

ASX Announcement

19 October 2026

The Manager Market Announcements Office

Australian Securities Exchange

Dear Manager,

NOTICE OF ANNUAL GENERAL MEETING

The following documents were sent to Shareholders today in relation to the Annual General Meeting of OncoSil Medical Limited (ASX:OSL) to be held on Wednesday, 18 November 2026 at 11:00 am (AEDT):

1. Access Letter to Shareholders
2. Notice of Meeting
3. Proxy Form

This announcement was authorised to be given to ASX by the Board of Directors of OncoSil Medical Limited.

Yours sincerely,

Mr Timothy Luscombe and Ms Nova Taylor
Joint Company Secretaries



19 October 2026

OncoSil Medical Limited

Annual General Meeting

Dear Shareholder,

You are invited to attend the Annual General Meeting (**AGM**) of OncoSil Medical Limited (ASX: OSL) (**OncoSil** or the **Company**), which will be held as a virtual meeting on Wednesday, 18 November 2026, commencing 11.00 am (AEDT).

The Notice of Meeting can be viewed and downloaded from "ASX Announcements" section of OncoSil's website at www.oncosil.com/investors.

A copy of your personalised proxy form is enclosed for your convenience. If you are unable to attend the AGM, Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

The Notice is important and should be read in its entirety. If you have any questions regarding the matters set out in the Notice, please contact OncoSil, your stockbroker or other professional adviser.

How to submit your vote in advance of the meeting

To be valid, your proxy form (and any power of attorney under which it is signed) must be received by the Share Registry by 11:00 am (AEDT) on Monday, 16 November 2026.

To submit your proxy:

1. Vote online at <https://portal.automic.com.au/investor/home>;
2. Post to Automic, GPO Box 5193 Sydney NSW 2001; or
3. Fax to +61 2 8583 3040.

We look forward to your participation at the AGM and thank you for your continued support.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Tom Duthy".

Dr Thomas Duthy
Chair

ONCOSIL MEDICAL LIMITED

ACN 113 824 141

NOTICE OF 2026 ANNUAL GENERAL MEETING

TIME: 11.00am (AEDT)

DATE: Wednesday, 18 November 2026

PLACE: The Annual General Meeting will be held as a virtual meeting via the Automic investor portal at investor.automic.com.au

THIS NOTICE OF ANNUAL GENERAL MEETING SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISERS.

SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF ANNUAL GENERAL MEETING PLEASE DO NOT HESITATE TO CONTACT THE JOINT COMPANY SECRETARIES ON (02) 9223 3344.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

Notice is hereby given that the Annual General Meeting of the Shareholders of OncoSil Medical Limited ACN 113 824 141 (**Company**) will be held as a virtual meeting at 11.00am (AEDT) on Wednesday, 18 November 2026 (**Annual General Meeting**).

YOUR VOTE IS IMPORTANT

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Automic, GPO Box 5193, Sydney NSW 2001; or
- (b) facsimile to Automic, on facsimile number +61 2 8583 3040; or
- (c) in person to Automic at Level 5, 126 Phillip Street, Sydney NSW 2000; or
- (d) by email to meetings@automicgroup.com.au; or
- (e) online at <https://portal.automic.com.au/investor/home>

so that it is received not later than 11.00am (AEDT) on Monday, 16 November 2026.

Proxy forms received later than this time will be invalid.

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

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

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e., as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the Meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e., as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e., as directed).

Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a Meeting of the Company's members; and
- the appointed proxy is not the Chair of the Meeting; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the Meeting;
 - the proxy does not vote on the Resolution,

the Chair of the Meeting is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Voting Online

The Company is pleased to 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.



Dear Shareholder,

I am pleased to invite you to the 2026 OncoSil Medical Limited Annual General Meeting which will be held as a virtual meeting on Wednesday, 18 November 2026, commencing 11.00am (AEDT).

Enclosed with the Notice of Annual General Meeting is your personalised proxy form. The following pages contain details of the items of business that you will be able to vote on at the Annual General Meeting.

The Resolutions contained in this Notice deal with the following:

- statutory requirements for the remuneration report;
- re-election of Ms Lelde Smits as a Director of the Company;
- approval of updated Omnibus Incentive Plan;
- proposed issue of Options to Mr Nigel Lange;
- proposed issue of Options to Dr Thomas Duthy;
- proposed issue of Options to Ms Lelde Smits;
- approval of 10% placement facility; and
- ratification of the issue of placement shares.

We look forward to the coming year, as we continue to make a difference through our critical mission of transforming the prognosis of pancreatic cancer. Thank you once again for your ongoing support.

If you are unable to attend, please ensure that you fill and return your personalised proxy form which has been delivered by mail or electronically.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'T. Duthy'.

Dr Thomas Duthy
Chair
19 October 2026

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of the Company will be held as a virtual meeting on Wednesday, 18 November 2026, commencing at 11.00am (AEDT).

The Explanatory Memorandum to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11.00am (AEDT) on Monday, 16 November 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA – GENERAL BUSINESS

REPORTS AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

The first item on the agenda for the Notice of Annual General Meeting deals with the presentation of the Company's Annual Financial Report for the year ended 30 June 2026 (**2026 Annual Report**) together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

No Resolution is required to be moved in respect of this item of business.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

During this item of business, Shareholders at the Meeting may comment on and ask questions about the remuneration report which appears in the 2026 Annual Report.

Resolution 1 is 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, the Company adopts the Remuneration Report as set out in the Directors' Report in the Annual Report for the year ended 30 June 2026."

Short Explanation:

Section 300A of the Corporations Act requires the Directors' Report to contain a remuneration report containing information about the Board's policy for determining the nature and amount of the remuneration of Directors and Senior Management. The report must also explain the relationship between the remuneration policy and the Company's performance. Sections 250R (2) and 250R (3) of the Corporations Act provide that the vote on the adoption of the remuneration report is advisory only and does not bind the Directors or the Company.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF MS LELDE SMITS

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

“To re-elect Ms Lelde Smits who retires by rotation in accordance with Listing Rule 14.5 and clause 13.2 of the Company’s Constitution, and being eligible, offers herself for re-election as a Director.”

RESOLUTION 3 – APPROVAL OF OMNIBUS PLAN

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

“That the shareholders approve the Company’s Omnibus Incentive Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b), sections 200B, 200E and 259B(2) of the Corporations Act 2001, and for all other purposes, as laid before the meeting, a copy of which is available for inspection at the registered office of the Company (during normal business hours).”

RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO MR NIGEL LANGE

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

“For the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue to Mr Nigel Lange, being a Director of the Company, or his nominee of 283,654 Options pursuant to the Company’s Omnibus Incentive Plan for nil consideration in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS TO DR THOMAS DUTHY

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

“For the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue to Dr Thomas Duthy, being a Director of the Company, or his nominee of Options pursuant to the Company’s Omnibus Incentive Plan on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO MS LELDE SMITS

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

“For the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue to Ms Lelde Smits, being a Director of the Company, or her nominee of Options pursuant to the Company’s Omnibus Incentive Plan on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

RESOLUTION 7 – 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 ASX Listing Rule 7.1A, 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 ASX 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 Explanatory Memorandum which accompanies this Notice."

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

then this Resolution 7 will be withdrawn.

RESOLUTION 8: RATIFICATION OF PRIOR ISSUES OF PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issuance of 4,000,000 Shares at an issue price of \$1.00 per Share to Regal Partners pursuant to the Placement on the terms and conditions in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENTS

As required by the ASX Listing Rules and/or the Corporations Act:

RESOLUTION 1 Voting Exclusion

The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel and a Closely Related Party of those persons (each a **KMP**). However, the Company need not disregard a vote if the vote it is not cast on behalf of a KMP and:

- (a) it is cast by a KMP as proxy for a person who is entitled to vote, and is cast in accordance with the voter's directions on the proxy form; or
- (b) it is cast by a KMP being the person chairing the Meeting as proxy for a person who is entitled to vote, the appointment does not specify the way the proxy is to vote on the Resolution and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 3 Voting Exclusion

The Company will disregard any votes cast in respect of Resolution 3 by or on behalf of a person who is eligible to participate in the Company's Omnibus Incentive Plan 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) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair 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

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

RESOLUTION 4 Voting Exclusion

The Company will disregard any votes cast in respect of Resolution 4 by a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Omnibus Incentive Plan and 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) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 Voting Exclusion

The Company will disregard any votes cast in respect of Resolution 5 by a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Omnibus Incentive Plan and 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) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 6 Voting Exclusion

The Company will disregard any votes cast in respect of Resolution 6 by a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Omnibus Incentive Plan and 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) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 8 Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, being Regal Partners, or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of this Resolution by:

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

Dated 19 October 2026

BY ORDER OF THE BOARD

**Mr Timothy Luscombe and Ms Nova Taylor
Joint Company Secretaries**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted as the Annual General Meeting of the Company, to be held as a virtual Meeting on **Wednesday, 18 November 2026** commencing at **11.00am (AEDT)**.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

REPORTS AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

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

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

- (a) discuss the 2026 Annual Report;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about:
 - (i) the preparation and content of the auditor's report;
 - (ii) the conduct of the audit;
 - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the 2026 Annual Report to Shareholders unless specifically requested to do so. The 2026 Annual Report is available on its website at <https://www.oncosil.com>.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's Annual General Meeting, a Resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a Resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Senior Management of the Company. The Remuneration Report is part of the Directors' report contained in the Annual Financial Report of the Company for a financial year. The Chair of the Meeting must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, listed entities are required to put to the vote a Resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can

be found in the 2026 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and Senior Executives of the Company.

A vote on this Resolution is advisory only and does not bind the Directors or the Company. A copy of the 2026 Annual Report can be found on the Company's website at <https://www.oncosil.com>.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any Closely Related Party of those members) are not permitted to vote on a Resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a “no” vote by at least 25% of the votes cast, this will constitute a “first strike”.

Recommendation

As set out in the Notice of Annual General Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a Closely Related Party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

The Chair intends to exercise all undirected proxies in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF MS LELDE SMITS

Clause 13.2 of the Constitution of the Company, and ASX Listing Rule 14.5, provide that at each Annual General Meeting one-third of the Directors, if their number is not a multiple of 3, then the number nearest to one-third of the Directors must retire from office, and that a Director must not hold office, without re-election, for more than 3 years. Ms Lelde Smits was elected at the Company's Annual General Meeting dated 19 November 2025.

In accordance with clause 13.2 of the Constitution of the Company, Ms Lelde Smits (being the Director longest in office since their respective elections) is due to retire, is eligible for re-election and has submitted herself for re-election at this Annual General Meeting.

Ms Lelde Smits is an award-winning entrepreneur, director and leader with a significant track record advising more than 500 ASX-listed management teams and Boards and serving as a Director on Australian Shareholders' Association from 2021 - 2026. Ms Lelde Smits was awarded Director of the Year by Women in Finance in 2024 and 2022.

Commencing her career as a journalist, Ms Lelde Smits gained extensive global financial markets experience through producing and presenting thousands of finance reports and CEO interviews as a broadcast finance journalist in Australia and as a New York markets contributor for the Australian Financial Review, reporting from Wall Street, U.S.A.

Extensive ASX listed company experience and formal education foundations propelled Ms Lelde Smits to advise and contribute to more entrepreneurial ventures and boards through governance, strategy and risk oversight and marketing, brand, communications and corporate affairs oversight in the investment community.

Ms Lelde Smits is a graduate of Australian Institute of Company Directors' (AICD) Company Directors Course, has secured a Diploma of Investor Relations from Australasian Investor Relations Association (AIRA) and a Master of Arts in Journalism from University of Technology, Sydney (UTS).

Recommendation

The Directors (in the absence of Ms Lelde Smits) strongly recommend that Shareholders vote in favour of Resolution 2. Due to the interest she has in the outcome of Resolution 2, Ms Lelde Smits makes no recommendation to Shareholders in relation to Resolution 2.

The Chair intends to exercise all undirected proxies in favour of Resolution 2.

RESOLUTION 3 – APPROVAL OF OMNIBUS PLAN

Background

The Board remains committed to incentivising and retaining all the Company's key management personnel (senior managers, directors and other key management) in a manner which promotes alignment of their interests with shareholder interests, whilst at the same time offering eligible participants market-competitive remuneration arrangements. The Company desires to maintain maximum ability to raise capital in accordance with ASX Listing Rule 7.1 without seeking prior shareholder approval.

The Board also seeks to have the flexibility to be able to issue a range of employee incentives, recognising that different types of incentives may suit different employees at different times and under different circumstances.

In 2021 the Board adopted, and shareholders approved, one overall plan, an Omnibus Incentive Plan, which was subsequently refreshed at the extraordinary General Meeting held on 29 May 2025. The Board has resolved to adopt a new Omnibus Incentive Plan (**Omnibus Plan or Plan**) to take account of recent changes to the Corporations Act relating to employee share schemes. The adoption of the Incentive Plan took effect on the date of this Notice of Meeting (being 19 October 2026).

The Plan will allow the Board the discretion to choose between offering eligible participants incentives referred to in that Plan, including options, shares, loan funded shares, performance rights, deferred shares and exempt shares. Once approved, securities issued pursuant to the Omnibus Plan will not reduce the Company's capacity under Listing Rule 7.1.

A general summary of the Omnibus Plan is set out in **Annexure A** to this Explanatory Memorandum (including vesting conditions and the Board's discretion to accelerate vesting on the occurrence of an Exit Event).

The Directors abstain from making a recommendation on Resolution 3 as they are eligible to participate in the Omnibus Plan and therefore have a potential personal interest in the matter. The Chair intends to vote undirected proxies in favour of this resolution.

If this Resolution 3 is not approved by Shareholders then the Company will still be able to issue Securities under the Plan, but each issue will need to be made out the Company's existing Listing Rule 7.1 capacity, and only if the Company has capacity available under Listing Rule 7.1. Please refer to further discussion of Listing Rule 7.1 in following section.

ASX Listing Rule 7.2 Exception 13(b)

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12 month period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

Listing Rule 7.2 exception 13(b) provides that an issue of securities under an employee incentive scheme does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme and that employee incentive scheme was approved by shareholders no more than three years before the date of issue of the securities. The Omnibus

Plan is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2 Exception 13(b) and this Resolution 3 seeks shareholder approval of that Plan.

The Company intends that any issue of equity securities under the Omnibus Plan do not detract from the Company's Listing Rule 7.1 15% entitlement. Accordingly, it is seeking shareholder approval in order for the Company to be able to issue securities pursuant to the Omnibus Plan (**Omnibus Securities**) and have those equity securities qualify under exception 13(b) to Listing Rule 7.2.

Approval of the Plan under Listing Rule 7.2 Exception 13(b) is for the purpose of preserving the Company's placement capacity under Listing Rule 7.1. It does not constitute approval for the purposes of Listing Rule 10.14. Separate shareholder approval will be sought where securities are proposed to be acquired under the Plan by a person falling within Listing Rules 10.14.1, 10.14.2 or 10.14.3.

Information required for Listing Rule 7.2 Exception 13(b)

Listing Rule 7.2 Exception 13(b) requires the information detailed in sections (a), (b) and (c) below to be provided to members for approval under this resolution:

(a) Securities already issued

The Company has previously issued the following securities under the Plan since the Plan was last approved at the EGM held on 29 May 2025 (excludes securities on Plan Rules issued with shareholder approval under LR 10.11 or 10.14):

Date	Description	Unlisted Options	Shares
26/05/2026	Ordinary Shares	-	191,667
26/05/2026	Options Expiring 30 June 2029 Ex \$0	687,092	

(b) The Maximum number of securities proposed to be issued under the Omnibus Plan

The Maximum number of Omnibus Securities proposed to be issued under the Omnibus Plan is 1,835,182.

(c) Omnibus Plan Summary

A summary of the terms of the Omnibus Plan appears in Annexure A to the Explanatory Memorandum (including vesting conditions and the Board's discretion to accelerate vesting on the occurrence of an Exit Event).

(d) Voting Exclusion Statement

The applicable voting exclusion statement appears in the Notice of Meeting above.

Termination benefits under the Plan – Corporations Act

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the special provisions of s 200E of the Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The Plan allows the Board, in its discretion and subject to the Listing Rules, where shareholders pass this Resolution 3, to accelerate vesting of share entitlements on a retirement, which could constitute a benefit otherwise prohibited under Section 200B. In order to give the Board flexibility to exercise its discretions under the Plan to the extent that an acceleration of vesting could be regarded as providing a person a benefit in connection with that person's retirement from an office or position of employment (**Employment Retirement Benefit**), shareholder approval for the purposes of sections 200B and 200E of the Corporations Act is being sought.

For a section 200B benefit to be allowed, section 200E requires that this Notice of Meeting provide shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matters, events and circumstances that will, or are will likely to, affect the calculation of the value.

Value of termination benefits

The Board has not determined that it will exercise discretion to grant any Employment Retirement Benefits. In the circumstances of a possible Employment Retirement Benefit, the value of the benefits that the Board may give under the Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all).

Specifically, the value of an Employment Retirement Benefits will depend on a number of factors, including the Company's share price at the time.

Further Voting restrictions

Insofar as Resolution 3 could relate to the provision of an Employment Retirement Benefit, in accordance with the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from a managerial or executive office in the Company (or any related body corporate), or an associate of that person. However, a person is entitled to cast a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of that person or an associate of that person.

As at the date of this Notice, the Board has not identified any particular person to receive a benefit in connection with that person's retirement from a managerial or executive office in the Company. As such, no existing Shareholders shall be excluded from voting on Resolution 3.

Loans for, and Security over, Loan Shares

Section 259B(2) permits a Company to take security over its own shares issued pursuant to an employee share scheme under certain conditions, including where prior shareholder approval of the employee share scheme has been obtained. Accordingly, the Company is seeking shareholder approval under Resolution 5 in respect of the operation of section 259B(2) of the Corporations Act, for circumstances where the Company elects to provide an employee assistance in the acquisition of shares in itself, such as providing a loan for the payment of the purchase price of a Share to be issued under the Plan.

Section 260A of the Corporations Act allows only limited circumstances under which a company may provide financial assistance for the acquisition of shares in itself without obtaining prior shareholder approval, including the giving of the assistance which does not materially prejudice (i) the interests of the company or its shareholders, or (ii) the company's ability to pay its creditors. The Board is of the view that this exemption is applicable, and at the relevant times will be applicable, to any loans that may be granted for the acquisition of Loan Shares under the Plan.

Accordingly, the Company will not be seeking shareholder approval with respect to under Section 260A of the Corporations Act.

Recommendation

As the Directors are excluded from voting upon this resolution pursuant to the ASX Listing Rules, the directors will not make a recommendation to shareholders with respect to vote in relation to this Resolution 3.

RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO MR NIGEL LANGE

The Company proposes to issue 283,654 Options to Managing Director and CEO, Mr Nigel Lange, as a long-term incentive which Mr Nigel Lange is entitled to receive in respect of the financial year ended 30 June 2026 (**Incentive Options**). The Incentive Options will be issued pursuant to the Company's Omnibus Plan.

Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) a Director of the entity;
- (b) an Associate of a person referred to in paragraph (a);
- (c) a person whose relationship with the entity or a person referred to in paragraphs (a) or (b) is such that, in ASX's opinion, the acquisition should be approved by security holders.

In accordance with Listing Rule 10.14, Shareholders are being asked under Resolution 4 to approve the grant of Incentive Options to Mr Nigel Lange under the Omnibus Plan.

If Shareholder approval is given for the purposes of Listing Rule 10.14, approval will not be required under Listing Rule 7.1, and the securities issued under Resolution 4 will not deplete the Company's 15% Placement Capacity.

Approval not sought under Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act, Mr Nigel Lange is a related party of the Company, and the issue of Incentive Options to him constitutes the provision of a "financial benefit" by the Company.

The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of shareholders or where an exception applies. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

The Board considers that the granting of the Incentive Options to Mr Nigel Lange constitutes reasonable remuneration, given both the Company's circumstances and the responsibilities involved in his role within the organisation. On this basis, as the provision of such a benefit is expressly permitted by section 211(1) of the Corporations Act, the Directors do not consider the Company is required to seek shareholder approval for the purposes of Chapter 2E of the Corporations Act in order to give Mr Nigel Lange the financial benefit that is inherent in the issue of the Incentive Options.

Specific information required under Listing Rule 10.15

In accordance with Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.14, the following information is provided to Shareholders:

Identification of recipients of securities	Mr Nigel Lange and/or his nominee(s)
Category in Listing Rules 10.14.1 – 10.14.3	As Director, Mr Nigel Lange is a related party of the Company and therefore falls under Listing Rule 10.14.1.
Number and class of securities to be issued	The Company proposes to issue 283,654 Incentive Options to Mr Nigel Lange under Resolution 4.
Terms of securities	Each Incentive Option will entitle its holder to acquire one Share in the Company. Each Incentive Option will be exercisable into a Share for nil consideration. The Incentive Options will expire on 30 June 2029. The underlying Shares issued upon the exercise of the Incentive Options will be fully paid Ordinary Shares ranking pari-passu with other existing fully paid Ordinary Shares in the Company. The Incentive Options will not be quoted on the ASX. The options will be subject to vesting conditions linked to the achievement of cumulative dose sales milestones. The Board has determined not to disclose the specific dose sales targets as they are commercially sensitive and would provide competitors and counterparties with insight into the Company's internal forecasts and commercial strategy. The Board will disclose the extent to which the hurdles are achieved following the vesting date. The Board has a discretion to accelerate vesting conditions, for example on the occurrence of an Exit Event (see Annexure A for further details).
Value attributed to securities	The fair value attributed to each Incentive Option is A\$0.525 at 27 May 2026 (being the date the agreement to issue the Incentive Options subject to the receipt of shareholder approval), on the basis of the Black Scholes valuation model.
Date for issue and allotment of securities	Subject to Shareholder approval being obtained, the Company will issue the Incentive Options as soon as is practicable after the Meeting, in any event no later than 3 months after the date of the Meeting.
Price received for issue	The Incentive Options will be issued for nil cash consideration.

Purpose of issue / use of funds raised The purpose of the issue is for the Incentive Options to form part of the Director's remuneration package.

Options with performance-based vesting conditions were chosen to be offered as the Directors considered them to be a cost effective and efficient reward and incentive which preserves the Company's cash reserves as opposed to an incentive paid in cash.

No funds will be raised by the issue of Incentive Options to Mr Nigel Lange, in the event that any funds are raised by the exercise of the Incentive Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.

Details of Director remuneration packages Base salary of €260,000 per annum. Mr Nigel Lange agreed to having 10% of his base salary under his employment contract paid out in shares (in lieu of cash salary) for the 12-month period commencing on 1 February 2026. These remuneration shares had an issue price of \$1.50 per Share and are subject to escrow for a period of 12 months from the date of issue. The remuneration shares were approved at the Extraordinary General Meeting on 12 March 2026. Additional benefits of motor vehicle, medical insurance and statutory pension entitlements (value approximately €25,000 per annum). Cash bonus up to 35% of base salary subject to achievement of KPI's as agreed with the Board. Mr Nigel Lange is eligible to participate in the long-term incentive plan up to 35% of base salary. Either party may terminate the contract by providing six months' written notice.

Number of securities previously issued to Director under Omnibus Plan Mr Nigel Lange was previously issued the following securities pursuant to the Omnibus Plan:

- 7,105 Performance Rights (on a post consolidation basis) issued in 2021;
- 6,175 Performance Rights (on a post consolidation basis) issued in 2022;
- 228,750 Performance Rights (on a post consolidation basis) issued in 2023;

No acquisition price was payable by Mr Nigel Lange for those Performance Rights.

Summary of material terms of Omnibus Plan and required statement A summary of the material terms of the Omnibus Plan is set out in Annexure A.

Details of any securities issued under the Omnibus Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Omnibus Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule.

Voting Exclusion Statement A voting exclusion statement applies to Resolution 4, as set out in the Notice.

What will happen if Shareholders give, or do not give, approval?

If Resolution 4 is approved by Shareholders, the Incentive Options will be issued to Mr Nigel Lange (and/or his respective nominee), and those securities will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby not depleting the Company's 15% Placement Capacity.

If Resolution 4 is not passed, Mr Nigel Lange will not be issued Incentive Options and the Board may need to remunerate Mr Nigel Lange in other measures including cash remuneration.

Recommendation

The Directors (in the absence of Mr Nigel Lange) strongly recommend that Shareholders vote in favour of Resolution 4. Due to the interest he has in the outcome of Resolution 4, Mr Nigel Lange makes no recommendation to Shareholders in relation to Resolution 4.

The Chair intends to exercise all undirected proxies in favour of Resolution 4.

RESOLUTIONS 5 AND 6 – APPROVAL OF ISSUE OF DIRECTOR OPTIONS TO NON-EXECUTIVE DIRECTORS

Explanation

The Company proposes to issue Options (**Director Options**) to the Non-Executive Directors Dr Thomas Duthy (or his nominee(s)) and Ms Lelde Smits (or her nominee(s)). The Director Options are being offered to Non-Executive Directors in recognition of the significant amount of work undertaken by them pursuant to various capital raising activities completed throughout the year, to retain and incentivise them and to further align their interests with that of Shareholders. The Director Options will be issued pursuant to the Company's Omnibus Plan.

An alternative to the issue of the Director Options, would be to increase Dr Thomas Duthy and Ms Lelde Smits' Director Fees in cash. Whilst the Board remains mindful of the need to minimise dilution to Shareholders, the Board considers that the issue of Director Options aligns the interests of Dr Thomas Duthy and Ms Lelde Smits with that of the Shareholders.

Director	Value of Director Options	Exercise Price	Vesting Condition	Expiry date
Dr Thomas Duthy	\$110,000	\$1.50	12 months from grant date subject to remaining as a Director of the Company over the vesting period.	1 July 2030
Ms Lelde Smits	\$55,000	\$1.50		

The number of Options to be issued will be determined in accordance with the following formula:

No. of Options = Value of Directors Options / Fair Value of Director Option

The 'Fair Value' of each Option will be determined on the basis of the Black Scholes valuation model, which takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. At the time of preparing this Notice, the fair value of each Director Option is A\$0.677 (based on a 30-day volume weighted average price of the Company's Shares of \$1.011).

If the 30-day the volume weighted average price of the Company's Shares (**VWAP**) changes prior to the Director Options being issued, the fair value of those Director Options (and therefore the number of Director Options issued) will also change. The fair value of each Director Option at differing 30-day VWAP values, and the total number of Director Options that each Non-Executive Director would receive as a result, is outlined in the table below.

Prevailing 30-day VWAP (\$)	1.011	1.142	1.263
Exercise price (\$)	1.50	1.50	1.50
Fair value of Director Option (\$)	0.848	0.968	1.080
Options issued to Dr Thomas Duthy	129,717	113,636	101,852
Options issued to Lelde Smits	64,858	56,818	50,926

Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) a Director of the entity;
- (b) an Associate of a person referred to in paragraph (a);
- (c) a person whose relationship with the entity or a person referred to in paragraphs (a) or (b) is such that, in ASX's opinion, the acquisition should be approved by security holders.

In accordance with Listing Rule 10.14, Shareholders are being asked under Resolutions 5 to approve the grant of Director Options to Dr Thomas Duthy under the Omnibus Plan. In accordance with Listing Rule 10.14, Shareholders are being asked under Resolutions 6 to approve the grant of Director Options to Ms Lelde Smits under the Omnibus Plan.

If Shareholder approval is given for the purposes of Listing Rule 10.14, approval will not be required under Listing Rule 7.1, and the securities issued under Resolution 4 will not deplete the Company's 15% Placement Capacity.

As Directors of the Company, Dr Thomas Duthy and Ms Lelde Smits are related parties of the Company for the purposes of Listing Rule 10.14.1. Accordingly, Resolutions 5 and 6 seek the Shareholder approval required by Listing Rule 10.14 to allow the issue of Director Options to the Non-Executive Directors.

If Shareholder approval is given for the purposes of Listing Rule 10.14, approval will not be required under Listing Rule 7.1, and the securities issued under Resolutions 5 and 6 will not deplete the Company's 15% Placement Capacity.

Approval not sought under Chapter 2E of the Corporations Act

As noted above, the Directors are each a related party of the Company, and accordingly the giving of a financial benefit to them by the Company would ordinarily be prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is prohibited by Chapter 2E of the Corporations Act, unless the benefit is given with the approval of Shareholders or where an exception applies. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

In the view of the Board, with Dr Thomas Duthy and Ms Lelde Smits abstaining from making a recommendation on Resolutions 5 and 6 respectively, the issue of the Director Options to Non-Executive Directors in lieu of their foregone cash fees constitutes “reasonable remuneration” to each of those Directors, given the Company’s circumstances and the responsibilities involved in their respective roles within the Company. As the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek Shareholder approval under Chapter 2E of the Corporations Act in order to give the Directors the financial benefit that is inherent in the issue to them of the Director Options.

Specific information required under Listing Rule 10.15

In accordance with Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.14, the following information is provided to Shareholders:

Identification of recipients of securities	Resolution 5: Dr Thomas Duthy and/or his nominee(s) Resolution 6: Ms Lelde Smits and/or her nominee(s)
Category in Listing Rules 10.14.1 – 10.14.3	As Directors, Dr Thomas Duthy and Ms Lelde Smits are related parties of the Company and therefore fall within Listing Rule 10.14.1.
Number and class of securities to be issued	The number of Director Options to be issued to each Non-Executive Director will be determined in accordance with the following formula: No. of Options = Value of Directors Options / Fair Value of Director Option
Terms of securities	Each Director Option will entitle its holder to acquire one Share in the Company. Each Director Option will be exercisable into a Share at an exercise price of \$1.50 per Share. The Director Options will expire on 1 July 2030. The underlying Shares issued upon the exercise of the Director Options will be fully paid Ordinary Shares ranking pari-passu with other existing fully paid Ordinary Shares in the Company. The Director Options will not be quoted on the ASX and will vest based on achievement of 12 months of continuous service. The Board has a discretion to accelerate vesting conditions, for example on the occurrence of an Exit Event (see Annexure A for further details).
Date for issue and allotment of securities	Subject to Shareholder approval being obtained, the Company will issue the Director Options as soon as is practicable after the Meeting, in any event no later than 3 months after the date of the Meeting.
Price received for issue	The Director Options will be issued for nil cash consideration.
Purpose of issue / use of funds raised	The purpose of the issue is for the Director Options to form part of the Directors' remuneration packages respectively.

Options were chosen to be offered as the Directors considered them to be a cost effective and efficient reward and incentive which preserves the Company's cash reserves as opposed to an incentive paid in cash.

No funds will be raised by the issue of Director Options to the Non-Executive Directors. In the event that any funds are raised by the exercise of the Director Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.

Details of Director remuneration packages The details of each Non-Executive Director's current total remuneration package is as follows:

Dr Thomas Duthy (Non-Executive Chair): A\$150,000 in cash p.a; and

Ms Lelde Smits (Non-Executive Director): A\$55,000 in cash p.a.

Number of securities previously issued to Director under Omnibus Plan No Securities have previously been issued to Dr Thomas Duthy or Ms Lelde Smits under the Omnibus Plan.

Summary of material terms of Omnibus Plan and required statement A summary of the material terms of the Omnibus Plan is set out in Annexure A.

Details of any securities issued under the Omnibus Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Omnibus Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule.

Voting Exclusion Statement A voting exclusion statement applies to each of Resolution 5 and 6, as set out in the Notice.

What will happen if Shareholders give, or do not give, approval?

If either or both of Resolutions 5 and 6 are approved by Shareholders, the Company will be able to issue the relevant Director Options relevant to the Non- Executive Directors (and/or their respective nominee(s)), and those securities will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby not depleting the Company's 15% Placement Capacity.

If either or both of Resolutions 5 and 6 are not passed, Dr Thomas Duthy and/or Ms Lelde Smits will not be issued the Director Options and the Board may need to remunerate Dr Thomas Duthy and Ms Lelde Smits in other measures including cash remuneration.

Board Recommendation

The Board, with Dr Thomas Duthy and Ms Lelde Smits abstaining from making a recommendation on Resolutions 5 and 6 respectively, recommends that Shareholders vote in favour of Resolutions 5 and 6.

The Chair intends to exercise all undirected proxies in favour of Resolutions 5 and 6.

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT FACILITY

Background

ASX Listing Rule 7.1A enables eligible entities to seek Shareholder approval by way of a special Resolution 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 capitalization 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.

Resolution 7 seeks Shareholder approval by way of special Resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If Resolution 7 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 7 is not passed by Shareholders, then the Company will not be able to issue the equity securities under the 10% Placement Facility, and any issues of securities without further Shareholder approval will need to be made under the 15% capacity limit in Listing Rule 7.1.

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of Listing Rule 7.1A

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. 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 five classes of quoted equity securities, being Ordinary Shares (ASX:OSL), Options with an expiry date of 30 April 2027 (ASX:OSLO), Options with an expiry date of 31 July 2027 (ASX:OSLOD), Options with an expiry date of 20 December 2027 (ASX:OSLOC) and Options with an expiry date of 30 June 2027 (ASX:OSLOE).

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:

$$(A \times D) - E$$

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 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 to issue that are not issued with the approval of Shareholders under ASX Listing Rules 7.1 or 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 15 October 2026 when this Notice was prepared, the Company had 36,703,641 Ordinary Shares on issue and will therefore (subject to the passage of the other Resolutions at the Meeting) have capacity to issue:

- (i) 5,505,546 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) subject to Shareholders approving this Resolution 3,670,364 equity securities (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 VWAP of equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the 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).

The effect of Resolution 7 will be to allow the Directors of the Company 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 7 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 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.

If Resolution 7 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 \$0.72), the closing price of the Company's Ordinary Shares at close of trading on 14 October 2026).

		Dilution			
Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)*		Shares issued – 10% voting dilution	Issue Price (rounded down to nearest tenth of a cent)		
			\$0.36	\$0.72	\$1.08
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	36,703,641	3,670,364	\$1,321,331	\$2,642,662	\$3,963,993
50% increase	55,055,462	5,505,546	\$1,981,997	\$3,963,993	\$5,945,990
100% increase	73,407,282	7,340,728	\$2,642,662	\$5,285,324	\$7,927,986

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 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 seek to issue the equity securities under ASX Listing Rule 7.1A, but only for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rule 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 recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- The purpose of the issue;
- 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 circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward-looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments (provided that the Shares must be issued for cash consideration).

During the 12-month period preceding the proposed date of the Meeting, being on and from 18 November 2025, the Company issued a total of 1,889,219 Ordinary Shares under the Company's 10% Placement Facility under ASX Listing Rule 7.1A. The 1,889,219 Ordinary Shares issued under the 10% Placement Facility approved by shareholders at the 2025 Annual General Meeting issued during the 12 month period preceding the Meeting represent 5.68% of the total number of equity securities on issue in the Company (being 33,276,148 equity securities, comprising of 18,827,216 Ordinary Shares, 14,196,026 options and 252,906 Performance Rights) at the commencement of the 12 month period preceding the Meeting (being 18 November 2025).

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

Date of issue – 9 February 2026.

Number of securities issued – 1,889,219 fully paid ordinary shares.

Recipients – Professional and sophisticated investors who participated in the February 2026 share placement identified by the Lead Manager, Bell Potter Securities Limited, none of whom were a related party of the Company, a member of its key management personnel, a substantial holder, an adviser, or an associate of any such person.

Price - \$0.68 (68 cents).

Discount – The shares were issued at the closing price on the date of issue of \$0.68.

Total consideration – \$1,284,668.92 (before costs). \$1,284,668.92 of the funds raised have been spent.

Use of consideration – funds raised from the placement have been used to:

- Complete clinical trials;
- Complete manufacturing facility;
- Sales and marketing investment;
- Market access investment; and
- General working capital

As at the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 7 and no existing Shareholder's votes will therefore be excluded.

Board Recommendation

The Directors of the Company unanimously recommend Shareholders vote in favour of Resolution 7.

The Chair intends to exercise all undirected proxies in favour of Resolution 7.

RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

Background

On 7 September 2026, the Company announced the Placement consisting of a firm commitment from major institutional investor Regal Partners Holdings Pty Limited as trustee for Regal Atlantic Absolute Return Fund and Regal Emerging Companies Opportunities Fund (**Regal Partners**) to raise \$4 million (before costs) through the issue of 4 million placement Shares (**Placement Shares**).

The Placement Shares were issued to Regal Partners on 10 September 2026 pursuant to the Company's existing ASX Listing Rule 7.1 capacity. By issuing those Placement Shares the Company's capacity to issue further equity securities without Shareholder approval within the limits of ASX Listing Rule 7.1 was correspondingly reduced. Accordingly, Shareholder approval is being sought to ratify the prior issue and allotment of the Placement Shares.

For clarity, approval under this Resolution 8 is to ratify a prior issue which has occurred prior to the date of the Meeting.

Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any rolling 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% Placement Capacity**).

Listing Rule 7.4 allows the Shareholders of the Company to approve an issue of equity securities after it has been made or agreed to be made. If Shareholders approve the issue, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's 15% Placement Capacity to issue further equity securities without Shareholder approval under that rule (i.e. by ratifying this previous issue, the Company will retain the flexibility to issue equity securities in the future (equal to the number of securities for which this approval is being sought) within the limits of ASX Listing Rules 7.1 without needing to seek further Shareholder approval).

If Resolution 8 is passed, the Placement Shares will be excluded in calculating the 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the issue of the Placement Shares will be included in calculating the 15% Placement Capacity, in the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date. The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1.

Accordingly, Resolution 8 seeks Shareholder approval to allow the Company to refresh its 15% Placement Capacity with respect to the issue of Placement Shares prior to the date of this Meeting.

Information required by Listing Rule 7.5

The following information in relation to Resolutions 8 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The Placement Shares were issued to Regal Partners, a sophisticated and professional investor identified by the Company. Regal Partners is a substantial shareholder of the Company. Regal Partners proportion of the issued Shares of the Company on completion of the Placement is 11.52% (on an undiluted basis). Regal Partners is not, and has not been at any time in the 6 months before the issue or agreement to issue the Placement Shares, a substantial (10%+) holding in the entity and who has nominated a director to the board pursuant to a relevant agreement which gives them the right or expectation to do so.
- (b) The Company issued 4,000,000 Placement Shares.

- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company.
- (d) The Placement Shares were issued on 10 September 2026.
- (e) The issue price for the Placement Shares was \$1.00 per Share, amounting to a total of \$4,000,000 received by the Company for the subscription of Placement Shares.
- (f) The funds raised from issue of the Placement Shares, have been and will be applied to support the commercial launch of the OncoSil™ device in the United States and Australia, following recent U.S. Food and Drug Administration (FDA) and Australian Therapeutic Goods Administration (TGA) approvals and other general working capital costs.
- (g) A voting exclusion is included in the Notice for Resolution 8.

Board Recommendation

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 8.

GLOSSARY

10% Placement Capacity means the Company's capacity to issue Shares under ASX Listing Rule 7.1A.

15% Placement Capacity means the Company's capacity to issue Shares under ASX Listing Rule 7.1.

2026 Annual Report means the Company's Annual Report for the year ended 30 June 2026, which can be downloaded from the Company's website at www.oncosil.com.

AEDT means Australian Eastern Daylight Saving Time, as observed in Sydney, New South Wales.

Annual General Meeting or Meeting means the Meeting convened by this Notice.

ASX means ASX Limited.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Board means the Board of Directors.

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).

Company or OncoSil Medical means OncoSil Medical Ltd (ABN 89 113 824 141).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company.

Eligible Entity means an entity that, at the date of the relevant General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Exit Event means a transaction which results in (i) the sale or transfer of a substantial proportion of the business / assets of the Company and its subsidiaries; or (ii) a change in control of the Company.

Explanatory Memorandum means the explanatory memorandum 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.

Notice or **Notice of Meeting** means this Notice of Meeting including the Explanatory Memorandum and the Proxy Form.

Option means an Option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means that section of the Directors' Report setting out the Directors' remuneration in the 2026 Annual Report.

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

Share means a fully paid Ordinary Shares in the capital of the Company.

Shareholder means a holder of a Share.

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

VWAP means volume weighted average price, rounded down, to four decimal places, of the Shares traded in the ordinary course of business on the ASX over a specified number of successive trading days (excluding crossings executed outside the open session state, special crossings, overseas trades and trades pursuant to exercise of Options over Shares).

Annexure A - General summary of the Omnibus Plan

A summary of the terms of the Omnibus Plan (**Plan**) is as follows. Copies of the Plan are available for inspection at the Company's registered office and will be provided without charge to shareholders on request.

Term	Description
Administration	The Plan will be administered by the Board or a committee delegated by the Board.
Eligibility	The Board may make offers of Awards under the Plan (Offer) to employees or directors of, or individuals who provide services to, the Company (or an associated entity of the Company), and to certain related persons of employees, directors and service providers (ESS Participants). Participation in the Plan is voluntary.
Type of Awards	The Company may, at the Board's discretion, offer the following types of awards: (a) options (including market priced and zero-exercise priced options); (b) performance rights; (c) loan shares; (d) deferred share awards; (e) exempt share awards; and (f) any other ESS Interest as defined under section 1100M of the Corporations Act, (together Awards).
Terms	The Board will determine the terms and conditions (including vesting conditions (if relevant)) of any Awards under the Plan. The terms for the relevant Offer of Awards will be set out in a personalised letter to each ESS Participant or are otherwise as set out in the Plan (Offer Letter).
Offer Letters	The Offer Letter will detail the following terms: (a) the identity of the ESS Participant to whom the offer is made; (b) the terms of the Offer (e.g. the type of Award to be offer, number of Awards, exercise period, exercise price or issue price, vesting conditions, disposal restrictions and expiry date); (c) general information about the risks of acquiring and holding the Award;

Term	Description
	(d) a statement that advice given in relation to the offer does not take into account the ESS Participant's objectives, financial situation and needs; (e) the period during which the ESS Participant may accept the offer; (f) if ESS Interests may be acquired under the offer using a loan or contribution plan, the terms of the loan or plan; (g) any other terms or conditions that the Board decides to include; and (h) any other matters required to be specified in the offer by either the Corporations Act, any other regulations, rules, relief or legislative instruments or applicable laws that apply at the time of the offer, or the Listing Rules.
Exercising Awards	Exercising the Award is done by providing the Company with a Notice of Exercise stating the number of Award units to be exercised, and if required, accompanied by payment of the Exercise Price. Once an ESS Participant has exercised a vested Award (including payment of the Exercise Price where required), the Company will issue new Shares to the Participant. To the extent permitted by law, and only if specified in the relevant Offer Letter, the Board may permit an ESS Participant to exercise options by way of cashless exercise.
Vesting conditions	Awards will only vest and become exercisable subject to the satisfaction of any performance hurdles or conditions (Vesting Conditions) set by the Board. The Board in its absolute discretion may waive or amend a Vesting Condition, including for example on the occurrence of an Exit Event (see below). Once a Vesting Condition has been satisfied (or waived), the Board must provide a vesting notice to the ESS Participant (Vesting Notice). The date of the Vesting Notice will be the date that the Awards vest.
Lapsing and forfeiture	Awards may lapse on a specified date, the occurrence of a specified event (e.g. a Malus Event or Compulsory Divestiture Event (as defined in the Plan)), or any earlier date specified in the Invitation (for example, upon failure to satisfy a vesting condition).
Dealing restrictions	An ESS Participant may not dispose of, or transfer any Award in any manner, unless it is permitted by the Company. Disposal restrictions may also be applied on Shares issued upon the exercise of an Award. Depending on the Award, certain ESS Participants will be also required to enter voluntary escrow deeds to further restrict any disposals.
Plan limit	The limit on the number of Awards to be issued under the Plan is subject to the Corporations Act, ASX Listing Rules and the required approval by shareholders

Term	Description
	When an Offer of Awards for monetary consideration is made under the Plan, the Company must have reasonable grounds to believe that the offer would not exceed 5% of the number of Shares on issue at the time of the Offer (Issue Cap). An offer of Awards for no monetary consideration is not limited by the Issue Cap.
Loan terms	The Plan empowers the Board to exercise its discretion to issue fully paid ordinary shares in the Company (Loan Shares) to employees who qualify to participate in the Plan, upon the basis that the Company advances the ESS Participant the funds to purchase the Loan Shares pursuant to the terms of a secured limited recourse loan agreement between the Participant and the Company (Loan) and that Participant on the terms set out in an Offer Letter and in the Plan. The key terms of the Loan are as follows, unless otherwise determined by the Board in its absolute discretion: (a) the amount of the Loan will be equal to the aggregate issue price of the Loan Shares offered; (b) the Loan may only be applied towards the issue price for the Loan Shares; (c) the Loan will be interest free; (d) the ESS Participant may be required to execute documents to grant a security interest over the Loan Shares, a holding lock and/or a restriction agreement; (e) Loan Shares are Restricted Awards until the Vesting Conditions applicable (if any) are satisfied and/or the Loan is repaid, unless the Board in its discretion determines otherwise; (f) while the Shares are Restricted Awards, an ESS Participant must not, without the consent of the Board, create any security interest over any Loan Shares or grant any first right of refusal, voting right, or pre-emptive right; (g) the ESS Participant provides the Company with security over the Loan Shares as security for repayment of the Loan, which security includes a pledge of the Loan Shares and a charge over all dividends and other amounts paid or payable on those Loan Shares; (h) the Loan period commences when the Loan is made and ends on the earliest of (Loan Period): (i) the Expiry Date specified in the Offer Letter; (ii) the date on which the ESS Participant ceases to be an employee;

Term	Description
	(iii) any buy-back of the Loan Shares under the Plan or disposal of the Loan Shares; (iv) the failure to satisfy any Vesting Conditions applicable to the Loan Shares; (v) an unremedied breach by the ESS Participant of the Plan; or (vi) the bankruptcy (or any similar event as determined by the Board in its discretion) of the ESS Participant; and (i) the ESS Participant: (i) may repay all or part of a Loan made to the ESS Participant at any time before expiry of the Loan Period; and (ii) must repay in full the outstanding amount of the Loan at the end of the Loan Period (or return the relevant securities in accordance with the Loan).
Rights attaching to Awards	All Shares issued under the Plan (including upon exercise of an Award) will upon issue rank equally in all respects with all other Shares. A Performance Right or Option does not confer upon the holder (Holder) the right to: (a) vote or receive dividends. (b) a return of capital, whether in a winding up, upon a reduction of capital or otherwise. (c) participate in the surplus profit or assets of the Company upon a winding up; or (d) participate in new issues of securities such as bonus issues or entitlement issues, unless and until the Vesting Conditions are achieved and the Performance Right or Option is exercised. An Award may not be sold, transferred, granted a Security Interest over or otherwise disposed of during the Restriction Period.
Cessation of employment, office of services	The Plan contains default provisions for dealing with leavers: (a) If an ESS Participant is not a Good Leaver, unvested Awards held by the relevant ESS Participant will immediately lapse or be forfeited., where a "Good Leaver" means a person who has ceased to be employed or engaged by a Group Member as a result of that person's: (i) total or permanent disablement, or an illness which persists for at least 3 months, which in

Term	Description
	either case prevents the person from carrying out their previous functions as an employee, contractor or director; (ii) genuine redundancy; (iii) bona fide retirement; (iv) death; or (v) other factors determined by the Board in its discretion to constitute sufficient reason to treat the person as a Good Leaver; (b) If an ESS Participant is a Good Leaver, they will retain all vested Awards subject to their terms in the Offer Letter and retain a number of unvested Awards on a pro-rata basis (subject to the relevant vesting conditions), with the remaining unvested Awards being compulsorily divested, unless the Board in its absolute discretion determines otherwise; and (c) Notwithstanding the default leaver provisions in Plan, the Board has discretion to determine the ultimate treatment of any Awards for any leaver.
Clawback	The Plan provides the Board with broad powers to clawback (by way of lapsing, forfeiting, buying-back or transferring) Awards if particular events occur (e.g. Malus Events or Compulsory Divestiture Events) or if an ESS Participant acts fraudulently and is due to receive an unfair advantage.
Exit Event and Board's discretion to waiver vesting conditions on an Exit Event	On or prior to an Exit Event, the Board may, in its absolute discretion, determine that: (a) waive or modify Vesting Conditions or Restriction Periods so that any Awards, to the extent not fully vested, will become vested and exercisable in full or in part; (b) Awards may be exercised within a specific period only, otherwise they will lapse; or (c) the Company buy-back or cancel some or all of the Awards in exchange for their market price. Where for the purpose of exercising the Board discretion an Exit Event may be triggered by a sale of the issued share capital or a sale of the business or major assets of the Company.
Reorganisation, new issues, bonus issues, etc.	The Plan has specific provisions dealing with reorganisation events, new issues and bonus issues. These provisions (which are subject to the ASX Listing Rules) are intended to ensure there is no advantage or disadvantage to an ESS Participant in respect of their Awards in relation to any corporate actions of the Group.

Term	Description
Powers of the Board	The Board has the absolute discretion to: (a) determine appropriate procedures for administration of the Plan; (b) amend any offer related to any Award; (c) waive or amend any Vesting Conditions; (d) amend the Plan, provided that such amendments do not materially prejudice the rights of existing ESS Participants except where the amendment is made primarily: (i) for the purpose of complying with a law which affects the Company, an ESS Participant, or Awards; (ii) for the purpose of complying with the Listing Rules; and (iii) cancel or amend an ESS Participant's unvested Awards if a Malus Event occurs, provided that the exercise of its powers is in accordance with the Listing Rules.
ASX Listing Rules	The Plan and Awards made under it are always subject to the ASX Listing Rules (while the Company is listed on the Official List) and applicable laws.

Your proxy voting instruction must be received by **11:00am (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.



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