

Notice of Annual General Meeting

InFocus Group Holdings Limited (ASX: IFG) (the **Company** or **InFocus**), a data analytics and software solutions company, advises that it will hold its 2026 Annual General Meeting at 1.00pm AWST on Tuesday, 17 November 2026 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.

Dispatch of the Notice of Meeting and other meeting documents has commenced.

A copy of the Notice of Meeting being dispatched to shareholders, including an access letter and a sample proxy form is annexed to this announcement.

ENDS

This announcement has been approved by the Company Secretary of InFocus Group Holdings Limited.

For further information, please contact:

InFocus Group Holdings Limited
e: info@ifghltd.com.au
p: +61 8 9465 1091

Reign Advisory Pty Ltd
e: IFG@reignadvisory.com
p: +61 2 9174 5388

About InFocus Group Holdings Limited

InFocus Group Holdings Limited (ASX: IFG) is an Australian technology group that builds AI-native software for enterprise clients and for its own proprietary ventures. The Group's in-house engineering capability is applied across several markets.

IFG provides full-stack software and platform engineering, AI and machine learning, and data intelligence services to enterprise and institutional clients, and builds and supports the Group's own ventures. Through InFocus Analytics, IFG provides pricing and promotion intelligence to retailers, specialising in grocery, supported by data from the Frugl consumer app.

IFG's two strategic growth ventures are InFocus Gaming Technologies and InFocus Digital Ventures. InFocus Gaming Technologies developed Codexa, a proprietary, low-latency iGaming platform with an in-house, AI-enabled compliance engine, which it offers to operators through white-label licensing and managed services. InFocus Digital Ventures is a blockchain

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Access to the Notice of Meeting

The Notice of Meeting and Explanatory Memorandum for the Meeting is available online and can be viewed and downloaded by shareholders of the Company from the Company's website at ifghltd.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX:IFG).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting Online

The Company strongly recommends shareholders review the Notice of Meeting and vote at the Meeting. Shareholders may choose to attend the Meeting and vote in person or vote by proxy prior to the meeting. Further information on how to vote at the Meeting is set out in your personalised proxy form and the Notice of Meeting.

Lodge your Proxy vote online at <https://investor.automic.com.au/#/loginsah> by following the instructions:

1. Login to the Automic website using the holding details as shown on your holding statement.
2. Click on 'Meetings' – 'Vote'.

To use the online lodgement facility, Shareholders will need their holder number – either a Securityholder Reference Number (SRN) or a Holder Identification Number (HIN) – as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at IFG@reignadvisory.com.

Copies of all meeting-related material, including the Notice and the Company's financial results, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

On behalf of the Board,



Sonny Didugu
Company Secretary

15 October 2026



InFocus Group Holdings Limited
ACN 096 870 978

Notice of Annual General Meeting
Tuesday, 17 November 2026 at
1.00pm (AWST)

Level 2
100 James Street
Northbridge WA 6003

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

InFocus Group Holdings Limited
ACN 096 870 978

Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting of InFocus Group Holdings Limited (the **Company** or **InFocus**) is to be held at 1.00pm AWST on Tuesday, 17 November 2026 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at ifg@reignadvisory.com.

Ordinary Business

Financial Statements and Reports

General Business – Consideration of Financial Statements

Consideration and discussion of Annual Report to shareholders for the financial year ended 30 June 2026 (**Annual Report**), which have been circulated to Shareholders on 30 September 2026.

Shareholders can also access the Company's Annual Report on the Company's website at ifghltd.com.au and titled "Annual Report", which was released to the ASX on 30 September 2026.

No voting is required for this item.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider, and if thought fit, pass the following resolution as a **non-binding resolution**:

"That the Directors' Remuneration Report for the year ended 30 June 2026 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel;
- b) Closely Related Parties of Key Management Personnel; and
- c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not disregard a vote if it is:

- (i) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- (ii) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Election of Directors

2. Resolution 2: Ordinary Resolution to elect Kit Weng Yip as a Director

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

“That, Kit Weng Yip, retiring in accordance with clause 15.2 of the Company’s Constitution, be elected as a director of the Company”.

Share Capital Approvals

3. Resolution 3: Ordinary Resolution to ratify August 2026 Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 93,000,000 Shares to the parties, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- The August 2026 Placement Participants; or
- Any associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4: Ordinary Resolution to Approve Issue of Options to Placement Participants

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 46,500,001 Options exercisable at \$0.01 expiring 15 December 2028 to the August 2026 Placement Participants, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- The August 2026 Placement Participants;
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

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

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- 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
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5: Ordinary Resolution to Approve Issue of Options to Reign Advisory

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 30,000,000 Options exercisable at \$0.01 expiring 15 December 2028 to Reign Advisory Pty Ltd (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Reign Advisory (or its nominees);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6: Ordinary Resolution to Approve Issue of Options to Obsidian

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 40,000,000 Options exercisable at \$0.01 expiring 15 December 2028 to Obsidian Global GP LLC (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Obsidian Global GP LLC (or its nominees);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

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

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- | |
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| <ul style="list-style-type: none">○ 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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7. Resolution 7: Ordinary Resolution to Approve Issue of Shares to Obsidian

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 10,000,000 Shares to Obsidian Global GP LLC (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Obsidian Global GP LLC (or its nominees);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8: Ordinary Resolution to Approve Issue of Shares to Creditors

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 50,000,000 Shares to the persons, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 8. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Northshore Fund Management Pty Ltd, HKY Holdings Pty Ltd, Datavela Pty Ltd, Reign Advisory Pty Ltd and any other creditors of the Company; 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 entity);
- An associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - 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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9. Resolution 9: Ordinary Resolution to Approve Issue of Shares to Reign Advisory

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 3,684,774 Shares to Reign Advisory Pty Ltd (or its nominees), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 9. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Reign Advisory (or its nominee);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolution 10: Ordinary Resolution to Approve Issue of Shares to Ken Tovich

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 24,565,160 Shares to Ken Tovich (or his nominee), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 10. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ken Tovich (or his nominee); or
- An associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - 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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11. Resolution 11: Special Resolution to Approve Additional 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”.

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 11. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Important Note:

The proposed allottees of any 7.1A 10% Additional Capacity are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and as such there is no reason to exclude their votes.

Buy Back re Prodigy9 Divestment

12. Resolution 12: Special Resolution to approve Buy Back of Prodigy9 Consideration Shares

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

“That, for the purposes of Section 257D of the Corporations Act and for all other purposes, approval is given for the Company to selectively buy back and cancel 4,500,000 Fully Paid Ordinary Shares held by Chakrit Wichian on the terms and conditions set out in the Explanatory Statement”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 12. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Chakrit Wichian;
- An associate of that person or those persons.

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Appointment of Auditor

13. Resolution 13: Ordinary Resolution to approve appointment of Moore Audit (WA) as Auditor

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

"That, for the purposes of section 327C of the Corporations Act and for all other purposes, Moore Australia Audit (WA) (ABN 16 874 357 907), having been appointed by the Directors to fill the casual vacancy in the office of auditor and having consented in writing to continue to act as auditor, be appointed as the Company's auditor effective from the conclusion of the Meeting, and the Directors be authorised to fix the auditor's remuneration."

Other Business

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

On behalf of the Board,


Sonny Didugu
Company Secretary
15 OCTOBER 2026

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Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of InFocus Group Holdings Limited (ASX: IFG) (**InFocus** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact InFocus or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 30 June 2026

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2026.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2026 Annual Report on the Company's website: ifghltd.com.au

Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2026 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Managing Director.

If the Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's 2027 Remuneration Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. A 'No' vote of greater than 25% was not received in the past year.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2026 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Election of Directors

The Company's Constitution requires the rotation of the directors. The general requirement is that:

- (a) per clause 15.4 any director whom is appointed by the other directors (that is not at a general meeting of shareholders) must stand for re-election at their first Annual General Meeting except for the Managing Director; and
- (b) per clause 15.2 one third of the directors (rounded up) shall retire and seek re-election at each Annual General Meeting, and no director should remain a director for more than three years or three Annual General Meetings (whichever is longer) without standing for re-election except for the Managing Director.

Further details are set out in the Company's Constitution.

Resolution 2: Ordinary Resolution to elect Kit Weng Yip as Director

By reason of clause 15.2 of the Company's Constitution, Mr Kit Weng Yip, retires and stands for re-election at this Annual General Meeting.

Mr Yip has extensive experience in investment banking and corporate finance, having held a number of senior roles across leading financial institutions in Malaysia. His previous positions include Executive Director of Nomura Securities Malaysia, Deputy Group Managing Director and Head of Investment Banking at Affin Hwang Investment Bank, and Director roles at RHB Investment Bank and CIMB Investment Bank.

Mr Yip currently serves as an Independent Non-Executive Director of Esente Capital Berhad, PCA Capital Markets Sdn Bhd, Capital Dynamics Asset Management Sdn Bhd, Privasia Technology Berhad, EcoFirst Consolidated Berhad and Euro Holdings Berhad. Privasia Technology Berhad is listed on the ACE Market of Bursa Malaysia Securities Berhad, while EcoFirst Consolidated Berhad and Euro Holdings Berhad are listed on the Main Market.

Mr Yip is a graduate of the University of Western Australia, a Fellow of CPA Australia, and a member of the Malaysian Institute of Accountants and the Chartered Taxation Institute of Malaysia. He is President of the CPA Australia Malaysia Divisional Council for 2025 and 2026 and was appointed by the Malaysian Ministry of Finance to serve as a Council Member of the Malaysian Institute of Accountants from February 2025 to February 2027. He also serves as an Industry Advisory Panel Member for Curtin University Malaysia's School of Business and Finance.

Mr Yip brings an extensive network of relationships across Southeast Asia, which is expected to support the Company's ambitions to expand and commercialise its platform throughout the region.

Mr Yip has not been a director of any ASX listed entity in the last three years, other than IFG. Mr Yip is an independent and non-executive director of the Company.

Share Capital Approvals

Resolution 3 seeks to ratify a prior issue of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities without shareholder approval. Resolutions 4 to 9 seeks approval for a new issue of securities in the Company outside its capacity to issue securities without shareholder approval. Resolution 10 also seeks approval for a new issue of securities to a person whom is a related party of the Company, and thus Resolution 10 is subject to different requirements than Resolutions 4 to 9.

Regulatory Framework for Resolutions 3 to 9

The Company has the capacity to issue securities without shareholder approval which amount to no more than 15% of the Company's fully paid ordinary issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1 and otherwise as calculated per that rule. The Company has a similar capacity under ASX Listing Rule 7.1A, subject to approval at an Annual General Meeting and other additional conditions.

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The effect of the ratification proposed by Resolution 3 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which ‘refreshes’ the Company’s 15% placement capacity.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the fully paid ordinary issued capital at the commencement of that 12 month period. ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively ‘refreshing’ the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake a capital raising, or for other purposes.

In the event that Resolution 3 is not passed, the Company will not have ‘refreshed’ its capacity to issue securities pursuant to ASX Listing Rule 7.4 in respect of that relevant issue and accordingly those securities will continue to ‘take up’ part of the total 15% ASX Listing Rule 7.1 capacity.

Where Resolution 3 is passed, the Company will have ‘refreshed’ its capacity to issue securities pursuant to ASX Listing Rule 7.4 in respect of those issues, and accordingly those securities will not continue to ‘take up’ part of the total 15% ASX Listing Rule 7.1. capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity.

Similarly, Resolutions 4 to 9 seek shareholder approval for the issue to be made in first instance such that placement capacity is never utilised by the issue of these securities. Such approval is sought under ASX Listing Rule 7.1 If each resolution is passed, the Company will issue those securities to the persons and for the purpose set out. If any of those resolutions are not passed, the Company will not issue those securities and any further consequence will be detailed below.

Resolutions 3 and 4: Ordinary Resolution to ratify Share Issue and issue Options re August 2026 Placement

In August 2026, the Company announced a capital raising of \$465,000 at an issue price of \$0.005 per Share, with an attaching options offer of 1 Option for every 2 Shares subscribed for with each Option being exercisable at \$0.01 expiring 15 December 2028. The Placement Shares were issued on 14 September 2026.

The Company provides the following further information as required by ASX Listing Rule 7.5:

Number and class of securities issued	93,000,000 Fully Paid Ordinary Shares
Name of recipients or basis on which persons were identified	The persons and entities that participated in the August 2026 placement (the August 2026 Placement Participants). The Company confirms that no August 2026 Placement Participant is or was at the time of issue a related party of the Company, a member of the Company’s key management personnel, a substantial holder in the Company, an advisor to the Company, or an associate of any of the aforementioned parties except as noted below. An entity controlled by the Company Secretary (whom is an advisor but not a related party or member of key management personnel) participated in the Placement – SCKLD Investments Pty Ltd subscribing for 3,912,755 Shares to raise \$19,563.78.
Date securities were issued	14 September 2026

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Price (or other consideration)	Shares issued at \$0.005 per Share. Placement Participants are entitled to receive an attaching Option on a 1 Option for every 2 Shares subscribed basis with each Option exercisable at \$0.01 expiring 15 December 2028 and issued only subject to the passing of Resolution 4.
Purpose of the issue	Capital raising to fund additional working capital. Funds raised are being applied towards the Company's ongoing business activities.
Other material terms of agreement	No relevant agreement in place.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 3

If Resolution 3 is not passed, this issue will continue to consume placement capacity for the remainder of 12 months from its original issue, which will impede the Company's ability to raise additional capital or otherwise transact using issued capital.

As required by ASX Listing Rule 7.3, the Company provides the following information:

Name of recipients	The persons and entities that participated in the August 2026 placement (the August 2026 Placement Participants). The Company confirms that no August 2026 Placement Participant is or was at the time of issue a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company, or an associate of any of the aforementioned parties except as noted below. An entity controlled by the Company Secretary (whom is an advisor but not a related party or member of key management personnel) participated in the Placement – SCKLD Investments Pty Ltd subscribing for 3,912,755 Shares to raise \$19,563.78 and is thus entitled to an issue of 1,956,378 Options.
Number and class of securities to be issued	46,500,001 Options exercisable at \$0.01 expiring 15 December 2028
Material terms of the securities	Options exercisable at \$0.01 expiring 15 December 2028 on the terms set out at Annexure A.
Date by which securities will be issued	The Options must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	Nil cash consideration as the issue is attaching to an already completed placement. If the Options are exercised, the Company will raise \$0.465 million which will be applied towards ordinary working capital.
Purpose of the issue	To raise additional working capital.
Other material terms of agreement	No material agreement applies.

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Voting Exclusion Statement	A voting exclusion statement applies to Resolution 4.
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If Resolution 4 is not passed, the Company will not issue the Options to the August 2026 Placement Participants. The August 2026 Placement Participants are not entitled to compensation or an alternate issue in the case of such failure.

Resolution 5: Ordinary Resolution to issue Options to Reign Advisory

As required by ASX Listing Rule 7.3, the Company provides the following information:

Name of recipients	Reign Advisory Pty Ltd the Company's corporate advisor.
Number and class of securities to be issued	30,000,000 Options exercisable at \$0.01 expiring 15 December 2028
Material terms of the securities	Options exercisable at \$0.01 expiring 15 December 2028 on the terms set out at Annexure A.
Date by which securities will be issued	The Options must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	Forming part remuneration for services rendered to the Company. The Company estimates the value of each Option on a Black Scholes basis to be \$0.003 per Option (4.65% risk free rate, 100% volatility). If the Options are exercised, the Company will raise \$0.30 million which will be applied towards ordinary working capital.
Purpose of the issue	To pay for services rendered to the Company.
Other material terms of agreement	Reign Advisory is entitled to success fees in relation to successful capital raisings by the Company reflecting their capital markets advisory services (for which it is also entitled to cash payments of \$9,000 per month). The Company has agreed to issue to Reign Advisory 30,000,000 Options in lieu of making any cash success payments to Reign Advisory.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 5

If Resolution 5 is not passed, the Company will not issue the Options to the Reign Advisory. Reign Advisory will instead be entitled to recover from the Company the amount of \$60,000 being the estimated value of the proposed Option grant.

Resolutions 6 and 7: Ordinary Resolutions to issue Options and Shares to Obsidian

Obsidian Global GP LLC (Obsidian) are financiers to the Company, holding various series of Convertible Notes. A summary of the material terms of the Obsidian Convertible Notes and the amounts outstanding is set out at Annexure B.

Pursuant to the Convertible Securities Agreement in place, a Fixed Conversion Price was set which is the price at which the Convertible Notes are to convert (except when converting at the Variable Conversion Price, which will always be lower than the Fixed Conversion Price). In the event of equity capital raisings by the Company at a price below the Fixed Conversion Price, the Fixed Conversion Price is 'reset' to the placement price. The effect of this following the August 2026 Placement would have been to set the Fixed Conversion Price at \$0.005 per Share. Obsidian are also entitled to a principal repayment of 20% of any equity capital raisings undertaken by the Company.

In consideration for Obsidian not demanding the 20% of the August 2026 Placement, and agreeing for the Fixed Conversion Price to be considered to be \$0.01 instead of \$0.005, the Company has agreed to issue to Obsidian 40,000,000 Options exercisable at \$0.01 expiring 15 December 2028. The Company seeks shareholder approval for this issue per Resolution 6.

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If Resolution is passed, the Company will issue the Options to Obsidian, and Obsidian will give up its rights to an Early Redemption on Raise in respect of the August 2026 Placement (saving the Company from paying \$93,000 to Obsidian out of recent placement proceeds), and Obsidian will consider the Fixed Conversion Price to be \$0.01 per Share, materially reducing the number of Shares that would be issuable to Obsidian on a conversion of the Convertible Notes where the share price is above \$0.01.

If Resolution 6 is not passed, the Company will not issue the Options to Obsidian. In those circumstances:

- (a) under the Early Redemption on Raise provisions of the Convertible Notes, Obsidian may require the Company to apply up to 20% of the Placement proceeds (being \$93,000) against the principal of the Convertible Notes; and;
- (b) under the terms of the Convertible Notes, the Fixed Conversion Price would reset to \$0.005 per Share (being the August 2026 Placement issue price), materially reducing the Fixed Conversion Price floor and increasing the number of Shares that would be issuable to Obsidian on a conversion of the Convertible Notes instead of the \$0.01 negotiated between the Company and Obsidian subject to the passing of this Resolution.

Separately, the Convertible Securities Agreement permits Obsidian to request the issue of Placement Shares, which when issued can then be set off by Obsidian against future conversions or Obsidian may at any time pay to the Company the value of the Shares at a 90% of the average of the lowest 5 daily VWAPs during the 20 Actual Trading Days prior to the Payment Notice, rounded down to the lowest A\$0.001, thus paying for the Shares. This gives Obsidian additional exposure and flexibility over the Company's share price and has the potential to raise further capital for the Company depending on the share price at the time. The Company seeks shareholder approval for the issue of up to 10,000,000 Shares to Obsidian which will be treated as Placement Shares for the purpose of the Convertible Securities Agreement on the terms summarised at Annexure B and below.

If Resolution 7 is passed, the Company will issue up to 10,000,000 Shares to Obsidian on demand from Obsidian following the passing of Resolution 7, and the Company will either offset those shares against future conversions by Obsidian or will raise the amount prescribed by the terms of the issue in the event of a payment notice being issued to the Company by Obsidian,

If Resolution 7 is not passed, the Company will not make the Shares available to the Obsidian. Obsidian may request alternate recourse for providing additional exposure to the Company's shares and such request will be considered by the Company, and if accepted, disclosed to ASX.

Information required by the ASX Listing Rules

As required by ASX Listing Rule 7.3, the Company provides the following information in respect of Resolution 6:

Name of recipients	Obsidian Global GP LLC being a financier to the Company.
Number and class of securities to be issued	40,000,000 Options exercisable at \$0.01 expiring 15 December 2028
Material terms of the securities	Options exercisable at \$0.01 expiring 15 December 2028 on the terms set out at Annexure A.
Date by which securities will be issued	The Options must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	Nil cash consideration. The Options are being issued to Obsidian in consideration for Obsidian agreeing to: (a) accept the Options in lieu of the cash repayment of \$93,000 (being 20% of the amount raised in the August 2026 Placement) that would otherwise have been required to be applied against the

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	principal of the existing Convertible Notes out of the Placement proceeds under the Early Redemption on Raise provisions of the Convertible Notes; and (b) consider the Fixed Conversion Price under the existing Convertible Notes to be \$0.01 per Share (and not, as would otherwise have been the case under the terms of the Convertible Notes, reset the Fixed Conversion Price to the August 2026 Placement issue price of \$0.005 per Share). The effect of this is that Obsidian retains the ability to convert at the Variable Conversion Price (90% of the lowest 5 VWAPs over 20 Actual Trading Days) when below \$0.01, or at the Fixed Conversion Price of \$0.01 when at or above that level. If all Options are exercised, the Company will raise an additional \$400,000 which will be applied towards ordinary working capital.
Purpose of the issue	To preserve the Placement proceeds for working capital and the commercialisation of Codexa (rather than apply 20% of those proceeds to redeem Obsidian's Convertible Notes), and to set the Fixed Conversion Price of the existing Convertible Notes at \$0.01 per Share.
Other material terms of agreement	The Options are being issued on the same terms as the attaching Options agreed with participants in the August 2026 Placement. The underlying Convertible Notes held by Obsidian remain on issue on their existing terms, except that the Fixed Conversion Price of those Convertible Notes is confirmed at AUD 0.01 per Share (as a result of Obsidian's agreement not to apply the Placement issue price of \$0.005 as a reset of the Fixed Conversion Price). The issue of the Options does not vary any other terms of the Convertible Notes. Further information on the terms of these Convertible Notes was most recently set out in the Convertible Note Cleansing Statement issued 15 January 2026 and a summary of the current notes on issue is in the 2026 Annual Report released 30 September 2026. A summary of the terms of the Convertible Notes is set out at Annexure B.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 6

As required by ASX Listing Rule 7.3, the Company provides the following information in respect of Resolution 7

Name of recipients	Obsidian Global GP LLC being a financier to the Company.
Number and class of securities to be issued	Up to 10,000,000 Shares
Material terms of the securities	Fully paid ordinary shares.
Date by which securities will be issued	The Shares will be issued by the Company on demand from Obsidian within three months of the Meeting. If no Shares are demanded by Obsidian, no Shares will be issued.
Price (or other consideration)	The Company will not raise any further funds from the issue of the Shares. At any time whilst the Obsidian Convertible Notes are on issue: (a) Obsidian may issue a Payment Notice to the Company, and pay to the Company the value of the Shares at a 90% of the average of the lowest 5 daily VWAPs during the 20 Actual Trading Days prior to the

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	Payment Notice, rounded down to the lowest A\$0.001, thus paying for the Shares; or (b) Obsidian may choose to set off against these Shares any Shares that would otherwise be due to Obsidian on the conversion of Convertible Notes it holds. If there are no Convertible Notes remaining (due to conversion or redemption) and the Company otherwise owes no funds to Obsidian, the Company will issue Obsidian a Payment Notice, following which Obsidian will have fifteen trading days to either: (a) pay to the Company the value of the Shares at a 90% of the average of the lowest 5 daily VWAPs during the 20 Actual Trading Days prior to the Payment Notice, rounded down to the lowest A\$0.001, thus paying for the Shares; or (b) sell the Shares on market and pay to the Company 95% of the net sale proceeds.
Purpose of the issue	Making these Shares available to Obsidian refreshes Obsidian's rights under the pre-existing Obsidian Convertible Notes. The terms of those Convertible Notes is summarised at Annexure B. No new Convertible Notes have been or are being issued.
Other material terms of agreement	As summarised at Annexure B.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 7

The number of Shares proposed under Resolution 7 is capped at 10,000,000 and is not determined by a formula. The formula affects only the amount ultimately payable for those Shares. Accordingly, a fall in the reference VWAP reduces the consideration received by the Company but does not increase the maximum number of Shares issued or the maximum dilution.

Below is a table showing the potential amount raised should a Payment Notice be issued by Obsidian at various prevailing market prices, and making the following assumptions:

- the relevant average of the lowest five daily VWAPs equals the scenario price;
- all 10,000,000 shares are issued;
- the cash Payment Notice alternative applies; and
- the price is rounded down to the nearest \$0.001,
- the Company has 612,177,775 shares on issue.

Scenario	Assumed reference VWAP	90% before rounding	Payment price	Amount payable for 10m shares	Maximum dilution
50% below current	\$0.0035	\$0.00315	\$0.003	\$30,000	1.607%
Current	\$0.0070	\$0.00630	\$0.006	\$60,000	1.607%
Twice current	\$0.0140	\$0.01260	\$0.012	\$120,000	1.607%

Resolution 8: Ordinary Resolution to issue Shares to Creditors

As required by ASX Listing Rule 7.3, the Company provides the following information:

Name of recipients	The Company proposes to use the capacity approved by this resolution to issue Shares in a debt-to-equity swap for existing creditors. Should this resolution be passed, the Company will approach large creditors proposing
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	a debt-to-equity swap. As at 30 June 2026, the largest creditors of the Company are • Northshore Fund Management Pty Ltd - \$474,598 • HKY Holdings Pty Ltd - \$467,677 • Datavela Pty Ltd - \$380,050 • Reign Advisory Pty Ltd - \$187,500 No specific creditors have been approached, and as a result no agreements have been entered into. This disclosure sets out the basis on which potential recipients may be identified. No recipient will be a person or entity to whom Chapter 10 of the ASX Listing Rules would apply.
Number and class of securities to be issued	Up to 50,000,000 Shares
Material terms of the securities	Fully paid ordinary shares.
Date by which securities will be issued	The Shares must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	The Company proposes to offer the Shares to creditors at a fixed price of \$0.012 per share, being the VWAP of the 12 months to 28 September 2026 (source: CommSec IRESS). At that price a total of \$600,000 in debts may be cleared through this mechanism. The issue price represents a material premium to the current market price of the Company's securities.
Purpose of the issue	Reduction of debt owed by the Company to creditors to be identified.
Other material terms of agreement	No agreement exists. Should Resolution 8 be approved, the Company will immediately engage with creditors to discuss a reduction in their debts by way of share issuance, which is at a premium to the current share price. The Company will also require that any creditor that agrees to this debt-to-equity swap must not sell Shares issued to them for at least 12 months from their date of issue.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 8. As there are no creditors identified to participate, the Company will exclude any known material creditor in the Company from voting on this resolution.

If Resolution 8 is not passed, the Company will not have the capacity to conduct this debt to equity transaction, and there will be no change or reduction in the debts owed by the Company to other parties.

Resolution 9: Ordinary Resolution to issue Shares to Reign Advisory

As required by ASX Listing Rule 7.3, the Company provides the following information:

Name of recipients	Reign Advisory Pty Ltd the Company's corporate advisor.
Number and class of securities to be issued	3,684,774 Shares
Material terms of the securities	Fully paid ordinary shares.

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Date by which securities will be issued	The Shares must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	Issue in lieu of \$33,000 owed to Reign Advisory. The shares have been priced at the monthly VWAP for each month in which the fee was earned (VWAP Source: CommSec IRESS) at a blended average of \$0.00896.
Purpose of the issue	Payment in lieu of \$33,000 in fees accrued from 1 October 2025 to 30 September 2026.
Other material terms of agreement	Reign Advisory provides company secretarial and corporate governance advisory services to the Company, including making Sonny Didugu available to act as Company Secretary. Under the terms of that engagement, an amount of \$33,000 which is outstanding has been agreed to be paid by an issue of Shares in the manner set out above.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 9

If Resolution 9 is not passed, the Company will not issue the Shares to the Reign Advisory. Reign Advisory will instead continue to be owed \$33,000.

Resolution 10: Ordinary Resolution to issue Shares to Ken Tovich

Ken Tovich has been CEO and Executive Director of the Company since 1 July 2025. Mr Tovich is entitled to annual remuneration of \$360,000 in cash. Mr Tovich has agreed for \$240,000 per annum to be paid in shares issued at the monthly VWAP in which the fee was earned, subject to shareholder approval. If shareholder approval is not received, Mr Tovich will continue to be entitled to \$240,000 in cash per annum.

Resolution 10 seeks shareholder approval for the issue of 24,565,160 Shares to Ken Tovich in consideration for this component of his remuneration in the period 1 October 2025 to 30 September 2026, being \$220,000. As set out above, if approval is not received, Mr Tovich will be entitled to \$220,000 in cash.

Regulatory Framework

Resolution 10 contemplates the issue of shares to a Director. The issue accordingly has both Corporations Act and Listing Rules considerations.

Corporations Act: Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Shares to Ken Tovich constitutes the giving of a financial benefit to those parties who are related parties of the Company by reason of their directorship.

Having considered the circumstances of the Company and Mr Tovich as required by section 211 of the Corporations Act, the Directors rely on section 211 and confirm that, in their opinion, the granting of the Shares to Mr Tovich represents fair and reasonable remuneration to the director, and accordingly, the Company does not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

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

- 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;

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- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. The Resolution, therefore, require the approval of Shareholders under ASX Listing Rule 10.11.

The Company accordingly seeks shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 10. Pursuant to ASX Listing Rule 7.2 Exception 14, where approval under ASX Listing Rule 10.11 is obtained approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the company's 15% limit.

Additional Information required by ASX Listing Rule 10.13

As required by ASX Listing Rule 10.13, the Company provides the following information:

Name of recipients	Mr Ken Tovich (or nominee) who is a party to whom LR 10.11.1 applies by reason of being a Director of the Company.
Number and class of securities to be issued	24,565,160 Shares
Material terms of the securities	Fully Paid Ordinary Shares
Date by which securities will be issued	The Shares must be issued within one month of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	\$220,000 for the period 1 October 2025 to 30 September 2026, with the issue price calculated at the monthly VWAP. The blended average of the share issuance is \$0.00896 per share.
Purpose of the issue	Remuneration to the director.
Other material terms of agreement	The Shares have been priced at the monthly VWAP for each month in which the fee was earned (VWAP Source: CommSec IRESS).
Current Remuneration	Mr Tovich's remuneration comprises \$120,000 in cash per annum, plus \$240,000 in shares per annum.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 10.

If Resolution 10 is passed, the Company will be able to proceed with the issue of Shares to Mr Tovich. If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Shares to Mr Tovich and will be required to pay to him cash equivalent to the amount due to him.

Additional Placement Capacity

Resolution 11: Approval of Additional 10% Placement Capacity

Resolution 11 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A (the **7.1A 10% Additional**

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Capacity). This provides the Company with a higher level of flexibility to undertake capital raisings or other corporate actions involving the issue of equity securities by the Company.

Regulatory Framework

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

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of special resolution at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Securities issued pursuant to ASX Listing Rule 7.1A must be in an existing class of quoted equity security.

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

Resolution 11 seeks shareholder approval by way of a special resolution for the Company to have an additional 10% capacity provided for in Listing Rule 7.1A to issue securities without shareholder approval.

If Resolution 11 is not passed, the Company will not have access to the 7.1A 10% Additional Capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing securities without shareholder approval set out in Listing Rule 7.1.

Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 11:

- (i) If Resolution 11 is approved by Shareholders, the approval to issue securities under this capacity per Listing Rule 7.1A will cease upon the earlier of:
 - a. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 17 November 2027;
 - b. The time and date of the Company's next annual general meeting; or
 - c. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (ii) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for quoted securities in the same class as the securities being issued, 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 securities are to be issued is agreed by the Company and the recipient of the securities; or
 - b. If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- (iii) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors. The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.
- (iv) If Resolution 11 is approved by shareholders and the Company issues equity securities under the 7.1A 10% Additional Capacity, existing shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:

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- a. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under Listing Rule 7.1A; and
- b. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.007 per Listing Rule 7.1A, where Variable "A" has been calculated in the manner required by Listing Rule 7.1A.2 as at 30 September 2026:

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price 0.0035	Current Share Price 0.0070	100% Increase in Share Price 0.0140
Current Variable A 612,177,775	10% Dilution	61,217,778	61,217,778	61,217,778
	Funds Raised	\$214,262	\$428,524	\$857,049
50% Increase Variable A 918,266,663	10% Dilution	91,826,666	91,826,666	91,826,666
	Funds Raised	\$321,393	\$642,787	\$1,285,573
100% Increase Variable A 1,224,355,550	10% Dilution	122,435,555	122,435,555	122,435,555
	Funds Raised	\$428,524	\$857,049	\$1,714,098

The Dilution Effect table makes the following assumptions:

- a. All securities have been issued under the 7.1A 10% Additional Capacity and the Company has issued the maximum number of equity securities available to it under the 7.1A 10% Additional Capacity
- b. The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- c. The table only shows the effect of issues of securities under the 7.1A 10% Additional Capacity and does not consider the 15% capacity the Company has under Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in Listing Rule 7.2
- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - a. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - b. the effect of the issue of the securities on the control of the Company;
 - c. the financial situation of the Company; and
 - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company.

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- (vii) In the 12 months preceding the date of this Meeting, the Company has issued the following Shares under its Listing Rule 7.1A capacity:
- a. 50,917,777 fully paid ordinary shares at \$0.005 per share in the August 2026 Placement, and in respect of that issue the Company provides the following information:
 - i. 50,917,777 shares represented 11.9% of the issued capital of the Company as at 14 September 2025 being 12 months prior to the issue;
 - ii. the securities were issued to the August 2026 Placement Participants, whom are identified as set out above in relation to Resolution 3 which seeks ratification of this issuance;
 - iii. the securities were issued at \$0.005 per Share which was a slight premium to both the 15 day VWAP prior to the issue and the closing market price on the date of agreement;
 - iv. the total amount raised from the 7.1A component of the August 2026 Placement was \$254,589, which remains unspent (in that the Company's cash balance as at the date of the Notice exceeds this amount);
 - v. the Company intends to expend these funds towards the development of Codexa, its gaming platform, and for other general working capital purposes.
- (viii) A voting exclusion statement applies to this Resolution; however the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2 at this time.

Buy Back re Prodigy9

Resolution 12: Special Resolution to approve Buy Back re Prodigy9

On 5 June 2026, the Company announced an operational restructure of its Thai enterprise software operations. The rapid advancement of AI-native engineering workflows had materially changed the economics of software delivery, enabling leaner, higher-leverage team structures. The Board determined that operating both Onify and Prodigy9 as parallel enterprise consultancies was no longer optimal, and resolved to consolidate the Group's Thai operations under a single, senior team within Onify.

The Board considered a direct wind-down of Prodigy9 but rejected that option on the basis that it would have required the Company to fund significant upfront cash costs, including severance payments for surplus employees under Thai labour law and other wind-down costs, all payable in cash.

The Company instead opted to negotiate a transaction with Mr Chakrit Wichian, one of the vendors of the Prodigy9 business and the current CEO of Prodigy9, to return the company to him at nil cash consideration on the condition that he assumed all the liabilities of Prodigy9 from 1 June 2026 (the **Divestment Agreement**)

The Board formed the view that the cash costs of a wind down under the ownership of the Company would have had a materially worse impact on shareholder value than the transaction ultimately negotiated with Mr Wichian.

The Divestment Agreement with Mr Wichian provided that (amongst other things):

- (a) the Company agreed to transfer 100% of the issued share capital of Prodigy9 to Mr Wichian on a cash-neutral basis;
- (b) Mr Wichian agreed to assume, and fully indemnify the Company against, all costs and liabilities of Prodigy9 with effect from 1 June 2026, irrespective of the settlement date and without any condition precedent to that assumption;
- (c) certain client contracts and nominated employees would transfer (or continue to be novated) from Prodigy9 to Onify, with the most substantial client contract retained by Prodigy9 being IRCP (SET: IRCP); and
- (d) the Company agreed to seek shareholder approval to buy back and cancel the Consideration Shares for nominal consideration, on the basis that the underlying rationale for the issue of those securities (Mr Wichian's ongoing role as CEO of Prodigy9 within the Group) no longer applied.

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The divestment of Prodigy9 was deemed effective from 1 June 2026. Prodigy9 was deconsolidated from the Group from that date and its results have been presented as a discontinued operation in the Company's FY2026 financial statements.

Further details of the operational restructure and the terms of the transaction with Mr Wichian are set out in the Company's ASX announcement dated 5 June 2026.

Resolution 12 seeks shareholder approval, for the purposes of section 257D of the Corporations Act and for all other purposes, for the Company to buy back and cancel the Consideration Shares held by Mr Wichian on the terms summarised in this Explanatory Statement (Buy-Back).

If Resolution 12 is not passed, the Company will not proceed with the Buy-Back. The remaining terms of the Divestment Agreement (including the transfer of Prodigy9 to Mr Wichian and his assumption of Prodigy9's liabilities) will not be affected, as they were not conditional on obtaining this approval. However, under the Divestment Agreement, if shareholder approval for the Buy-Back is not obtained within 12 months, the Company forfeits its right to buy back the Consideration Shares, and Mr Wichian will retain the 4,500,000 Consideration Shares.

Regulatory Framework

Under section 257A of the Corporations Act, a company may buy back its own shares provided the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures set out in Division 2 of Part 2J.1 of the Corporations Act.

The Buy-Back is a selective buy-back for the purposes of section 9 of the Corporations Act because it is not made under an equal access scheme (it involves an offer to buy back shares from a single shareholder, Mr Wichian, and not on the same terms to all ordinary shareholders).

As required by the Corporations Act, Resolution 12 is proposed as a special resolution and, accordingly, requires the approval of at least 75% of the votes cast by shareholders entitled to vote on the resolution. A voting exclusion statement applies.

Mr Wichian is not a related party of the Company for the purposes of Chapter 2E of the Corporations Act, nor is he a party to whom Chapter 10 of the ASX Listing Rules applies.

Details of the Buy Back

The Company provides the following information required by the Corporations Act:

Number of Shares subject to Buy Back	4,500,000 Shares
Consideration	\$1.00
Rationale for Consideration	The Consideration Shares were originally issued to Mr Wichian in February 2025 as part of the consideration for the Company's acquisition of Prodigy9, and reflected the value the Board attributed at that time to Prodigy9 as an ongoing business within the Group and to Mr Wichian's continuing role as CEO of the Company's consolidated Thai operations. Following the Board's decision to consolidate the Group's Thai operations under Onify, and the corresponding transfer of Prodigy9 back to Mr Wichian on a cash-neutral basis, the Board considers that the commercial basis on which the Consideration Shares were originally issued no longer applies. The buy-back and cancellation of the Consideration Shares for nominal consideration was a fundamental element of the negotiated transaction package that enabled the Company to achieve the benefits of the operational restructure (including the immediate elimination of Prodigy9's cost base from the Group's consolidated results) without incurring the cash costs of a wind-down or any dilutive impact on remaining shareholders.

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Source of Funds	The consideration for the Buy-Back is \$1.00 in aggregate. Accordingly, the Buy-Back will be funded from the Company's existing cash reserves and will have no material impact on the Company's cash position.
Timing	Subject to Resolution 12 being passed and all other conditions to the Buy-Back being satisfied, the Company intends to complete the Buy-Back and cancel the Consideration Shares as soon as reasonably practicable following the Annual General Meeting. The Company will lodge an Appendix 3C and an Appendix 3H with ASX in accordance with ASX Listing Rule 3.8A and the relevant provisions of the Corporations Act.

Effect of Buy Back on the Company

The Company provides the following information required by the Corporations Act:

Capital Structure	The impact of the Buy Back on the Capital Structure of the Company is solely as follows: <table border="1"> <thead> <tr> <th></th><th>Shares on Issue</th></tr> </thead> <tbody> <tr> <td>Current</td><td>612,177,775</td></tr> <tr> <td>Buy Back</td><td>- 4,500,000</td></tr> <tr> <td>Resultant</td><td>607,677,775</td></tr> </tbody> </table> There will be no change to the total number of options, convertible notes, or other securities on issue as a result of the Buy Back. The number of shares on issue in the above calculations does not consider the impact of any other resolutions being considered at this meeting.		Shares on Issue	Current	612,177,775	Buy Back	- 4,500,000	Resultant	607,677,775
	Shares on Issue								
Current	612,177,775								
Buy Back	- 4,500,000								
Resultant	607,677,775								
Financial Impact	The financial effect of the Buy-Back on the Company is expected to be as follows: (a) Cash: the Company will pay AUD \$1.00 in aggregate to Mr Wichian. There will be no other material cash impact. (b) Share capital account: the Company's contributed equity will be reduced by an amount equal to the buy-back consideration (\$1.00), with a corresponding reduction in the number of shares on issue. There will be no material adverse impact on the Company's share capital account. (c) Net tangible assets (NTA) per share: the reduction in the number of shares on issue is expected to result in a marginal improvement in NTA per share for remaining shareholders. (d) Solvency: the Directors have considered the Company's financial position and are of the opinion that the Buy-Back will not materially prejudice the Company's ability to pay its creditors, as required by section 257A of the Corporations Act.								
Control	The 4,500,000 Consideration Shares to be bought back represent approximately 0.735% of the Company's current issued ordinary share capital. The cancellation of the Consideration Shares will result in a small proportionate increase in the voting power of all other shareholders. The Buy-Back will not, in the Directors' opinion, result in any change of control of the Company or any material effect on the control of the Company.								
Mr Wichian Interests	Following completion of the Buy Back, Mr Wichian will have no equity interests in the Company.								

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Advantages of Buy Back	(a) Cancels equity issued for a business no longer owned by the Group – the Consideration Shares were issued as consideration for Prodigy9, which is no longer part of the Group. (b) Accretive to remaining shareholders – reduces the total number of shares on issue for nominal consideration, marginally improving each remaining shareholder's proportionate interest, NTA per share, and (all else being equal) earnings per share. (c) Completes the negotiated transaction package – enables the Company to realise the full commercial benefit of the operational restructure previously announced. (d) No cash cost – total consideration is a nominal and immaterial \$1.00 (e) No material effect on control – given very small reduction in issued capital
Disadvantages of Buy Back	(a) Reduction in issued capital – the Company's total issued share capital will be reduced by 4,500,000 shares, although the corresponding reduction in contributed equity is nominal. (b) No open-market alternative considered – the Buy-Back is a specifically negotiated element of the Prodigy9 divestment structure and was not the subject of a competitive process. The Board considers this appropriate given the shares were issued as consideration for Prodigy9 and are being cancelled as part of an integrated transaction.
Consequences of Resolution Not Passed	If Resolution 12 is not passed: (a) the Buy-Back will not proceed; (b) Mr Wichian will retain the 4,500,000 Consideration Shares; (c) under the Divestment Agreement, if shareholder approval is not obtained within 12 months of the Divestment Agreement, the Company forfeits its right to buy back the Consideration Shares; and (d) the balance of the Divestment Agreement (including the transfer of Prodigy9 to Mr Wichian, his assumption of Prodigy9 liabilities, and the transfer of nominated clients and employees to Onify) is not conditional on this approval and will remain in effect.

The Directors are not aware of any other information that is reasonably required by shareholders in order to decide how to vote on Resolution 12, other than as set out in this Explanatory Statement and elsewhere in this Notice of Meeting, or as previously disclosed to shareholders in ASX announcements (including the announcements dated 5 February 2025, 5 June 2026, and 31 July 2026).

Appointment of Auditor

Resolution 13: Ordinary Resolution to approve appointment of Auditor

On 19 December 2025, the Company announced that its auditor HLB Mann Judd (WA) had resigned as auditor following receipt of consent to resign from the Australian Securities and Investments Commission, and that the directors had resolved to appoint Moore Australia Audit (WA) as auditors to fill a casual vacancy in the role of auditor.

Since their appointment, Moore Australia has reviewed the Company's half-year financial report for the half-year ended 31 December 2025 and audited the Company's financial report for the financial year ended 30 June 2026.

Regulatory Framework

Section 327C(1) of the Corporations Act allows directors to appoint an auditor to fill a casual vacancy. Section 327C(2) provides that an auditor so appointed holds office only until the Company's next annual general meeting, at which the members must appoint an auditor.

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Accordingly, Resolution 13 seeks Shareholders' approval to appoint Moore Australia as auditor of the Company with effect from the conclusion of the Meeting. Moore Australia has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, and has not withdrawn that consent.

Moore Australia's current appointment under section 327C(1) of the Corporations Act will expire at the conclusion of the Meeting by operation of section 327C(2), regardless of whether Resolution 13 is passed. The purpose of Resolution 13 is to appoint Moore Australia as auditor of the Company for the period following the Meeting.

If Resolution 13 is not passed, a casual vacancy in the office of auditor will arise at the conclusion of the Meeting. In those circumstances, under section 327C(1) of the Corporations Act, the Directors would be required within one month to appoint a registered company auditor to fill the casual vacancy, with that appointment to again be put to Shareholders for approval at the Company's next annual general meeting.

Directors Recommendations

The Directors make the following recommendations in respect of the Resolutions.

Resolution	Recommendation
Resolution 1	The directors do not make a recommendation in respect of this resolution. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 2	The Directors recommend shareholders vote in favour of this resolution. Mr Yip brings extensive investment banking and corporate finance experience across Southeast Asia and a strong network of relationships expected to support the Company's regional commercialisation ambitions. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 3	The Directors recommend shareholders vote in favour of this resolution. The ratification of the August 2026 Placement will replenish the Company's capacity to issue new securities without further shareholder approval under ASX Listing Rule 7.1. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 4	The Directors recommend shareholders vote in favour of this resolution. The attaching Options were a committed component of the August 2026 Placement and the issue preserves the Company's placement capacity for other purposes. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 5	The Directors recommend shareholders vote in favour of this resolution. The issue of Options to Reign Advisory settles ongoing corporate advisory service obligations on a non-cash basis, reducing the cash burden on the Company and further aligning Reign Advisory's interests with those of shareholders The Chairman will vote all undirected proxies in favour of this resolution.

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Resolution 6	The Directors recommend shareholders vote in favour of this resolution. The issue of Options to Obsidian preserves the Placement proceeds for the Company's working capital and the commercialisation of Codexa (rather than requiring 20% of those proceeds to be applied to redeem Convertible Notes) and secures Obsidian's agreement to reset the Fixed Conversion Price of the Convertible Notes to \$0.01 (rather than the lower \$0.005 which would otherwise have applied). The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 7	The Directors recommend shareholders vote in favour of this resolution. The issue of Shares to Obsidian maintains the agreed mechanics under the existing Convertible Notes facility and preserves the Company's funding arrangements with Obsidian. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 8	The Directors recommend shareholders vote in favour of this resolution. The capacity to settle outstanding creditor balances through the issue of Shares (at a premium to the current share price) preserves the Company's cash reserves for operating activities and strategic growth ventures, including the ongoing commercialisation of Codexa. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 9	The Directors recommend shareholders vote in favour of this resolution. The issue settles outstanding fees owed to Reign Advisory on a non-cash basis, reducing the cash burden on the Company. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 10	The Directors recommend shareholders vote in favour of this resolution. The issue of Shares to Mr Tovich is considered to be fair and reasonable remuneration for his services as CEO and Executive Director. Remunerating Mr Tovich with Shares further aligns his interests with those of shareholders and reduces the cash burden of retaining an executive of his calibre to lead the Company. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 11	The Directors recommend shareholders vote in favour of this resolution. The additional placement capacity will enable the Company to raise further capital or otherwise transact without the time and cost of further shareholder approvals. The Chairman will vote all undirected proxies in favour of this resolution.

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Resolution 12	The Directors recommend shareholders vote in favour of this resolution. The Buy-Back cancels equity issued as consideration for a business no longer owned by the Group, is accretive to remaining shareholders, completes the negotiated Prodigy9 divestment package, and incurs no material cash cost. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 13	The Directors recommend shareholders vote in favour of this resolution. Moore Australia has reviewed the Company's half-year financial report for the half-year ended 31 December 2025 and audited the Company's financial report for the financial year ended 30 June 2026, and the Board considers Moore Australia well-placed to continue as the Company's auditor. The Chairman will vote all undirected proxies in favour of this resolution.

Further Information

For further information, please contact the Company by email at ifg@reignadvisory.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.

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Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm AWST on Sunday, 15 November 2026.

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 Automatic Registry Services will need to verify your identity. You can register from 12.00pm WST on the day of the Meeting.

Key Management Personnel

The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

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Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears or the context requires otherwise:

Term	Definition
August 2026 Placement Participants	Imraan Habib, Alicia Lew, Patcharada Monthathip, Rachata Thunyavuthi, Paul Finn, SCKLD Investments Pty Ltd <SCKLD Holdings A/C>, Matt Srinarawat, Low Bee Ling, AJ Loo Holdings Pty Ltd, Vera Fides Holdings Pty Ltd <Vera Fides Investment A/C>, New Street Capital Pty Ltd, and Mr Adam Corrado Colasante.
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or InFocus	InFocus Group Holdings Limited (ACN 096 870 978)
Corporations Act	Corporations Act 2001 (Cth)
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
InFocus or the Company	InFocus Group Holdings Limited ACN 096 870 978
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Meeting or Annual General Meeting or AGM	The Annual General Meeting of the Company to be held 1:00pm AWST on Tuesday, 17 November 2026 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.
Notice of Meeting or Notice	The notice of Annual General Meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Option	An option to acquire Shares
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Reign Advisory	Reign Advisory Pty Ltd ACN 656 685 960
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed

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Annexure A: Terms of Options exercisable at \$0.01 expiring 15 December 2028

(a) Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
(b) Exercise Price	Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.01 (Exercise Price).
(c) Expiry Date	Each Option will expire at 5:00 pm (Sydney time) on 15 December 2028 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
(d) Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
(e) Notice of Exercise	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 5,000 Options must be exercised on each occasion.
(f) Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
(g) Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under (g)(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.
(h) Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
(i) Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

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(j) Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. The Options confer no right to dividends or returns of capital.
(k) Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
(l) Transferability	The Options are freely transferrable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
(m) Quotation of Options	The Company will not immediately apply for quotation of the Options on ASX. However, should the Company consider that the conditions for quotation of a new class of securities would be satisfied in this class (which include, amongst other things, there being a minimum of 100,000 Options on issue, with at least 50 holders with a marketable parcel within the meaning of the ASX Listing Rules), the Company may in its sole discretion apply for quotation of the Options on ASX in the future. If official quotation of the Options is not granted, the Options will not be quoted.
(n) Quotation of Shares	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
(o) Adjustment for bonus issues of Shares	If there is a bonus issue to the holders of Shares, the number of securities over which the Options is exercisable may be increased by the number of securities which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue (being as permissible under ASX Listing Rule 6.22.3).

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Annexure B: Material Terms of Obsidian Convertible Notes

There are three series of Obsidian Convertible Notes on issue, being:

- 90,200 Convertible Notes at a face value of US\$1.20 per Note;
- 166,450 Convertible Notes at a face value of US\$1.20 per Note; and
- 670,000 Convertible Notes at a face value of US\$1.15 per Note.

A summary of the terms of the most recent 670,000 Convertible Notes at a face value of US\$1.15 per Note which were issued on 15 January 2026 are presented below. They are broadly consistent with and representative of the other Obsidian Convertible Notes on issue.

Face Value	USD 1.15 per Additional Convertible Note.
Aggregate issue price	AUD 1,000,000
Note Currency	The Additional Convertible Notes (or Notes for the purpose of this annexure) are being held by the Noteholder in USD. The Notes are also repayable in USD. Where an amount is to be converted from AUD to USD per the terms of the Notes, the prevailing exchange rate published by the Reserve Bank of Australia at that time is to be applied.
Maturity Date	18 months from the date of issue.
Interest	No interest is payable on the Notes, except in the event of a default.
Fixed Conversion Price	AUD 0.03 [subsequently amended to AUD 0.01 per agreement described at Resolution 6]
Placement Shares	Subject to shareholder approval, the Company will issue to the Noteholder Placement Shares on demand from Obsidian. If the Noteholder wishes to reduce the number of Placement Shares outstanding by a set number of Shares, it may do so by: (a) providing the Company with written notice (Payment Notice) of its intention to do so; and (b) paying the Company for the reduction, at a price equal to 90% of the average of the lowest 5 daily VWAPs during the 20 Actual Trading Days prior to the Payment Notice. If the Noteholder converts the Notes into equity, the Noteholder may in its sole discretion apply the Placement Shares to offset the new Shares that would be required to be issued on such conversion. If any Placement Shares remain outstanding following full repayment of the Notes and termination of the Agreement, the Noteholder must either (at its election): (c) pay the Company an amount per Placement Share equal to 90% of the average of the lowest 5 daily VWAPs during the 20 Actual Trading Days immediately prior to the date upon which the Noteholder makes the payment; or (d) sell the Placement Shares on market and pay the Company 95% of the net sale proceeds.
Redemption Amount	110% of the Amount Outstanding (being the Face Value plus any other amounts payable by the Company to the Noteholder) in respect of the Notes.
Early Redemption on raise	The Noteholder may at any time, subsequent to entry into the Agreement: (a) where the Company raises funds in aggregate of less than AUD 2,500,000 from any source (other than from the Noteholder), require the Company to apply up 20% of the proceeds of the funds raised (from the first AUD 2,500,000 raised); and (b) where the Company raises funds in aggregate of more than AUD 2,500,000 from any source (other than from the Noteholder), require the Company to apply up 50% of the proceeds of the funds raised (from the funds raised in excess of AUD 2,500,000), to the redemption of outstanding Notes at the Redemption Amount.
Conversion	While there is an Amount Outstanding:

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	- The Notes may be converted by the Noteholder at any time before the Maturity Date by providing a conversion notice. - Each conversion notice must specify details including how many Notes the Noteholder elects to convert, whether the Noteholder is electing to convert the Notes at the Fixed Conversion Price, the Variable Conversion Price or the Conversion Price in the Event of Default, and the number of Shares that the Company must issue to the Noteholder in respect of the Conversion. Shares will not be issued on conversion of any Notes if such conversion would cause any person to hold a relevant interest in more than 20% of the Shares on issue.
Variable Conversion Price	The lesser of: 90% of the average of the lowest 5 daily VWAPs during the 20 Actual Trading Days prior to the Conversion Notice Date; and the Fixed Conversion Price.
Limitations on Conversions at Variable Conversion Price	The Noteholder may only give conversion notices specifying that a Conversion is to occur at the Variable Conversion Price: - after 1 March 2026; and - when any 20-day VWAP subsequent to the relevant issue date of the Notes is less than the Fixed Conversion Price of the relevant tranche of Notes to be converted.
Security	The Notes continue to be secured by a standard General Security Agreement (Security Documents), on terms customary for agreements of this nature. The Security Documents include a carve-out for the Radium R&D Loans the Company receives and the security being granted in relation to the financing of InFocus Digital Ventures.
Negative Covenants	Whilst the Notes are outstanding, a number of negative covenants continue to apply to the Company, which the Company considers to be broadly on terms customary for securities of this nature. In summary, these include the Company or a subsidiary company being restricted from the following without the Noteholder's written consent (not to be unreasonably withheld or delayed): - dispose all or part of its assets unless (i) such disposal is in the ordinary course of business and for fair market value; and (ii) where the value of the assets being disposed is greater than AUD 500,000, at least 25% of the net cash proceeds of the disposal are, if required by the Noteholder, applied towards repayment; - repay any indebtedness to any related entities of the Company; or (ii) make any payment in reduction of debt for any debt finance raised or debt securities issued by the Company after today (but excluding certain advance funding for R&D rebates (R&D Loan)) - reduce its issued share capital or any uncalled liability in respect of its issued capital, except by means of a purchase or redemption of the share capital that is permitted under applicable law; - issue or agree to issue any equity or equity-linked securities (including options) that have a variable interest rate or any debt, equity or equity-linked securities that are convertible into, exchangeable or exercisable for, or include the right to receive Shares or other securities: (i) at a conversion, repayment, exercise or exchange rate or other price that is based on, and/or varies with, the trading prices of, or quotations for, the Shares; or (ii) at a conversion, repayment, exercise or exchange rate or other price that is subject to being reset at some future date after the initial issuance of such debt, equity or equity-linked security or upon the occurrence of specified or contingent events; but nothing in this clause prevents the Company from issuing fixed-rate instruments; - issue or agree to issue any debt, equity or equity-linked securities or otherwise raise any debt or equity capital other than where: (i) the Company has first offered the Noteholder in writing a prior opportunity to provide the debt, acquire the equity or equity-linked securities or otherwise provide the debt or equity capital; (ii) the Noteholder does not accept the offer within 10 Business Days of receiving it; and the Company issues or agrees to issue the debt, equity or equity-linked securities or otherwise obtain the debt or equity capital from a third party on the same terms as the Company offered to the Noteholder, within 3 months of offering them to the Noteholder; but nothing in this clause prevents or restricts an issue of Shares that is an issue of Shares in respect of a genuine acquisition, certain issues of Shares in lieu of cash payments to suppliers or employees, or debt that is an R&D Loan or part of the IFGDV Financing;

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	(f) undertake any consolidation of its share capital; (g) materially change the nature of its business; (h) make an application under section 411 of the Corporations Act; (i) except for R&D Loan security and the IFGDV Financing security, grant any security interest over any of its assets that have an aggregate value exceeding AUD 150,000, or allow a security interest to come into existence over any assets of any Group Company that have an aggregate value exceeding AUD 150,000; or (j) transfer the jurisdiction of its incorporation.
Representations and warranties	The Company has provided the Noteholder with customary representations and warranties.
Events of default	The Convertible Securities Agreement includes events of default which the Company considers to be broadly on terms customary for securities of this nature, including but not limited to, in summary: (a) failing to pay an amount owed to the Noteholder; (b) a material breach or failure to comply with any material obligation under the transaction documents (and does not rectify such breach or failure within 10 Business Days of notice of such); (c) any of certain disclosure materials are inaccurate, false or misleading in any material respect (including by omission), as of the date on which it is made or delivered; (d) the occurrence of an insolvency event; (e) the Company does not obtain the shareholder approval required under the Agreement; (f) a suspension of trading, stop order, or removal of the Company or the Shares from the ASX Official List is requested by the Company or imposed on the Company except for a suspension of trading not exceeding 5 trading days in any rolling twelve month period or as agreed by the Noteholder; (g) any Notes or Shares are not issued to the Noteholder on the date upon which they are required to be issued under the Agreement, or if no date is specified, within 2 Business Days of the issue obligation arising; (h) any Shares are not quoted on ASX by the third Business Day immediately following the date of their issue; (i) the Company fails to comply with the Listing Rules in any material respect; (j) the Company grants a security interest over its assets with an aggregate value exceeding AUD 150,000, or a security interest comes into existence (other than an R&D Loan security or an IFGDV Financing security) over any assets of the Company exceeding AUD 150,000; (k) an event of default (however described) occurs under the Security Documents; (l) the "Secured Property" under the Security Documents suffers a material diminution in value or utility or a material part of the "Secured Property" suffers total loss or destruction or damage beyond repair or damage to an extent which in the opinion of the Investor renders repair impractical or uneconomical; (m) if any of the "Secured Property" under the Security Documents is taken out of the effective management and control of the Company (except upon a permitted dealing with that property); (n) the occurrence of a Material Adverse Effect; (o) the occurrence of a change of control in respect of the Company. In the event of an unremedied default, being an event of default that is (a) not capable of being remedied, or is capable of being remedied but has not been remedied within 10 Business Days of its occurrence; or (c) there have been two or more previous events of default, then the Noteholder may be entitled to action against the Company including, but not limited to, (a) an increase in the Face Value of the Notes by 10% in the first instance and afterwards a further 2% for any further unremedied default, (b) declaring that the Company redeem the Notes; (c) convert the Notes at a 20% discount to the lowest daily VWAP in the 10 Actual Trading Days prior to the notice; (d) terminate the Agreement; or (e) exercise any right, power or remedy granted to it at law.
Sale Restriction	The Noteholder has agreed the Noteholder must not sell shares on any trading day in excess of the greater of: (a) 20% of the daily trading volume on that trading day on ASX and CBOE (as reported by IRESS); and (b) AUD 20,000. This restriction applies to all Shares held by the Noteholder including those held as a result of conversions of the earlier issued notes. The restrictions detailed above cease in the event of an Event of Default.

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Voting rights	The Notes do not confer any right to vote at meetings of members of the Company, except as required by law. The Noteholder will be permitted to attend (but not to vote) at any general meeting of its members.
Quotation	The Notes will not be quoted on ASX.
Transferability	The Notes are transferable, subject to the Noteholder first providing written notice of such transfer to the Company.
Governing law	The Agreement is governed by the laws applying in the State of Western Australia, Australia.

Your proxy voting instruction must be received by **1:00pm (AWST) on Sunday, 15 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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GPO Box 5193
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IN PERSON:

Automic
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Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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