purchase 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 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Purchase Shares will be issued at a nil issue price, as deferred consideration for the acquisition of Stakk IQ.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide consideration to Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust, for the conversion of their right to receive Stakk IQ Shares under the Stakk Acquisition Agreement.
Summary of material terms of agreement to issue	The Purchase Shares are being issued as consideration for the conversion of the right of Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust, to Stakk IQ Shares under the Stakk Acquisition Agreement, a summary of the material terms of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 8 TO 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

8.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 60,000,000 Performance Rights to Mr Nikhil Ghanekar, Mr Arthur Lo and Ms Michelle Tang (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the Securities proposed to be issued are set out in the table below.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
A	10,000,000	Nikhil Ghanekar	8	Vesting on the Company achieving consolidated revenue of not less than \$55.2 million, based on full year audited revenue for the financial year ended 30 June 2027.	3 years from date of issue
	10,000,000	Arthur Lo	9		
	10,000,000	Michelle Tang	10		
B	10,000,000	Nikhil Ghanekar	8	Vesting on the Company achieving consolidated revenue of not less than \$70.0 million, based on full year audited revenue for the financial year ended 30 June 2028.	3 years from date of issue
	10,000,000	Arthur Lo	9		
	10,000,000	Michelle Tang	10		

The Vesting Conditions do not constitute a forecast, projection or guidance by the Company or its management as to the Company's future revenue or financial performance. There is no guarantee that the Vesting Conditions will be satisfied and, accordingly, the revenue targets in the Vesting Conditions have been determined by the Board solely for the purposes of setting performance hurdles for the grant of the Performance Rights.

8.2 Director Recommendation

Each of Mr Ghanekar, Mr Lo and Ms Tang has a material personal interest in the outcome of these Resolutions on the basis that they (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, Mr Ghanekar, Mr Lo and Ms Tang do

not believe that it is appropriate to make a recommendation on these Resolutions. Mr Taylor and Mr Kaplan, who do not have a material personal interest in the outcome of these Resolutions, recommend that Shareholders vote in favour of these Resolutions for the reasons set out in Section 8.6.

8.3 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 constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Ghanekar, Mr Lo and Ms Tang, 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 issue of the Performance Rights, as part of the remuneration package for each of the proposed recipients, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.4 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 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 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 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.

8.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue 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.

REQUIRED INFORMATION	DETAILS												
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 8.1 above.												
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.												
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued is 60,000,000 allocated as set out in the table included at Section 8.1 above.												
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.												
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 proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way for the Company to remunerate the proposed recipients, 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.												
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026</th></tr><tr><td>Nikhil Ghanekar</td><td>\$220,000</td><td>\$156,983¹</td></tr><tr><td>Arthur Lo</td><td>\$48,000</td><td>\$490,899²</td></tr><tr><td>Michelle Tang</td><td>\$48,000</td><td>\$48,551³</td></tr></table> Notes: 1. Comprising salary and fees of \$156,432 and share-based payments of \$551. 2. Comprising Directors' fees of \$48,000 and share-based payments of \$442,899. 3. Comprising Directors' fees of \$48,000 and share-based payments of \$551.	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026	Nikhil Ghanekar	\$220,000	\$156,983 ¹	Arthur Lo	\$48,000	\$490,899 ²	Michelle Tang	\$48,000	\$48,551 ³
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026											
Nikhil Ghanekar	\$220,000	\$156,983 ¹											
Arthur Lo	\$48,000	\$490,899 ²											
Michelle Tang	\$48,000	\$48,551 ³											

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Securities are not being issued under any agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

9. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO DIRECTOR – ANDREW TAYLOR

9.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 20,000,000 Shares to Mr Andrew Taylor (or his nominee(s)) on the terms and conditions set out below.

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.3 above.

The issue constitutes giving a financial benefit and Mr Taylor is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Taylor who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Mr Taylor, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.4 above.

The issue 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.

9.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to remunerate Mr Taylor through alternative means, including using the Company's existing cash reserves.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Andrew Taylor (or his nominee(s)).
Categorisation under Listing Rule 10.11	The recipient falls within the category set out in Listing Rule 10.11.1 as he is a related party 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.

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	20,000,000 Shares will be issued.
Terms of Securities	The 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 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 remunerate Mr Taylor for his services as a Director and to provide cost effective remuneration to Mr Taylor, 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 Mr Taylor.
Remuneration package	The current total remuneration package for Mr Taylor is \$48,000, comprising salary and fees. If the Securities are issued, the total remuneration package of Mr Taylor will increase by \$480,000 to \$528,000, being the value of the Shares (based on the market price of Shares as at 9 October 2026).
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

10. RESOLUTION 12 – APPROVAL OF GRANT OF POTENTIAL TERMINATION BENEFITS

10.1 General

This Resolution seeks Shareholder approval in accordance with Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) for the Company to give certain potential termination benefits to any current or future individual that holds managerial or executive office in the Company, or a related body corporate, and who is ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company or a related body corporate.

10.2 Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which can be given to individuals who hold a managerial or executive office (as defined in the Corporations Act) in the Company or its related bodies corporate in connection with the retirement from their position in the Company or its related bodies corporate, unless an exception applies.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office, the Company must, subject to various

exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Provided shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e., the approved benefit will not count towards the statutory cap under the Corporations Act).

10.3 Termination benefits and their value

A person holds a 'managerial or executive office' if their details are included in the Directors' report for the previous financial year or if they have held such an office at any time in the previous three years before ceasing to hold that office or employment.

The term 'benefit' has a wide operation and includes any automatic or accelerated vesting of convertible securities upon termination or cessation of employment in accordance with their terms, or the exercise of any Board discretion to determine such automatic or accelerated vesting will occur.

The value of the termination benefits that the Company may give to a person who holds, or has held, a managerial or executive office cannot be determined in advance, because various matters, events and circumstances will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as:

- (a) the circumstances in which the person ceases to hold office or employment, including whether they serve all or part of any applicable notice period;
- (b) the person's base salary or fees at the time they cease to hold office or employment, and their length of service with the Company;
- (c) the number of Securities held by, or to be issued to, the person, the number of unvested Securities they hold, and the status of any vesting conditions attaching to those Securities, at the time they cease to hold office or employment;
- (d) the number of Securities that the Board determines will vest, remain on foot or be issued (including any Securities issued in lieu of a cash payment); and
- (e) the market price of Shares on ASX at the time the value of any equity-based benefit is determined.

The Board considers it prudent to obtain Shareholder approval under section 200B of the Corporations Act for any termination benefits provided to individuals who hold a managerial or executive office in the Company in case those benefits do not technically fall within one of the statutory exemptions under the Corporations Act.

The Chair intends to vote all available proxies in favour of this Resolution.

A voting prohibition statement applies to this Resolution.

11. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES TO UNRELATED PARTIES UNDER AN INCENTIVE PLAN

11.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 956,000,000 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**). The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of

issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

11.3 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 11.4 below) 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.

11.4 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 3.
Number of Securities previously issued under the Plan	The Company has issued 700,000,000 Securities under the Plan since the Plan was last approved by Shareholders on 17 August 2026.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13), following Shareholder approval, is 956,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also 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.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

12. RESOLUTIONS 14 AND 15 – APPROVAL TO ISSUE FACILITY SHARES TO DIRECTORS

12.1 Background

As announced on 17 September 2026, the Company entered into a \$5,000,000 short-term working capital facility (**Facility**) with several investors (**Facility Lenders**), including Directors Messrs Andrew Taylor and Arthur Lo (together, the **Related Parties**), in connection with completion of the acquisition of ParaScript.

The Facility has a term of approximately 120 days and matures on 5 January 2027. The consideration payable by the Company in connection with the Facility comprises:

- (a) \$500,000 of fixed cash interest, payable at maturity; and
- (b) \$500,000 of equity consideration, represented by 25,000,000 Shares at a deemed issue price of \$0.02 per Share (**Facility Shares**). 13,471,008 Facility Shares proposed to be issued to the Related Parties are subject to Shareholder approval under Resolutions 14 and 15. The Company will issue the remaining Facility Shares under its Listing Rule 7.1 capacity.

The portion of the Facility committed to by Facility Lenders other than the Related Parties (**Unrelated Facility Lenders**), is supported by security granted by the Company over its present and after-acquired property (including its ownership interest in Stakk IQ, Inc.) and a guarantee and security granted by Stakk IQ, Inc. over its present and after-acquired assets (excluding its shares in ParaScript and the assets and collateral supporting the seller's note issued in connection with the acquisition of ParaScript).

The portion of the Facility committed to by the Related Parties is unsecured.

The Facility otherwise contains customary representations, covenants, undertakings and events of default.

12.2 General

As set out in Section 12.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 13,471,008 Facility Shares to Mr Andrew Taylor and Mr Arthur Lo (or their nominee(s)) in consideration for the provision of the Facility by the Related Parties.

12.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue constitutes giving a financial benefit and each of Mr Taylor and Mr Lo are a related party of the Company by virtue of being a Director.

The Directors (other than the Related Parties who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to the Related Parties (or their nominee(s)) on the same terms as Securities issued to the Unrelated Facility Lenders in connection with the Facility, except that the commitments of Mr Taylor and Mr Lo are unsecured, and as such the giving of the financial benefit is on arm's length terms.

12.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.3 above.

The issue 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.

12.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue. In these circumstances, the Company would be required to negotiate other forms of consideration with the Related Parties, which may include a cash alternative.

12.6 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons	Mr Andrew Taylor and Mr Arthur Lo (or their nominee(s)).

REQUIRED INFORMATION	DETAILS
were or will be identified/selected	
Categorisation under Listing Rule 10.11	The Related Parties 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 Related Parties who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	13,471,008 Facility Shares will be issued on the following basis: (a) 10,000,000 Facility Shares to Mr Arthur Lo (or his nominee(s)); and (b) 3,471,008 Facility Shares to Mr Andrew Taylor (or his nominee(s)).
Terms of Securities	The Facility 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 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 Facility Shares will be issued at a nil issue price, in consideration for the provision of the Facility by the Related Parties at a deemed issue price of \$0.02 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Facility. No funds will be raised from the issue.
Summary of material terms of agreement to issue	The Facility Shares are being issued under the Facility, a summary of the material terms of which is set out in Section 12.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

Acquisition means the Company's acquisition of Stakk IQ.

Additional Consideration Shares has the meaning given in Section 5.1.

ASIC means the Australian Securities & Investments Commission.

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

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 of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Stakk Limited (ACN 108 042 593).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Purchase Agreement has the meaning given in Section 5.1.

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.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facility has the meaning given in Section 12.1.

Facility Lenders has the meaning given in Section 12.1.

Facility Shares has the meaning given in Section 12.1.

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.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

ParaScript has the meaning given in Section 5.1.

ParaScript Vendors has the meaning given in Section 5.1.

Performance Consideration means the deferred Stakk IQ Shares issued or to be issued to the R-DBX Vendors under the Stakk Acquisition Agreement.

Performance Right means a right to be issued a Share, subject to the satisfaction of the applicable vesting conditions, on the terms and conditions set out in Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

Purchase Share means a Share to be issued by the Company to an R-DBX Vendor in place of the Stakk IQ Shares to which that R-DBX Vendor is entitled as Performance Consideration as set out in Section 6.1.

R-DBX Vendors means the vendors of Stakk IQ under the Stakk Acquisition Agreement, as set out in Schedule 1.

Related Parties has the meaning given in Section 12.1.

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, Option or 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.

Stakk Acquisition Agreement means the share purchase agreement between the Company, Stakk IQ and the R-DBX Vendors, pursuant to which the Company acquired Stakk IQ.

Stakk IQ means Stakk IQ, Inc. (EIN 93-4813022), the Company's US-subsiidiary.

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

Unrelated Facility Lenders has the meaning given in Section 12.1.

Unrelated R-DBX Vendors means the R-DBX Vendors, other than Nikhil Ghanekar and Ami Ghanekar, as joint trustees for the Ghanekar Family Trust.

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

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – MATERIAL TERMS OF STAKK ACQUISITION AGREEMENT

Parties	Stakk Limited (ACN 108 042 593) (SKK) AND Stakk IQ, Inc. (EIN 93-4813022) (Stakk IQ); AND Open Fintech, LLC; Banyan Fintech Holdings (NA), LLC, as Trustee for the Banyan Technology Trust (AU); Nikhil Ghanekar and Ami Ghanekar, as joint Trustees for the Ghanekar Family Trust; Siddharth Parekh; and Uri Fastag, (together, the Vendors)
Transaction	SKK agrees to acquire and the Vendors each agree to sell 100% of the common stock in Stakk IQ on issue (Stakk IQ Shares), free from encumbrances on the terms and conditions set out in the share purchase agreement for the Acquisition (Transaction).
Consideration Shares	At settlement of the Acquisition (Settlement) SKK issued to the Vendors (or their respective nominees) an aggregate of 892,823,759 fully paid ordinary shares in the capital of SKK (Shares) (issued at a deemed issue price of A\$0.005 per Share) (Consideration Shares).
Performance Consideration	Subject to Settlement occurring, SKK agreed within 30 days of each Calculation Date (defined below) to issue the Vendors Performance Consideration in their respective proportions, as follows: (a) First Calculation Date: Within 30-days of 1 January 2025, Stakk IQ will calculate, and immediately issue any Performance Consideration that may be due to the Vendors in accordance with the Performance Formula; (b) Second Calculation Date: Within 30-days of 1 January 2026, Stakk IQ will calculate, and immediately issue any Performance Consideration that may be due to the Vendors in accordance with the Performance Formula; and (c) Third Calculation Date: Within 30-days of 1 January 2027, Stakk IQ will calculate, and immediately issue any Performance Consideration that may be due to the Vendors in accordance with the Performance Formula, (each a Calculation Date). For the purposes of this clause, Performance Consideration will be calculated in accordance with the following Performance Formula: <i>((4 x Revenue of Stakk IQ as at the respective Calculation Date) – (the total value of the Aggregate Consideration paid to the Vendors as at the respective Calculation Date))</i> Revenue = the audited revenue from ordinary activities (excluding one off or extraordinary revenue items, revenue received in the form of government grants, allowances, rebates or other hand-outs or revenue or profit that has been “manufactured” to achieve the performance milestone) for the R-DBX Business for the relevant Calendar Year. Calendar Year = 1 January to 31 December.

	Aggregate Consideration = the total deemed value of the Consideration Shares delivered to the Vendors at Settlement, in addition to any Performance Consideration paid on one or more of the Calculation Dates. Stakk IQ shall disclose the Revenue to Stakk IQ's auditors for independent validation as soon as the accounts for the relevant period have been finalised. The issuance of Performance Consideration after each Calculation Date will occur as soon as practicable after the Revenue has been reviewed and determined by Stakk IQ's auditors. The Parties agree that any Performance Consideration that becomes due shall, in compliance with the laws in the State of Delaware, and in accordance with the Bylaws of Stakk IQ, be payable to the Vendors in the form of new Stakk IQ Shares, issued at par value of US\$0.0001 each, to a maximum of 1,008 Stakk IQ Shares, based on the following: <i>(Performance Consideration due / 2,976.23) = number of Stakk IQ Shares to be issued.</i>
Right to purchase Stakk IQ Shares	Where at any time prior to December 31, 2028 Stakk IQ shall issue any Stakk IQ Shares to any party other than SKK, Stakk IQ shall cause, by way of updating its Bylaws, there to exist a right, for a period of 90-days following the issuance of any such Stakk IQ Shares, for SKK, in its sole and absolute discretion, to purchase that common share from the holder based on one (1) Stakk IQ Share being purchased in exchange for the issue of eight hundred and ninety-two thousand, eight hundred and twenty-four (892,824) Shares (Purchase Shares). With exception to any Stakk IQ Shares to be issued pursuant to the obligations Stakk IQ shall have in relation to the Performance Consideration, Stakk IQ shall not be permitted to issue any shares to any party without the resolution of the SKK Board. Notwithstanding the above, the parties agree that the maximum aggregate number of SKK Shares to be issued in accordance with this clause shall be 900,000,000 Shares.
Stakk IQ board composition	Until the 36-month anniversary of the Effective Date, Stakk IQ will maintain 4 directors, two of which may always be a nominee of SKK, and the remaining two being nominees of the Vendors. The nominees will comprise: (a) Two nominees of SKK: and (b) Two nominees of the Vendors to be advised by the Vendors prior to Settlement.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Subject to paragraph 13, 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: <table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td>Vesting on the Company achieving consolidated revenue of not less than \$55.2 million, based on full year audited revenue for the financial year ended 30 June 2027</td></tr><tr><td>B</td><td>Vesting on the Company achieving consolidated revenue of not less than \$70.0 million, based on full year audited revenue for the financial year ended 30 June 2028</td></tr></table> each, a Vesting Condition.	CLASS	VESTING CONDITION	A	Vesting on the Company achieving consolidated revenue of not less than \$55.2 million, based on full year audited revenue for the financial year ended 30 June 2027	B	Vesting on the Company achieving consolidated revenue of not less than \$70.0 million, based on full year audited revenue for the financial year ended 30 June 2028
CLASS	VESTING CONDITION							
A	Vesting on the Company achieving consolidated revenue of not less than \$55.2 million, based on full year audited revenue for the financial year ended 30 June 2027							
B	Vesting on the Company achieving consolidated revenue of not less than \$70.0 million, based on full year audited revenue for the financial year ended 30 June 2028							
4.	Expiry Date	The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm (WST) as follows: <table><tr><th>CLASS</th><th>EXPIRY DATE</th></tr><tr><td>A</td><td>3 years from date of issue</td></tr><tr><td>B</td><td>3 years from date of issue</td></tr></table> (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.	CLASS	EXPIRY DATE	A	3 years from date of issue	B	3 years from date of issue
CLASS	EXPIRY DATE							
A	3 years from date of issue							
B	3 years from date of issue							
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	Subject to paragraph 16, 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: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (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 Performance Rights.						

		If a notice delivered under paragraph 8(b) 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.	Change of Control	Subject to paragraph 16, upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, or the Board determining that such an event is likely to occur, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
11.	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.
12.	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.
13.	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.
14.	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.
15.	Transferability	The Performance Rights are not transferable.
16.	Deferral of conversion if resulting in a prohibited acquisition of Shares	If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a

		Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 16(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	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.
18.	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.
19.	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.
20.	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.

SCHEDULE 3 – TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE SECURITIES PLAN

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (b) assist in the reward, retention and motivation of Eligible Participants; (c) link the reward of Eligible Participants to Shareholder value creation; and (d) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and Performance Rights (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right 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 Performance Rights section below).
Vesting of Convertible Securities	Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting

	notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Exercise of Convertible Securities and cashless exercise	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restrictions on dealing with Convertible Securities	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.
Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Convertible Securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date.

Change of control	If a change of control event occurs, 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 Performance Rights 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.
Adjustment of Convertible Securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of those Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Plan Shares	The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board. Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.
Rights attaching to Plan Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security (Plan Shares), will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares issued upon exercise of a Convertible Security and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.
Disposal restrictions on Plan Shares	If the invitation provides that any Plan Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued on exercise of a Performance Right may not be traded until 12 months after its issue unless the

	Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act. Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by the holder during the time the holder has such information. Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Maximum number of Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)) – refer to Resolution 13 and Section 11.4.
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 <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.



Proxy Voting Form

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

STAKK LIMITED | ABN 41 108 042 593

Your proxy voting instruction must be received by **8:00am (AWST) on Tuesday, 17 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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