
HITIQ LIMITED

ACN 609 543 213

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting (**Meeting**) will be held at:

TIME: 2:00pm (AEDT)

DATE: Wednesday, 18 November 2026

PLACE: The meeting is a **hybrid meeting** which will be held at:

Online:

via the Automic investor portal at investor.automic.com.au (see "Voting in person and online" below)

In Person:

Unit 4/38-42 White Street
SOUTH MELBOURNE VIC 3205

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 16 November 2026.

BUSINESS OF THE MEETING

AGENDA

1. 2026 ANNUAL FINANCIAL STATEMENTS

To lay before the meeting and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2026 comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

Note: This item of business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items, including questions of the auditor of the Company who will be in attendance at the Meeting.

2. RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

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

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

A vote on Resolution 1 is advisory only and does not bind the Directors.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF EARL EDDINGS AS A DIRECTOR

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

"That Mr Earl Eddings, a Director who retires by rotation in accordance with the constitution of the Company and, being eligible, offers himself for re-election as a Director, be re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO A DIRECTOR – EARL EDDINGS

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

"That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,250,000 fully paid ordinary shares under the Plan to Earl Eddings (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement and proxy voting prohibition apply to this Resolution. Please see below.

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO A DIRECTOR IN LIEU OF DIRECTOR FEES – TONY TOOHEY

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

“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 2,000,000 fully paid ordinary shares under the Plan to Tony Toohey (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement and proxy voting prohibition apply to this Resolution. Please see below.

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO A DIRECTOR IN LIEU OF DIRECTOR FEES – TONY TOOHEY

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

“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of fully paid ordinary shares under the Plan to Tony Toohey (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement and proxy voting prohibition apply to this Resolution. Please see below.

8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO A DIRECTOR IN LIEU OF DIRECTOR FEES – MATTHEW CLAYWORTH

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

“That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of fully paid ordinary shares under the Plan to Matthew Clayworth (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement and proxy voting prohibition apply to this Resolution. Please see below.

9. RESOLUTION 8 – AMENDMENT TO CONSTITUTION

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

“That for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution be amended as set out in Schedule 2 of the Memorandum which accompanied and formed part of this Notice, with effect immediately upon the passing of this Resolution.”

A proxy voting prohibition applies to this Resolution. Please see below.

10. RESOLUTION 9 – RE-ADOPTION OF PARTIAL TAKEOVER PLEBISCITES

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

“That for the purposes of section 648G of the Corporations Act and for all other purposes, Shareholders approve the re-adoption of the partial takeover plebiscites in clause 36 of the Constitution for a period of 3 years from the date of the Meeting.”

Dated: 19 October 2026

Voting prohibitions and exclusion statements

The Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report	A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a Restricted Voter. However, a person (voter) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.
Resolution 2 – Re-Election of Earl Eddings as a Director	No voting prohibition, proxy voting prohibition or voting exclusion applies to Resolution 2.
Resolution 3 – Approval of 10% Placement Facility	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates. However, this does not apply to a vote cast in favour of Resolution 3 by: • a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • 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.
Resolution 4 – Approval to Issue Shares to a Director – Earl Eddings	<i>Voting exclusion statement</i> In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates. However, this does not apply to a vote cast in favour of Resolution 4 by: • a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • 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. <i>Proxy voting prohibition</i> Other than as set out below, a vote on Resolution 4 must not be cast as proxy by a Restricted Voter. A Restricted Voter may cast a vote on Resolution 4 as a proxy if either: • the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

	- the Restricted Voter is the Chair and the written appointment of the Chair as proxy: - does not specify the way the proxy is to vote on this Resolution; and - expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval to Issue Shares to a Director in Lieu of Director Fees – Tony Toohey	<i>Voting exclusion statement</i> In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates. However, this does not apply to a vote cast in favour of Resolution 5 by: - a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or - the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or - 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. <i>Proxy voting prohibition</i> Other than as set out below, a vote on Resolution 5 must not be cast as proxy by a Restricted Voter. A Restricted Voter may cast a vote on Resolution 5 as a proxy if either: - the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or - the Restricted Voter is the chair and the written appointment of the chair as proxy: - does not specify the way the proxy is to vote on this resolution; and - expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to Issue Shares to a Director in Lieu of Director Fees – Tony Toohey	<i>Voting exclusion statement</i> In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates. However, this does not apply to a vote cast in favour of Resolution 6 by: - a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or - the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or - 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.

	<i>Proxy voting prohibition</i> Other than as set out below, a vote on Resolution 6 must not be cast as proxy by a Restricted Voter. A Restricted Voter may cast a vote on Resolution 6 as a proxy if either: - the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or - the Restricted Voter is the Chair and the written appointment of the Chair as proxy: - does not specify the way the proxy is to vote on this Resolution; and - expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval to Issue Shares to a Director in Lieu of Director Fees – Matthew Clayworth	<i>Voting exclusion statement</i> In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates. However, this does not apply to a vote cast in favour of Resolution 7 by: - a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or - the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or - 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. <i>Proxy voting prohibition</i> Other than as set out below, a vote on Resolution 7 must not be cast as proxy by a Restricted Voter. A Restricted Voter may cast a vote on Resolution 7 as a proxy if either: - the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or - the Restricted Voter is the Chair and the written appointment of the Chair as proxy: - does not specify the way the proxy is to vote on this Resolution; and - expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 8 - Amendment to Constitution	Other than as set out below, a vote on Resolution 8 must not be cast as proxy by a Restricted Voter. A Restricted Voter may cast a vote on Resolution 8 as a proxy if either: - the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or - the Restricted Voter is the Chair and the written appointment of the Chair as proxy: - does not specify the way the proxy is to vote on this Resolution; and - expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 9 – Re-adoption of Partial Takeover	No voting prohibition, proxy voting prohibition or voting exclusion applies to Resolution 9.

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 and online

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

The Company is pleased to also provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where shareholders will be able to watch, listen, ask questions and vote online.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "Register" when this appears. Alternatively, click on "Meetings" on the left hand menu bar to join the meeting.
4. Click on "Join Meeting" and follow the prompts on screen to register and vote.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on nova.taylor@Bio101.com.

EXPLANATORY STATEMENT

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

1. 2026 ANNUAL FINANCIAL STATEMENTS

Section 317 of the Corporations Act requires the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2026 to be laid before the Annual General Meeting. There is no requirement that Shareholders formally approve the reports.

As permitted by the Corporations Act, a printed copy of the Company's 2026 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2026 Annual Report is available from the Company's website (<https://investors.hitq.com/announcements>) and the ASX announcements of the Company (www.asx.com.au, search code "HIQ"). An electronic copy of the 2026 annual report can also be requested by email to investors@hitq.com.

The Chair will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor relating to the conduct of the audit.

2. RESOLUTION 1: NON-BINDING RESOLUTION – REMUNERATION REPORT

The Company is required, pursuant to the Corporations Act, to propose a non-binding resolution regarding the 2026 Remuneration Report, which forms part of the Director's Report in the 2026 Annual Financial Statements. The vote is advisory only and does not bind the Directors. Shareholders attending the Meeting will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("**AGM**") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution ("**Spill Resolution**") that another meeting be held within 90 days at which all of the Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2025 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2026 Remuneration Report. However, if 25% or more of votes that are cast are against the adoption of the 2026 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2027 AGM the consequences are that it may result in the re-election of the board of Directors ("**Board**").

Note that a voting prohibition applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form. Section 317 of the Corporations Act requires the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2026 to be laid before the Annual General Meeting. There is no requirement that Shareholders formally approve the reports.

3. RESOLUTION 2: RE-ELECTION OF EARL EDDINGS AS A DIRECTOR

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Earl Eddings, the Executive Chairman of the Company who was last elected at the 2024 AGM, retires by rotation and seeks re-election.

If Resolution 2 is passed, Earl Eddings will be re-elected as a Director and will continue to serve as Executive Chairman. If Resolution 2 is not passed, Earl Eddings will cease to be a Director and Executive Chairman of the Company and the Company would be required to identify a suitable replacement.

A biography for Mr Earl Eddings is set out below:

Earl Eddings brings extensive experience in sports governance and business leadership, having served as chair of Cricket Australia and a Director of the International Cricket Council. His strategic acumen and deep industry connections are instrumental in positioning HITIQ for global growth.

The Directors (with Earl Eddings abstaining) recommend Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: APPROVAL OF 10% PLACEMENT FACILITY

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM ("**10% Placement Facility**"). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2025 AGM. The shareholder approval obtained at the 2025 AGM lapses at commencement of the Meeting.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

If shareholders pass Resolution 3, the Company may be able to issue the number of equity securities under the 10% Placement Facility in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 (as set out below). If shareholders do not pass Resolution 3, the Company will not be able to issue any equity securities under the 10% Placement Facility.

DESCRIPTION OF LISTING RULE 7.1A

Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an AGM.

Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has two classes of quoted equity securities, being ordinary shares (HIQ) and quoted options (HIQOA).

Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

(A x D) – E

where:

- A is the number of shares on issue 12 months before the date of the issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - (iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - (iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
 - (v) plus the number of partly paid shares that became fully paid in the 12 months;
 - (vi) less the number of fully paid shares cancelled in the 12 months.

Note: "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement has not been subsequently approved by the holders of ordinary securities under ASX Listing Rule 7.4.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at 9 October 2026, the Company had 1,158,933,453 ordinary shares on issue and will therefore have capacity to issue:

- (i) 173,840,017 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) subject to Shareholders approving this Resolution 3, 115,893,345 (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price ("VWAP") of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

("10% Placement Period").

ASX Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid for the 10% Placement Period.
- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
 - (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 3 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

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

The table below shows the dilution of existing Shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price (being \$0.005 (0.5 cents), the closing price of the ordinary shares of the Company at close of trading on 9 October 2026).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0025 50% decrease in Deemed Price	\$0.005 Deemed Price	\$0.0075 50% Increase in Deemed Price
Current Variable A 1,158,933,453 shares	10% Voting Dilution	115,893,345 shares	115,893,345 shares	115,893,345 shares
	Funds raised	\$289,733.36	\$579,466.73	\$869,200.09
50% increase in current Variable A 1,738,400,179 shares	10% Voting Dilution	173,840,017 shares	173,840,017 shares	173,840,017 shares
	Funds raised	\$434,600.04	\$869,200.09	\$1,303,800.13
100% increase in current Variable A 2,317,866,906 shares	10% Voting Dilution	231,786,690 shares	231,786,690 shares	231,786,690 shares
	Funds raised	\$579,466.73	\$1,158,933.45	\$1,738,400.18

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- No options are exercised or performance rights converted into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.
- The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.

The Company may only issue equity securities under the 10% Placement Facility for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business, to fund new projects or opportunities and/or for working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

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

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

Due to the forward looking nature of the approval sought under Resolution 3, allottees under the 10% Placement Facility (if any) have not been determined as at the date of the Notice.

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2025 AGM. The Company issued #number equity securities (ordinary shares) under the 10% Placement Capacity as approved by Shareholders at the 2025 AGM, which represents #number% of the securities of the Company on issue 12 months prior to the date of the Meeting.

Details as required by ASX Listing Rule 7.3A.6 are set out in the table below:

Date	Quantity	Class	Recipients	Issue Price and Discount	Cash
3 July 2026	75,000,000	Shares	Unrelated professional and sophisticated investors identified by SP Corporate Advisory Pty Ltd and Erity Capital Pty Ltd as joint lead managers	\$0.007. Issue price at date of issue was \$0.008. 12.5% discount.	\$525,000. Spent: \$525,000 Remaining: \$0 Funds raised have been used to strengthen the Company's balance sheet and working capital position, and to support growth initiatives.

A voting exclusion statement as set out in the Notice applies to Resolution 3. As noted above, due to the forward looking nature of the approval sought under Resolution 3, the allottees under the 10% Placement Facility (if any) have not been determined as at the date of the Notice. Accordingly, as at the date of the Notice no shareholder votes will be excluded under the voting exclusion statement that is applicable to Resolution 3 as set out in the Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO DIRECTOR – EARL EDDINGS

5.1 Background to Resolution 4

Resolution 4 seeks Shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue 1,250,000 Shares under the Plan to Earl Eddings (and/or his nominee(s)) as remuneration.

5.2 Listing Rules

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

- A director of the company;

- An associate of a director of the company; or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

Unless it obtains the approval of its shareholders.

The proposed issue of Shares the subject of Resolution 4 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Shareholders approve Resolution 4, the Company will be able to proceed with the issue of the 1,250,000 Shares to Earl Eddings (and/or his nominee(s)).

If Shareholders do not approve Resolution 4, the Company will not be able to proceed with the issue of the 1,250,000 Shares to Earl Eddings (and/or his nominee(s)). No alternate remuneration is proposed at this stage if Shareholders do not approve Resolution 4.

The following information is provided in accordance with the requirements of Listing Rule 10.15:

- The Shares are proposed to be issued to Earl Eddings (and/or his nominee(s)).
- Earl Eddings is a Director and is therefore a party to whom Listing Rule 10.14.1 applies.
- The number of Shares to be issued is 1,250,000.
- The annual remuneration of Earl Eddings is \$404,382.
- 9,500,000 equity securities have previously been issued under the Plan to Earl Eddings. No acquisition price was paid for these equity securities.
- The Shares are proposed to be issued shortly after the Meeting and in any event no later than three years after the date of the Meeting.
- No price is payable for the issue of the Shares under Resolution 4. Based on an issue price of \$0.005, being the closing price on the Company's shares on 9 October 2026, the deemed value of the shares is \$6,250.
- A summary of the material terms of the Plan is set out in Schedule 1.
- No loan will be made in connection with the issue of Shares.
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 4 is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement as set out in the Notice applies to Resolution 4.

5.3 Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and

- The related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers that the proposed issue of Shares the subject of Resolution 4 is reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Earl Eddings, the reliance of the Company on a limited number of personnel, the need for the Company to effectively incentivise its Senior Management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company. The Company considers issue of Shares is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

Notwithstanding the above, and although no Director participated in the decision making process in respect of Shares proposed to be issued to them (and/or their nominee(s)) respectively, the Directors acknowledge that Resolutions 4 to 7 in combination relate to an issue of Shares to a majority of the Directors. Accordingly, the Directors propose that Resolution 4 is also put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the Earl Eddings (and/or his nominee(s)) will be issued the Shares the subject of Resolution 4.

Noting the above, Resolution 4 also seeks Shareholder approval for the purposes of Section 195(4) of the Corporations Act.

5.4 Board recommendation

The Board (with Earl Eddings abstaining from making a recommendation) recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE SHARES TO DIRECTOR IN LIEU OF DIRECTOR FEES – TONY TOOHEY

6.1 Background to Resolutions 5 and 6

Resolutions 5 and 6 seek Shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue Shares under the Plan to Tony Toohey (and/or his nominee(s)) in lieu of cash for director services rendered, as a means of preserving the cash reserves of the Company.

It is proposed to issue Tony Toohey (and/or his nominee(s)):

- 2,000,000 Shares at a deemed price of \$0.007 (0.7 cents) per Share (being the last price per Share at which the Company raised funds prior to the Meeting) in lieu of cash for director fees of \$14,000, which represents accrued but unpaid director fees for Tony Toohey to the period ended 30 June 2026. The issue of these Shares is subject to Shareholder approval which is sought under Resolution 5.
- Shares in lieu of cash for director fees accrued from 1 July 2026, the number of Shares being equal to the cash fee payable to Tony Toohey in respect of director services that is accrued (and converted) divided by the VWAP of Shares on the 30 days on which trades are made prior to the end of the quarter to which the issue of the Shares relates ("**Issue Price**"). The issue of these Shares is subject to Shareholder approval which is sought under Resolution 6.

6.2 Listing Rules

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

- A director of the company;
- An associate of a director of the company; or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

Unless it obtains the approval of its shareholders.

The proposed issue of Shares the subject of Resolutions 5 and 6 fall within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Shareholders:

- Approve both Resolutions 5 and 6, the Company will be able to issue Shares under both of those Resolutions to Tony Toohey (and/or his nominee(s)) in lieu of cash for director services rendered.
- Approve one (but not both) of Resolutions 5 or 6, the Company will be able to issue the Shares to Tony Toohey (and/or his nominee(s)) in lieu of cash for director services rendered in respect of the Resolution approved by Shareholders but will not be able to issue Shares in respect of the Resolution not approved by Shareholders (and cash fees would be payable in respect of the director services the subject of the Resolution not approved).
- Do not approve either of Resolutions 5 and 6, the Company will not be able to issue any Shares to Tony Toohey (and/or his nominee(s)) in lieu of cash for director services rendered, and cash would be payable in respect of such director services.

The following information is provided for Resolutions 5 and 6 in accordance with the requirements of Listing Rule 10.15:

- The Shares the subject of Resolutions 5 and 6 are proposed to be issued to Tony Toohey (and/or his nominee(s)).
- Tony Toohey is a Director and is therefore a party to whom Listing Rule 10.14.1 applies.
- The number of Shares to be issued the subject of Resolution 5 is 2,000,000. The number of Shares to be issued the subject of Resolution 6 is the cash fee payable to Tony Toohey in respect of director services that is accrued (and converted) divided by the Issue Price.
- The annual remuneration of Tony Toohey is \$42,000.
- No equity securities have previously been issued under the Plan to Tony Toohey.
- The Shares are proposed to be issued shortly after the Meeting and in any event no later than three years after the date of the Meeting. The Company proposes issuing the Shares the subject of Resolution 6 on a quarterly basis in respect of accrued director fees converted to Shares, provided that the Shares the subject of Resolution 6 are issued no later than three years after the date of the Meeting.
- Shares the subject of Resolution 5 will be issued at a deemed issue price of \$0.007 (0.7 cents). Shares the subject of Resolution 6 will be issued at a deemed issue price equal to the Issue Price (being the VWAP of Shares on the 30 days on which trades are made prior to the end of the quarter to which the issue of the Shares relates). Assuming that Tony Toohey elects to convert 100% of his salary for the period 1 July 2026 to 1 July 2029 pursuant the deemed value of Shares to be issued pursuant to Resolution 6 would be \$126,000.
- A summary of the material terms of the Plan is set out in Schedule 1.
- No loan is proposed to be made in connection with the issue of Shares.
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 5 and 6 are approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement as set out in the Notice applies to Resolutions 5 and 6.

6.3 Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and
- The related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers that the proposed issue of Shares the subject of Resolutions 5 and 6 are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

The Directors (other than Tony Toohey who was not present and did not participate in discussions or the decision making process in respect of the proposed issue of Shares the subject of Resolutions 5 and 6) carefully considered the potential issue of Shares the subject of Resolutions 5 and 6 and formed the view that the giving of this financial benefit is reasonable remuneration, as the Shares are proposed to be issued in lieu of cash for services rendered to the Company at an issue price that is consistent with the market price of the fully paid ordinary shares of the Company as traded on ASX. Accordingly, the non-conflicted Directors believe that the issue of Shares falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolutions 5 and 6.

Notwithstanding the above, and although no Director participated in the decision making process in respect of Shares proposed to be issued to them (and/or their nominee(s)) respectively, the Directors acknowledge that Resolutions 4 to 7 in combination relate to an issue of Shares to a majority of the Directors. Accordingly, the Directors propose that Resolutions 5 and 6 are also put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the Tony Toohey (and/or his nominee(s)) will be issued the Shares the subject of Resolutions 5 and 6.

Noting the above, Resolutions 5 and 6 also seek Shareholder approval for the purposes of Section 195(4) of the Corporations Act.

6.4 Board recommendation

The Board (with Tony Toohey abstaining from making a recommendation) recommends that Shareholders vote in favour of Resolutions 5 and 6.

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO DIRECTOR IN LIEU OF DIRECTOR FEES – MATTHEW CLAYWORTH

7.1 Background to Resolution 7

Resolution 7 seeks Shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue Shares under the Plan to Matthew Clayworth (and/or his nominee(s)) in lieu of cash for director services rendered, as a means of preserving the cash reserves of the Company.

It is proposed to issue Matthew Clayworth (and/or his nominee(s)) Shares in lieu of cash for 50% of director fees accrued from 1 July 2026, the number of Shares being equal to the cash fee payable to Matthew Clayworth in respect of director services that is accrued (and converted) divided by the Issue Price. The issue of these Shares is subject to Shareholder approval which is sought under Resolution 7.

7.2 Listing Rules

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

- A director of the company;
- An associate of a director of the company; or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

Unless it obtains the approval of its shareholders.

The proposed issue of Shares the subject of Resolution 7 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Shareholders:

- Approve Resolution 7, the Company will be able to issue Shares to Matthew Clayworth (and/or his nominee(s)) in lieu of cash for director services rendered in accordance with Resolution 7.
- Do not approve Resolution 7, the Company will not be able to issue any Shares to Matthew Clayworth (and/or his nominee(s)) in lieu of cash for director services rendered, and cash would be payable in respect of such director services.

The following information is provided for Resolution 7 in accordance with the requirements of Listing Rule 10.15:

- The Shares the subject of Resolution 7 are proposed to be issued to Matthew Clayworth (and/or his nominee(s)).
- Matthew Clayworth is a Director and is therefore a party to whom Listing Rule 10.14.1 applies.
- The number of Shares to be issued the subject of Resolution 7 is 50% of the cash fee payable to Matthew Clayworth in respect of director services that is accrued (and converted) divided by the Issue Price.
- The annual remuneration of Matthew Clayworth is \$42,000.
- No equity securities have previously been issued under the Plan to Matthew Clayworth.
- The Shares the subject of Resolution 7 are proposed to be issued on a quarterly basis in respect of accrued director fees converted to Shares, provided that the Shares the subject of Resolution 7 are issued no later than three years after the date of the Meeting.
- Shares the subject of Resolution 7 will be issued at a deemed issue price equal to the Issue Price (being the VWAP of Shares on the 30 days on which trades are made prior to the end of the quarter to which the issue of the Shares relates). Assuming that Matthew Clayworth elects to convert 50% of his salary for the period 1 July 2026 to 1 July 2029 pursuant the deemed value of Shares to be issued pursuant to Resolution 7 would be \$63,000.
- A summary of the material terms of the Plan is set out in Schedule 1.
- No loan is proposed to be made in connection with the issue of Shares.
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 7 are approved and who were not named in the Notice will not participate until approval is obtained under that rule.

- A voting exclusion statement as set out in the Notice applies to Resolution 7.

7.3 Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and
- The related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers that the proposed issue of Shares the subject of Resolution 7 are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

The Directors (other than Matthew Clayworth who was not present and did not participate in discussions or the decision making process in respect of the proposed issue of Shares the subject of Resolution 7) carefully considered the potential issue of Shares the subject of Resolution 7 and formed the view that the giving of this financial benefit is reasonable remuneration, as the Shares are proposed to be issued in lieu of cash for services rendered to the Company at an issue price that is consistent with the market price of the fully paid ordinary shares of the Company as traded on ASX. Accordingly, the non-conflicted Directors believe that the issue of Shares falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolution 7.

Notwithstanding the above, and although no Director participated in the decision making process in respect of Shares proposed to be issued to them (and/or their nominee(s)) respectively, the Directors acknowledge that Resolutions 4 to 7 in combination relate to an issue of Shares to a majority of the Directors. Accordingly, the Directors propose that Resolution 7 are also put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the Tony Toohey (and/or his nominee(s)) will be issued the Shares the subject of Resolution 7.

Noting the above, Resolution 7 also seeks Shareholder approval for the purposes of Section 195(4) of the Corporations Act.

7.4 Board recommendation

The Board (with Matthew Clayworth abstaining from making a recommendation) recommends that Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8 – AMENDMENT TO CONSTITUTION

8.1 Background to Resolution 8

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 8 seeks the approval of Shareholders to modify the Company's existing Constitution to:

- Clarify and expand upon provisions relating to the conduct of Shareholder meetings by electronic means, including without the need for a physical location, for the benefit and convenience of all Shareholders; and
- Incorporate amendments to the Corporations Act regarding the regime for the making of offers in connection with employee share schemes under Part 7.12 of the Corporations Act which was introduced in 2022.

The Directors believe that it is preferable in the circumstances to simply modify the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

If Resolution 8 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution is passed.

If Resolution 8 is not passed, the Company will not adopt the modified Constitution.

8.2 Proposed Modifications

The proposed modifications to the existing Constitution are set out in Schedule 2.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to shareholders upon request to nova.taylor@Bio101.com.

Shareholders are invited to contact the Company if they have any queries or concerns.

8.3 Additional information

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

A proxy voting prohibition as set out in the Notice applies to Resolution 8.

9. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

9.1 Background to Resolution 9

Clause 36 of the Constitution contains provisions dealing with member approval requirements if there was to be any proportional takeover bids for the Company's securities (Proportional Bid Provisions).

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions be renewed.

A soft copy of the Constitution can be sent via email to any Shareholder upon request.

The Resolution to renew the Proportional Bid Provisions is proposed as a special resolution. Accordingly, to be passed at least 75% of the votes validly cast on the Resolution by shareholders eligible to vote on the Resolution must be in favour of the Resolution.

If Resolution 9 is passed, Shareholders holding at least 10% of the issued Shares may, within 21 days after the Meeting, apply to a court to have the purported renewal of the Proportional Bid Provisions set aside. The court may make an order setting aside the purported renewal of the Proportional Bid Provisions if it is satisfied that it is appropriate in the circumstances to do so.

In seeking the members' approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to members.

9.2 Proportional takeover bid

A "proportional takeover bid" is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. It is not a bid for all securities held by all members of that class, only part of the securities each holds. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders.

9.3 Effect of the proposed provisions

Clause 36 of the Constitution provides that the Company is prohibited from registering any transfer of Shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (Prescribed Resolution). The person making the offer for the securities (Offeror) (and their associates) cannot vote on the Prescribed Resolution and the Prescribed Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Clause 36 also provides that:

- (a) The meeting must take place more than 14 days before the last day of the bid period (Resolution Deadline);
- (b) If an Prescribed Resolution is not voted upon at the end of the day before the relevant day in relation to the off market bid under which offers have been made, the Prescribed Resolution is deemed approved; and
- (c) If the Prescribed Resolution is rejected, all offers under the proportional takeover bid are deemed withdrawn and the Offeror must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

If Shareholders approve Resolution 9, then Clause 36 as described above will continue to have effect for a period of three years from the date of the Meeting. If Shareholders do not approve Resolution 9, clause 36 will continue to not have any effect unless and until Shareholder approval is obtained.

The Proportional Takeover Provisions do not apply to full takeover bids. If shareholders pass Resolution 9 and the Proportional Takeover Provisions are re-adopted, they will cease to apply at the end of three years after renewal unless renewed by a further Special Resolution of shareholders.

9.4 Reason for the proposed provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

9.5 Knowledge of any acquisition proposals

Harmil Angel Investments Pty Ltd ("**Harmil**"), the largest Shareholder, holds convertible notes that are able to be converted into Shares in accordance with the Shareholder approval obtained at the general meeting on 6 February 2026. In addition, No Bull Health Pty Ltd ("**No Bull**"), an associate of Harmil, has provided the Company with a loan of \$1 million that is proposed to be repaid via the issue of convertible notes on substantially the same terms as the existing convertible notes, subject to shareholder and regulatory approvals (refer ASX releases on 16 April 2026, 14 May 2026 and 2 June 2026).

If any existing (and, if approval is obtained, proposed) convertible Notes are converted to Shares, the relevant interest of Harmil together with its associates will increase and may, depending on the conversion, exceed 50% of the total issued Shares. Further details will be set out in the notice of meeting seeking Shareholder approval in respect of the convertible notes that are proposed to be issued in respect of repayment of the \$1 million loan.

Except as set out above, as at the date of the Notice, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

9.6 Advantages and disadvantages during the period in which they have been in effect

As there have been no takeover bids made for any of the shares in the Company since the initial adoption of the Proportional Bid Provisions, there has been no application of Clause 36 with respect to the Company as at the date of the Notice. It may be considered that the potential advantages and disadvantages described below have applied for the period since adoption of Clause 36 as part of the Constitution.

9.7 Potential advantages and disadvantages

The adoption of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders to sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

9.8 Professional advice

If you have any doubt or do not understand this Resolution 9, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

9.9 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 9.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

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

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in Listing Rule 19.12.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

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

Company means HITIQ Limited [ACN 609 543 213].

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

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

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

Restricted Voter means the following persons:

- (a) A member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) A closely related party of such a member.

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

VWAP means the volume weighted average price of the Company's Shares.

SCHEDULE 1 – SUMMARY OF HITIQ EQUITY INCENTIVE PLAN

The rules of the Plan (**Plan Rules**) provide the framework under which the Plan and individual grants will operate. The key features of the Plan are outlined below:

Eligibility	Offers may be made at the Board's discretion to employees of the Company, Directors and any other person that the Board determines to be eligible to receive a grant under the Plan.
Types of securities	The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers: • performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions; • options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • shares (including restricted shares which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions).
Offers under the Plan	The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and shares in individual offer documents. Offers must be accepted by the participant and can be made on an opt-in or opt-out basis.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or share under the Plan.
Vesting	Vesting of performance rights, options and shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated (if applicable). Subject to the Plan Rules and the terms of the specific offer document or invitation, any performance rights, options or shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.
Cessation of employment or engagement	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment or engagement. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment.
Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad "clawback" powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant's performance rights, options or shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Reconstructions, corporate action, rights issues, bonus issues etc.	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.

Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Trading Policy.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

SCHEDULE 2 – CONSTITUTION MODIFICATIONS

Insert as a new definition in Clause 1.1:

ESS Interests has the meaning under section 1100M(1) of the Corporations Act.

Insert as a new Clause 2.16:

2.16 Issue cap for offers involving monetary consideration under an employee incentive scheme

- (a) For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests if, at the time the offer is made, the Company reasonably believes:
- (i) the total number of Shares that are, or are covered by, the ESS Interests of the Company that may be issued under the offer; and
 - (ii) the total number of Shares that are, or are covered by, the ESS Interests that have been issued, or could have been issued, under offers made under the Company's employee share scheme at any time during the 3 year period ending on the day the offer is made,

does not exceed 10% of the number of Shares actually on issue as at the start of the day the offer is made.

Add new clause 12.4A as follows:

12.4A Conduct of general meeting

Any general meeting (which includes any annual general meeting) is permitted to be held:

- (a) at one physical location; or
- (b) at one or more physical locations using virtual meeting technology; or
- (c) using virtual meeting technology only without the need for a physical location.

Replace clause 12.5(a) with the following:

(a) must specify the date, time and, unless the meeting is to be held solely by audio/visual or other electronic means where able and/or permitted by law to be so held, the place of the meeting (and if the meeting is to be held in two (2) or more places or is to be held solely by audio, video and/or other communications technology, the technology that will be used to facilitate this);

Add to the end of clause 13.1 the following:

A Shareholder or their proxy, attorney or Representative participating in a general meeting solely by audio, video and/or communications technology is (if the general meeting is able and/or permitted by law to be so held) treated as being present for all purposes including in determining that a quorum is present.

Your proxy voting instruction must be received by **2:00pm (AEDT) on Monday, 16 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

19 October 2026

Dear Shareholder,

2026 Annual General Meeting

On behalf of the Board of Directors (**Board**), I am pleased to invite you to attend the 2026 Annual General Meeting (**Meeting**) of HITIQ Limited (the **Company**) which will be held as a hybrid meeting online at <https://investor.automic.com.au/> and in person at Unit 4/38-42 White Street South Melbourne VIC 3205 on Wednesday, 18 November 2026 at 2:00pm (AEDT) (the **Meeting**).

The Notice of Annual General Meeting and Explanatory Statement (**Notice**) and other documents and information, which include details as to how to participate and vote at the Meeting, can be viewed or downloaded from the Company's website at <https://investors.hitiq.com/announcements> or the Company's ASX market announcements page at www.asx.com.au (ASX:HIQ).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (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.

We encourage shareholders to submit written questions and vote by directing your appointed proxy how to vote on your behalf prior to the Meeting by following the instructions set out in the Notice. Shareholders can contact the Company Secretary with any questions prior to the Meeting via email at nova.taylor@bio101.com.

Your proxy form must be received by 2:00pm (AEDT) on Monday, 16 November 2026. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your proxy electronically please visit: <https://singleholding.automic.com.au/login>.

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 Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Authorised for release by the Board of HITIQ Limited