

20 October 2026

Dear Shareholder

2026 Annual General Meeting - Notice of Meeting & Explanatory Statement, and Proxy Form

Resonance Health Limited (ASX: RHT) (**Company** or **Resonance Health**) is holding its 2026 Annual General Meeting (**AGM**) on **Thursday, 19 November 2026 at 10:00 am (AWST)** at the following location:

Conference Centre
QV1 Building – Level 2
250 St Georges Terrace
Perth, Western Australia, 6000.

The Company will not dispatch physical copies of the Notice of Meeting & Explanatory Statement (**Notice**) to shareholders who have not previously opted in to receiving electronic copies. The Notice is available at, and can be downloaded at, the following link:

<https://www.resonancehealth.com/investor/asx/>

How to Vote

Resonance Health shareholders may vote at the AGM by attending the AGM in person, or by proxy, or by appointing an authorised representative.

Voting in Person

To vote in person, please attend the AGM on the date and at the place noted above. Shareholders are asked to arrive 15 minutes prior to the time designated for the AGM, so that the Company may check each shareholder's holding against the Company's share register and note attendance.

Voting by Proxy

Appointment of Proxy: Shareholders who are entitled to attend and vote at the AGM, may appoint a proxy to act generally at the AGM and vote on their behalf. The proxy does not need to be a Resonance Health shareholder. A shareholder who is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a shareholder appoints two proxies but does not specify the proportion or number of votes to be cast by those proxies, each proxy may exercise half of the shareholder's votes.

Voting by proxy: A shareholder can direct their proxy to vote for, against, or abstain from voting on each Resolution by marking the appropriate box in the voting directions on the proxy section of the enclosed Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chair of the AGM, who must vote the proxies as directed in the Proxy Form.

Proxy Forms must be received by 10:00 am (AWST) on Tuesday, 17 November 2026.

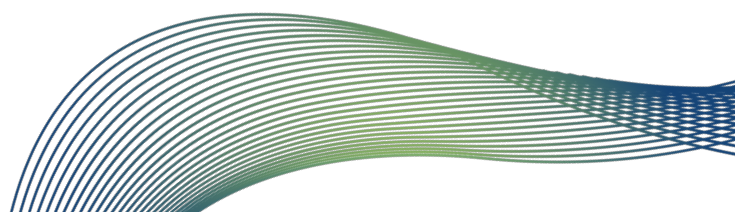
Details on how to lodge your Proxy Form can be found in the enclosed Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at +61 8 9286 5300 or by email at: mitchellw@resonancehealth.com

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, please consult your financial adviser, lawyer, accountant, or other professional adviser.

Yours faithfully

A handwritten signature in black ink, appearing to read "Mitchell Wells", with a stylized flourish at the end.

Mitchell Wells
Non-executive Director & Company Secretary
Resonance Health Ltd



RESONANCE HEALTH LIMITED
ACN 006 762 492
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: Thursday, 19 November 2026
PLACE: QV1 Conference Centre
Level 2, 250 St Georges Terrace
PERTH WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AWST) on Tuesday, 17 November 2026.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL SISTENICH

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael Sistenich, a Director who was appointed as an additional Director on 28 April 2026, retires, and being eligible, is elected as a Director."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – DR DAVID FULLER

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Dr David Fuller, a Director who was appointed as an additional Director on 28 April 2026, retires, and being eligible, is elected as a Director."

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – DR TRAVIS BARONI

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

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

5. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

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

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

6. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to a maximum of 35,000,000 Securities

under the employee incentive scheme titled 'Incentive Awards Plan', on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – ISSUE OF LOAN SHARES TO DIRECTOR – MR ANDREW HARRISON

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 6,850,749 Loan Shares to Mr Andrew Harrison (or his nominee(s)) under the Incentive Awards Plan on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – AMENDMENT TO CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend clause 2.4 of the Constitution by replacing the reference to '5%' with '15%', setting the issue cap for issues of Securities under the Plan to 15% of the issued capital of the Company for the purposes of section 1100V(2) of the Corporations Act."

Dated: 14 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD and 250R(4), a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to Issue Securities under an Incentive Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Issue of Loan Shares to Director – Mr Andrew Harrison	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 5 – Approval of 7.1A Mandate	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to Issue Securities under an Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 7 – Issue of Loan Shares to Director – Mr Andrew Harrison	Mr Andrew Harrison (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on + 61 8 9286 5300 or mitchellw@resonancehealth.com.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL SISTENICH

3.1 General

Clause 15.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Michael Sistenich, having been appointed by other Directors on 28 April 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

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

Qualifications, experience and other material directorships	Mr Sistenich is an experienced ASX listed company executive and Non-Executive Director with more than 25 years of global experience across healthcare, artificial intelligence, life sciences and institutional investing. Mr Sistenich is currently Chief Executive Officer and a Director of Enlitic, Inc. (ASX: ENL) (Enlitic), having previously served as its Non-Executive Chairman. At Enlitic, Mr Sistenich has led the company's restructuring and recapitalisation and its initial public offering on ASX, and has overseen strategic acquisitions and global partnerships with healthcare and technology organisations. Mr Sistenich previously served as Chief Executive Officer and Non-Executive Director of Nohla Therapeutics, where he led the development and financing of a clinical-stage cellular therapy platform, and as a Non-Executive Director of Opthea Limited (ASX/Nasdaq: OPT). Mr Sistenich has extensive capital markets and investment banking experience, including as Director, Corporate Finance at Bell Potter Securities, where he led life sciences initial public offerings and capital raisings, and in senior investment roles at Lygon Capital Management, Meditor Capital Management and DWS Investments. He is a Founding Partner of Aurenda Partners, a corporate advisory firm focused on growth companies. Mr Sistenich holds a Master of Science (Biochemistry) from the University of Oxford and is a CFA Charterholder. Other than Enlitic, Mr Sistenich does not currently hold any other directorships in ASX listed companies.
Term of office	Mr Sistenich has served as a Director since 28 April 2026.
Independence	If elected, the Board considers that Mr Sistenich will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Sistenich, which did not reveal any material information of concern.

Board recommendation

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

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Sistenich will be elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Mr Sistenich will not continue in his role as an independent Non-Executive Director and will cease to be a Director at the conclusion of the Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – DR DAVID FULLER**4.1 General**

Clause 15.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr David Fuller, having been appointed by other Directors on 28 April 2026 as an addition to the existing Directors in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Dr Fuller is set out below.

Qualifications, experience and other material directorships

Dr Fuller is a pharmaceutical physician and pharmacist with more than 30 years of international experience across drug development, clinical research, regulatory strategy and commercialisation.

Dr Fuller is currently Chief Medical Officer of Dimerix Limited (ASX: DXB), where he leads clinical development, regulatory engagement and medical strategy for that company's renal-focused therapeutic programs.

Dr Fuller has experience across the full drug development lifecycle, including pre-clinical development, Phase I-III clinical trials, regulatory approvals, product launches and post-marketing activities, and has contributed to multiple regulatory submissions and approvals with major global agencies, including the US Food and Drug Administration and the European Medicines Agency.

His prior executive experience includes Chief Medical Officer roles at Race Oncology (ASX: RAC), Aucentra Therapeutics and Arana Therapeutics, and senior leadership roles at Syneos Health, including as Senior VP, Clinical Development, where he was responsible for the growth and strategic direction of its oncology business unit across Asia-Pacific. Earlier in his career, Dr Fuller held senior roles at Genzyme and Orphan Medical, where he contributed to the clinical development, regulatory approval and launch of multiple therapies.

	Dr Fuller has previously held director roles at Adalta Ltd, Epiaxis Therapeutics, Linear Clinical Research and Dimerix Bioscience. Dr Fuller holds a Bachelor of Medicine and Bachelor of Surgery and a Bachelor of Pharmacy (First Class Honours) from the University of Sydney, and is a registered medical practitioner in Australia and the United Kingdom. Dr Fuller does not currently hold any directorships in other ASX listed companies.
Term of office	Dr Fuller has served as a Director since 28 April 2026.
Independence	If elected, the Board considers that Dr Fuller will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Dr Fuller, which did not reveal any material information of concern.
Board recommendation	Having received an acknowledgement from Dr Fuller that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Fuller since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Fuller) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Fuller will be elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Dr Fuller will not continue in his role as an independent Non-Executive Director and will cease to be a Director at the conclusion of the Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – DR TRAVIS BARONI

5.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

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

Further information in relation to Dr Baroni is set out below.

Qualifications, experience and other material directorships	Dr Baroni has broad experience across industrial research, commercialisation of technology, asset valuations and investment banking services. He has a bachelor's degree and PhD in applied physics from The University of Western Australia and managed innovation development and technology strategy in a large company setting as well as being an active investor in early stage investments. He has worked in investment banking, providing advisory services to equity capital market transactions, corporate research and valuations to clients. Dr Baroni is Chair of the Audit & Risk Committee and a member of the Remuneration Committee.
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	Dr Baroni does not currently hold any other directorships in ASX listed companies.
Term of office	Dr Baroni has served as a Director since 25 November 2016 and was last re-elected on 28 November 2024.
Independence	If re-elected, the Board considers that Dr Baroni will be an independent Director.
Board recommendation	Having received an acknowledgement from Dr Baroni that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dr Baroni since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Baroni) recommend that Shareholders vote in favour of this Resolution.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Baroni will be re-elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Dr Baroni will not continue in his role as an independent Non-Executive Director and will cease to be a Director at the conclusion of the Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$39.60 million. The Company is therefore an Eligible Entity.

6.2 Technical information required by Listing Rule 14.1A

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

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

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

6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

REQUIRED INFORMATION	DETAILS																						
	(a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).																						
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.																						
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the potential acquisition of new businesses, assets and investments (including expenses associated with such acquisition(s)), continued research and development expenditure on the Company's current projects, the continued development of the Company's current business and general working capital.																						
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 7 October 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate. <table><tr><th colspan="5">DILUTION</th></tr><tr><th rowspan="5">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="5">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><td>\$0.042</td><td>\$0.083</td><td>\$0.125</td></tr><tr><td>50% decrease</td><td>Issue Price</td><td>50% increase</td></tr><tr><td colspan="3">Funds Raised</td></tr><tr><td></td><td></td><td></td></tr></table>	DILUTION					Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			\$0.042	\$0.083	\$0.125	50% decrease	Issue Price	50% increase	Funds Raised					
DILUTION																							
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price																					
		\$0.042	\$0.083	\$0.125																			
		50% decrease	Issue Price	50% increase																			
		Funds Raised																					

REQUIRED INFORMATION	DETAILS																		
	<table><tr><td>Current</td><td>477,120,233 Shares</td><td>47,712,023 Shares</td><td>\$2,003,904</td><td>\$3,960,097</td><td>\$5,964,002</td></tr><tr><td>50% increase</td><td>715,680,350 Shares</td><td>71,568,034 Shares</td><td>\$3,005,857</td><td>\$5,940,146</td><td>\$8,946,004</td></tr><tr><td>100% increase</td><td>954,240,466 Shares</td><td>95,424,046 Shares</td><td>\$4,007,809</td><td>\$7,920,195</td><td>\$11,928,005</td></tr></table>	Current	477,120,233 Shares	47,712,023 Shares	\$2,003,904	\$3,960,097	\$5,964,002	50% increase	715,680,350 Shares	71,568,034 Shares	\$3,005,857	\$5,940,146	\$8,946,004	100% increase	954,240,466 Shares	95,424,046 Shares	\$4,007,809	\$7,920,195	\$11,928,005
	Current	477,120,233 Shares	47,712,023 Shares	\$2,003,904	\$3,960,097	\$5,964,002													
	50% increase	715,680,350 Shares	71,568,034 Shares	\$3,005,857	\$5,940,146	\$8,946,004													
	100% increase	954,240,466 Shares	95,424,046 Shares	\$4,007,809	\$7,920,195	\$11,928,005													
	*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																		
	The table above uses the following assumptions:																		
	1. There are currently 477,120,233 Shares on issue as at 7 October 2026.																		
	2. The issue price set out above is the closing market price of the Shares on the ASX on 7 October 2026 (being \$0.083) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.																		
	3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.																		
	4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.																		
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.																			
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.																			
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.																			
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.																			
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.																			
Shareholders should note that there is a risk that:																			
(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and																			
(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.																			
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue;																		

REQUIRED INFORMATION	DETAILS
	(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 13 November 2025 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 19 November 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

7.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 35,000,000 Securities under the employee incentive scheme titled "Incentive Awards Plan" (**Plan**).

Shareholders previously approved the issue of a maximum of 22,344,646 Securities under the Plan for the purposes of Listing Rule 7.2 (Exception 13(b)) at the Company's annual general meeting held on 28 November 2024. The Company is seeking a fresh approval under Listing Rule 7.2 (Exception 13(b)) so that it can continue to issue Securities under the Plan without using its placement capacity under Listing Rule 7.1.

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the future issue of Securities under the Plan will provide these persons with the opportunity to participate in the future growth of the Company.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

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

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 7.4 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

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

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

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Number of Securities previously issued under the Plan	The Company has issued 24,338,195 Securities under the Plan since the Plan was last approved by Shareholders on 28 November 2024.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), following Shareholder approval, is 35,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

8. RESOLUTION 7 – ISSUE OF LOAN SHARES TO DIRECTOR – MR ANDREW HARRISON

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to 6,850,749 Loan Shares to Mr Andrew Harrison (or his nominee(s)) pursuant to the Plan on the terms and conditions set out below.

The Loan Shares are to be issued to Mr Harrison in satisfaction of his long-term incentive entitlement for the financial year ended 30 June 2026, which the Board has awarded to Mr Harrison in accordance with his employment contract, subject to Shareholder approval.

The Company will lend Mr Harrison an amount equal to the aggregate issue price of the Loan Shares (**Loan**) to fund the acquisition of the Loan Shares, on the terms of a limited recourse loan agreement summarised in Section 8.6 below.

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

CLASS	QUANTUM	RECIPIENT	ISSUE PRICE	LOAN TERM
Loan Shares	6,850,749	Mr Andrew Harrison (or his nominee(s))	\$0.042993 (see Section 8.2)	5 years after the date of issue (subject to earlier repayment events)

8.2 Determination of the number of Loan Shares, issue price and Loan

The number of Loan Shares, the issue price of the Loan Shares and the amount of the Loan have been determined as follows:

- (a) **LTI value:** Mr Harrison's long-term incentive for the financial year ended 30 June 2026 has a value equal to 30% of his base salary for that financial year. Mr Harrison's base salary for the financial year ended 30 June 2026 was \$433,880.80, resulting in a long-term incentive value of \$130,164.24 (**LTI Value**).
- (b) **Value of each Loan Share:** The Loan Shares are acquired using a limited recourse, interest-free loan equal to their issue price. Mr Harrison therefore only derives value from the Loan Shares to the extent the Share price exceeds the issue price, which is economically similar to holding an option with an exercise price equal to the issue price. Accordingly, each Loan Share has a value that is less than the market price of a Share. The Company has valued each Loan Share at \$0.019 as at 30 June 2026 using an option pricing model, based on the following inputs:
 - (i) underlying Share price of \$0.042993, being the volume weighted average market price (**VWAP**) of Shares on ASX over the 30 trading days up to and including 30 June 2026;
 - (ii) exercise price of \$0.042993 (being the amount of the Loan per Loan Share);
 - (iii) term of 5 years (being the term of the Loan);
 - (iv) expected volatility of 68%, based on the historical volatility of the Share price over the 12 months ended 30 June 2026;
 - (v) risk-free interest rate of 4.397%, being the yield on 5-year Australian Government bonds as at 30 June 2026; and
 - (vi) no interest payable on the Loan and a nil dividend yield.
- (c) **Number of Loan Shares:** The number of Loan Shares has been calculated by dividing the LTI Value by the value of each Loan Share, rounded to the nearest whole Loan Share (being $\$130,164.24 \div \$0.019 = 6,850,749$ Loan Shares).
- (d) **Issue price:** The issue price of each Loan Share is \$0.042993, being the VWAP of Shares up to and including 30 June 2026, being the last day of the financial year to which the long-term incentive relates.
- (e) **Loan:** The Loan will be equal to the aggregate issue price of the Loan Shares, being \$294,534.25 (6,850,749 Loan Shares $\times$ \$0.042993). The Loan will be applied in full towards the issue price of the Loan Shares and no cash consideration is payable by Mr Harrison.

The value of the Loan Shares set out above has been determined as at 30 June 2026. The valuation of the Loan Shares as at the date of grant may result in a materially higher value than \$130,164.24. By way of example, the closing price of Shares on ASX on 7 October 2026 was \$0.083, which is approximately 93% higher than the issue price of the Loan Shares.

8.3 Chapter 2E of the Corporations Act

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

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

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

The issue of the Loan Shares and the provision of the Loan constitute giving a financial benefit and Mr Harrison is a related party of the Company by virtue of being a Director.

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

8.4 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:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

8.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may need to consider alternative means of remunerating Mr Harrison in respect of his long-term incentive entitlement, which may include a cash payment.

8.6 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Andrew Harrison (or his nominee(s)).
Categorisation under Listing Rule 10.14	Mr Harrison falls within the category set out in Listing Rule 10.14.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Harrison who receive Loan Shares may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	Up to 6,850,749 Loan Shares will be issued.

REQUIRED INFORMATION	DETAILS
Remuneration package	The current total remuneration package (including superannuation) for Mr Harrison is \$754,477.65, comprising salary of \$451,236.03, a short-term incentive cash payment of \$135,370.81, a long-term incentive share-based payment of \$135,370.81, and the superannuation guarantee amount of \$32,500. If the Loan Shares are issued, the total remuneration component of Mr Harrison's FY26 LTIP will be \$130,164.24, being in accordance with the 30% LTIP eligibility per his employment agreement, and the value of the Loan Shares as at 30 June 2026 (based on the valuation set out in Section 8.2).
Securities previously issued to the recipient under the Plan	11,070,857 Loan Shares have previously been issued to Mr Harrison under the Plan, comprising 4,322,470 Loan Shares issued on 6 November 2024 at an acquisition price of \$0.0583 per Loan Share and 6,748,387 Loan Shares issued on 7 August 2025 at an acquisition price of \$0.0395 per Loan Share (being an average acquisition price of \$0.0468 per Loan Share), in each case funded by a limited recourse loan from the Company.
Terms of Securities	The Loan Shares will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares on issue, subject to the restriction condition under the Plan that the Loan Shares may not be disposed of until the Loan is repaid or discharged. A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Consideration of type of Security to be issued	The Company has agreed to issue the Loan Shares for the following reasons: (a) the issue to Mr Harrison will align the interests of the recipient with those of Shareholders; (b) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Harrison; (c) the issue is consistent with the long-term incentive arrangements previously provided to Mr Harrison under the Plan; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Loan Shares on the terms proposed.
Valuation	The Company values the Loan Shares at \$130,164.24 (being \$0.019 per Loan Share) based on the valuation methodology and assumptions set out in Section 8.2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Loan Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Loan Shares later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Issue price of Securities	The Loan Shares will be issued at an issue price of \$0.042993 per Loan Share, being the VWAP of Shares up to and including 30 June 2026 (see Section 8.2). The issue price will be funded by the Loan and no cash consideration is payable by Mr Harrison on issue.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	The material terms of the Loan are as follows: (a) the Company will lend Mr Harrison an amount equal to the aggregate issue price of the Loan Shares (being \$294,534.25), which will be applied in full to the acquisition of the Loan Shares; (b) no interest or other charges are payable on the Loan; (c) the Loan is limited recourse, such that in seeking repayment of the Loan the Company will only have recourse to the proceeds of any disposal of the Loan Shares and the after-tax dividends and capital distributions paid on the Loan Shares; (d) while any amount of the Loan remains outstanding, the after-tax dividends and capital distributions paid on the Loan Shares will be applied in repayment of the Loan (unless otherwise approved by the Board); (e) Mr Harrison must not dispose of, or grant a security interest over, the Loan Shares while any amount of the Loan remains outstanding; (f) the Loan will become due and payable on the earliest of: (i) the Loan Shares being compulsorily divested in accordance with the Plan; (ii) Mr Harrison disposing of (or attempting to dispose of) the Loan Shares other than in accordance with the Plan; (iii) a change of control of the Company; and (iv) the date that is 5 years after the date of issue of the Loan Shares; and (g) Mr Harrison may repay all or part of the Loan at any time.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

REQUIRED INFORMATION	DETAILS
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

9. RESOLUTION 8 – AMENDMENT TO CONSTITUTION

9.1 General

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

Clause 2.4 of the Constitution currently provides that, for the purposes of section 1100V(2) of the Corporations Act, the issue cap is 5%. This Resolution is a special resolution which will enable the Company to amend clause 2.4 of the Constitution by replacing the reference to '5%' with '15%', to permit the Company to issue Securities under employee incentive schemes (including the Plan) up to a maximum of 15% of the issued capital of the Company.

Under Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the Plan.

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

A copy of the Constitution is available for review by Shareholders at the office of the Company. A copy of the Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Resonance Health Limited (ACN 006 762 492).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

Loan has the meaning given in Section 8.1.

Loan Share has the meaning given in Schedule 1.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Plan has the meaning given in Section 7.1.

Proxy Form means the proxy form accompanying the Notice.

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

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

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

VWAP has the meaning given in Section 8.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Plan is set out below.

Eligible Participant	Eligible Participant means: (a) an officer of any Group Company, including any executive or non-executive Director of any Group Company; (b) a full, part time or casual employee of any Group Company; (c) an individual who provides services to a Group Company; (d) a prospective participant who may become an Eligible Participant under paragraph (a), (b) or (c) above, who is declared by the Board to be eligible to receive grants of Awards under the Plan and for the purposes of this summary, includes a nominee of the Eligible Participant to whom an Award has been issued or transferred under the Plan.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to performance and the creation of Shareholder value; (c) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Awards with the intention that such Awards be held for the long term; (d) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; (e) provide greater incentive for Eligible Participants to focus on the Company's longer term goals; (f) allow selected Eligible Participants to acquire Awards under the exemption conditions and by way of salary sacrifice in accordance with applicable taxation law; and (g) allow Directors to acquire Awards in lieu of payment of Director fees.
Maximum number of Convertible Securities	Where an invitation is to be made that involves an applicant or the Eligible Participant paying monies to the Company on the issue or exercise of Awards offered under the invitation (eg. an invitation for Options with an exercise price), the invitation is not made in reliance on Section 708 of the Corporations Act and the Company wishes to rely on the ESS Provisions in respect of the invitation, the Board must reasonably believe, when making that invitation, that the number of Shares to be issued under the invitation, or issued on exercise of Awards offered under the invitation, when aggregated with the number of Shares issued or that may be issued as a result of invitations made under the Plan or any other employee share scheme during the 3 year period prior to the date of the Invitation will not exceed 5% of the total number of Shares on issue at the date of the Invitation or such other percentage as specified in the Company's Constitution, subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)) following Shareholder approval, is 35,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.

Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make a written invitation (which may be made by email) to that Eligible Participant to apply for any (or any combination of) the Awards provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Awards the subject of the invitation by sending a completed application form to the Company. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. An Eligible Participant may accept the invitation in an invitation, in whole or in part, by completing and returning an Application Form to the Company, together with any ancillary documentation which may be required, in accordance with the invitation.
Salary sacrifice	The Plan allows selected Eligible Participants to acquire Awards under the exemption conditions and by way of salary sacrifice, subject to Board discretion and pursuant to the terms of the Plan and applicable tax law.
Grant of Awards	The Company will, to the extent that it has accepted a duly completed application form, grant the Eligible Participant the relevant number and type of Awards, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Issue of Loan Shares	The Board may, if an Eligible Participant is invited to apply for Shares under the Plan, invite the Eligible Participant to apply for a loan to fund the acquisition price of the Shares (Loan Shares) on the terms and conditions set out in a loan agreement provided to the Eligible Participant with an invitation.
Rights attaching to Shares issued under the Plan and quotation of Shares	(a) All Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue. (b) If Shares of the same class as those issued under the Plan are quoted on a stock exchange, and the Shares issued under the Plan are not already quoted, the Company will, subject to any disposal restriction in respect of those Shares ending, apply for those Shares to be quoted on the stock exchange in accordance with the stock exchange rules.
Rights attaching to Convertible Securities	(a) There are no participation rights or entitlements inherent in Convertible Securities and Eligible Participants will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Convertible Securities without exercising the Convertible Securities, except to the extent an invitation otherwise provides subject to any applicable stock exchange rules. (b) An Option does not confer the right to a change in option exercise price except, subject to the rules of an applicable stock exchange, and the invitation and Plan. (c) A Convertible Security does not confer the right to a change in the number of underlying Shares over which the Convertible Security can be exercised except, subject to the rules of an applicable stock exchange, to the extent the Plan or an invitation otherwise provide.

	(d) A Convertible Security does not entitle the Eligible Participant to: (i) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (ii) receive any dividends of the Company, whether fixed or at the Directors' discretion; (iii) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; or (iv) any right to participate in the surplus profits or assets of the Company upon a winding up.
Rights attaching to Loan Shares - Rights Issues	In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) after the date of issue of Loan Shares: (a) the Company will notify each Eligible Participant who holds Loan Shares of the rights issue, and offer each Eligible Participant an opportunity to exercise those rights in respect of the Loan Shares; (b) if the Eligible Participant wants to exercise the relevant rights, they must give written direction to the Company to this effect and pay the price to the Company to acquire the rights by the time and in the manner specified in the relevant notice; (c) unless the Eligible Participant agrees otherwise, any Shares allotted to the Eligible Participant as a result of the Eligible Participant exercising such rights in accordance with this rule are not subject to restriction conditions and will not be subject to the Plan rules; and (d) if the rights are renounceable and an Eligible Participant declines, or does not respond to, the offer made by the Company, the Company may sell or otherwise deal with the Eligible Participant's rights.
Rights attaching to Loan Shares - Bonus Issues	In the event of a bonus issue of Shares being made pro rata to shareholders (other than an issue in lieu of dividends or by way of dividend reinvestment) in respect of Loan Shares acquired under the Plan, those bonus Shares are deemed to be Loan Shares for the purposes of the Plan, and subject to the same restrictions conditions as the relevant Loan Shares (other than certain restriction conditions as set out in the Plan).
Adjustment for reorganisation	If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of an Eligible Participant are to be changed in a manner consistent with the Corporations Act and any applicable stock exchange rules at the time of the reorganisation which for clarity may include the Company varying vesting conditions and restriction conditions in respect of an Award so that the holder of the Award is not disadvantaged.
Restrictions on dealing with Awards	(a) Subject to the applicable rules of any stock exchange, and except as otherwise provided for by the Plan, an invitation or required by law, a Convertible Security acquired under the Plan may only be disposed: (i) in 'special circumstances' outlined in the Plan, with the consent of the board (which may be withheld in its discretion); or (ii) by force of law upon death to the Eligible Participant's legal personal representative or upon bankruptcy to the Eligible Participant's trustee in bankruptcy. (b) Except as otherwise provided for by an invitation or agreed by the Board in its discretion, an Eligible Participant must not enter

	into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to their Awards.
Share restriction and disposal conditions	(a) A Share acquired in accordance with the Plan may be made subject to a restriction condition as determined by the Board in its discretion and as specified in an invitation or as otherwise imposed by the Plan or ancillary documentation. (b) An Eligible Participant must not dispose of any Shares acquired by them under the Plan while they are restricted shares (being Shares subject to a restriction condition or a restriction period). (c) An Eligible Participant must not dispose of any Shares acquired by them in contravention of the Corporations Act, including the insider trading and on-sale provisions.
Loan Share restriction condition	Unless otherwise resolved by the Board, a Loan Share is subject to a restriction condition that the loan balance relating to that Loan Share is repaid or discharged in accordance with the terms of the applicable loan agreement or arrangements for such repayment or discharge have been made to the satisfaction of the Board.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, the Board must inform the Eligible Participant that the relevant Convertible Securities have vested as soon as reasonably practicable after becoming aware that any vesting condition attaching to a Convertible Security has been satisfied. Unless and until the Company has notified the Eligible Participant that the Convertible Securities have vested, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Lapse of a Convertible Security	Except as otherwise provided for in an invitation, a Convertible Security acquired under the Plan will lapse upon the earlier to occur of: (a) the Board, in its discretion, resolving a Convertible Security lapses as a result of an unauthorised disposal of, or hedging of, the Convertible Security; (b) a Vesting Condition in relation to the Convertible Security is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably, subject to the Board's discretion; (c) in respect of an unvested Convertible Security, an Eligible Participant ceases to be an Eligible Participant (see below); (d) in respect of a vested Convertible Security: (i) upon payment of a cash payment in respect of the vested Convertible Security; or (ii) if it is not exercised where and when required by the Board in accordance with and subject to the Plan rules; (e) the Board deems that a Convertible Security lapses due to misconduct (see below); (f) in respect of an unvested Convertible Security, a winding up resolution or order is made in respect of the Company, and the Convertible Security does not vest in accordance with the Plan rules; (g) the Eligible Participant and the Company agreeing that the Convertible Security is voluntarily forfeited or cancelled; (h) as otherwise provided for by an invitation; and

	(i) the expiry date of the Convertible Security.
Misconduct and clawback	Where, in the opinion of the Board, certain circumstances have arisen after the Eligible Participant ceases to be employed by the Company, or an Eligible Participant acts fraudulently, dishonestly, negligently, in material breach of his or her obligations to the Company, or a circumstance or information is brought to light which means that it is no longer justified after a grant of an Award for the Eligible Participant to have the Award, then the Board may, by written notice to the Eligible Participant: (a) deem any unvested, or vested but unexercised, Convertible Securities to have lapsed or else remain on foot but subject to conditions; (b) adjust any applicable vesting conditions or restriction condition or restriction period; (c) require the Eligible Participant to cancel or forfeit any Shares acquired under the Plan (including on exercise of any Convertible Securities) for nil consideration, including voting in favour of any Shareholder resolution to approve the cancellation of those Shares; (d) prohibit the applicable Eligible Participant from disposing of any Awards acquired under the Plan, including on exercise of Convertible Securities granted under the Plan, until those Awards have lapsed or been cancelled, sold or forfeited; (e) impose a holding lock on applicable Awards; (f) require the Eligible Participant to pay back as a debt due any cash amounts (net of tax) paid to them under the Plan or realised from the disposal of any Awards acquired by them under the Plan; (g) require that the Eligible Participant repay to the Company as a debt: (i) the value of all or some of an Award received under the Plan; (ii) all or part of the net proceeds of sale where Shares acquired under the Plan have been sold; and/or (iii) any dividends (or dividend equivalent payments) received in respect of Awards acquired under the Plan; and/or (h) adjust the Eligible Participant's incentive entitlements or participation in the Plan in the current year or any future year.
Ceasing to be an Eligible Participant	Subject to the invitation, ancillary documentation (if any), Plan rules and any applicable law, where an Eligible Participant ceases to be an Eligible Participant any unvested Convertible Securities acquired by the Eligible Participant under the Plan will lapse unless the Board: (a) exercises its discretion to waive any vesting conditions that apply to the Convertible Securities under the Plan rules; or (b) in its discretion, resolves to allow the unvested Convertible Securities to remain on foot and subject to any vesting conditions after the Eligible Participant ceases to be an Eligible Participant (which resolution may be made before or after the Eligible Participant ceases to be an Eligible Participant); and (c) in its discretion, resolves that any vested Convertible Securities acquired by Eligible Participant must be exercised within one (1) month (or such later date as the Board determines) of the date the Eligible Participant ceases to be an Eligible Participant. If the

	Convertible Security is not exercised within that period, the Board may resolve, in its discretion, that the Convertible Security lapses as a result.
Quotation of Awards	Awards will not be quoted on a stock exchange, except (where the Company is listed on a stock exchange) to the extent provided for by the Plan or unless the invitation provides otherwise.
Exercise of Convertible Securities	Subject to the below paragraph, an Eligible Participant may, subject to the terms of the Plan and any invitation, exercise any vested Convertible Security at any time after the Convertible Security has vested, but before the Convertible Security lapses by providing the Company with: (a) the certificate for the Convertible Security or a declaration and indemnity in favour of the Company for a lost or destroyed certificate; (b) a notice of exercise completed by the Eligible Participant specifying the number of Convertible Securities which are exercised (Notice of Exercise); and (c) where the Award to be exercised is an Option, except to the extent the Board approves the use of the Cashless Exercise Facility or the Cash Payment Facility (where available) (see below), payment to the Company in cleared funds of the option exercise price multiplied by the number of Options which are being exercised.
Automatic Exercise of Performance Right	An invitation may provide that a Performance Right is automatically exercised upon vesting or on a date or event after vesting but before the expiry date, as specified by the Board, in which case the above paragraph does not apply.
Timing of issue of Shares and quotation of Shares on exercise	Provided the Board has not determined that a Cash Payment (where available) applies, within 5 business days of vesting or receiving a Notice of Exercise for a Convertible Security (unless automatic exercise applies), the Board will issue or transfer to the Eligible Participant the applicable number of Shares in respect of which vested Convertible Securities have been exercised, together with any additional Shares an entitlement to which has arisen under the Rules, in consequence of the exercise of the Convertible Securities (rounded down to the nearest Share), dispatch a share certificate or register the Eligible Participant's holding and cancel the certificate related to the Convertible Securities being exercised and provide a replacement certificate for any unexercised Convertible Securities (if required).
Cashless Exercise Facility for Convertible Securities	(a) Subject to Board approval at the time, the Eligible Participant may elect to have the Company issue or transfer to the Eligible Participant that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share). (b) If the Option exercise price payable in respect of an Option being exercised is the same or higher than the applicable Market Value of a Share at the time of exercise, then an Eligible Participant will not be entitled to use the Cashless Exercise Facility. Market Value means the fair market value of the Convertible Securities as determined by application of a valuation methodology approved by the Board, being no more than 12 months old as at the date the Market Value is to be determined.
Cash Payment Facility	(a) Subject to applicable law, any applicable stock exchange rules, the Plan and the terms of any invitation, where all Vesting Conditions in respect of a Convertible Security have been

	satisfied or waived and the invitation for that Convertible Security provided for a cash payment alternative, the Board may, in its discretion, within 20 Business Days of receipt of a valid Notice of Exercise for the vested Convertible Security (or automatic exercise), pay the Eligible Participant a cash payment for the Convertible Security exercised (which will be nil if the Cash Payment is a negative amount), in lieu of the issue of Shares on exercise. (b) A vested Convertible Security automatically lapses upon payment of a cash payment in respect of the vested Convertible Security.
Change of control	(a) If a change of control event occurs (being an event which results in another person or entity obtaining more than 50% of the Company's issued capital), the Board may, in its discretion, determine the manner in which any or all of an Eligible Participant's Awards will be dealt with, including, without limitation, in a manner that allows the Eligible Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control. (b) Where the Company or Group Company divests, or disposes of, a business or asset designated by the Board for this purpose as 'material', the Board may make special rules that apply to Eligible Participants in relation to the Awards, or Shares allocated in respect of Awards, held under the Plan (and any other entitlements that may arise in relation to those Awards or Shares), which rules must be notified to the relevant Eligible Participants.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Trust	The Board may in its sole and absolute discretion use a trust or other mechanism for the purposes of holding Awards for holders under the Plan including for the purpose of enforcing the disposal restrictions.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made without the consent of the Eligible Participant who holds the relevant Award if such adjustment or variation would have a materially prejudicial effect upon the Eligible Participant (in respect of his or her outstanding Awards), other than an adjustment or variation introduced primarily for the purpose of complying with applicable law, policy or stock exchange rules or other foreign or Australian regulatory body, to correct any manifest error or mistake; to allow the implementation of a relevant trust arrangement or to take into consideration possible adverse taxation implications in respect of the Plan.
Plan duration	The Plan continues in operation until the Board decides to end it. Termination shall not affect the rights or obligations of an Eligible Participant or the Company which have arisen under the Plan before the date of termination and the provisions of the Plan relating to an Eligible Participant's Awards shall survive termination of the Plan until fully satisfied and discharged.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	If an Eligible Participant is liable for taxes or other amounts in respect of their Awards (including the issue or transfer of Shares on exercise of a

Convertible Security acquired under the Plan), and the Company is liable to make a payment to the appropriate authorities on account of that liability, unless the Eligible Participant and the Company agree otherwise, the Company may:

- (a) deduct from any cash payment due the payment the Company is required to pay to the appropriate authorities;
- (b) issue to the Eligible Participant and arrange (as the Eligible Participant's attorney) for a nominee to sell at the current market value such number of Shares which would otherwise be issued and allocated to the Eligible Participant so that the net proceeds of sale (after allowing for reasonable sale costs) equals the payment the Company is required to pay to the appropriate authorities. The Company is entitled to apply such net sale proceeds to pay the appropriate authorities, with any excess net sale proceeds to be remitted to the Eligible Participant; and/or
- (c) require the Eligible Participant to reimburse the Group Company for any taxes which the Group Company is required to withhold.

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 17 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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