

21 October 2026

Dear Shareholder,

Conico Ltd – Upcoming Annual General Meeting

Conico Ltd (ASX: CNJ) (**Company**) will be holding its Annual General Meeting at the offices of the Company, Level 15, 197 St Georges Terrace, Perth, Western Australia at 10:00am (AWST) on Tuesday, 24 November 2026 (**Meeting**).

Notice of Meeting

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

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at btucker@conico.com.au.

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

Authorised for ASX release by the Company Secretary.

Brett Tucker

Company Secretary, Conico Ltd

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CONICO LTD
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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am WST

DATE: Tuesday, 24 November 2026

PLACE: Level 15, 197 St Georges Terrace, Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm WST on 22 November 2026.

BUSINESS OF THE MEETING

AGENDA

1. 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 Director's report, the Remuneration Report and the auditor's report.

2. 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.

3. RESOLUTION 2 – ELECTION OF SIMON MITCHELL

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 11.12 of the Constitution, Listing Rule 14.4 and for all other purposes, Simon Mitchell, a Director who was appointed by the Board on 4 December 2025, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF GREGORY SOLOMON

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 11.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Gregory Solomon, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

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

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF DECEMBER 2025 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,500,000 Shares at an issue price of \$0.008 per Share on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTIONS 6(A) AND 6(B) – RATIFICATION OF PRIOR ISSUE OF FEBRUARY 2026 PLACEMENT SHARES AND ADVISOR SHARES

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

Resolution 6(a) – Ratification of prior issue of February 2026 Placement Shares

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,625,000 Placement Shares at an issue price of \$0.008 per Share on the terms and conditions set out in the Explanatory Statement."

Resolution 6(b) – Ratification of prior issue of Advisor Shares

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,625,000 Advisor Shares at a deemed issue price of \$0.008 per Share on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL OF EMPLOYEE SECURITIES 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 adopt an employee incentive scheme titled the Conico Ltd Employee Securities Incentive Plan and for the issue of up to 60,000,000 Securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO SIMON MITCHELL UNDER THE 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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Simon Mitchell (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – AMENDMENT OF CONSTITUTION – EMPLOYEE SHARE SCHEMES

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 its Constitution by inserting a new Part 26 (Employee Share Schemes) in the form set out in Annexure A to the Explanatory Statement, with effect from the close of the Meeting."

Dated: 21 October 2026

Brett Tucker

Company Secretary

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 8 – Approval to issue Options to Simon Mitchell under the Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 4 – Approval of 7.1A Mandate	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). Note: the Company will only disregard votes cast in favour of this Resolution if, at the time of the Meeting, it is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2.
Resolution 5 – Ratification of prior issue of December 2025 Placement Shares	Any person who participated in the issue or an associate of that person (or those persons).
Resolution 6(a) – Ratification of prior issue of February 2026 Placement Shares	Any person who participated in the February 2026 Placement or an associate of that person (or those persons).
Resolution 6(b) – Ratification of prior issue of Advisor Shares	The Advisor or an associate of the Advisor.
Resolution 7 – Approval of Employee Securities Incentive Plan	A person who is eligible to participate in the Plan, or an associate of that person (or those persons).
Resolution 8 – Approval to issue Options to Simon Mitchell under the Plan	Simon Mitchell (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 Plan, 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 the 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 9282 5889.

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 www.conico.com.au.

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 SIMON MITCHELL

3.1 General

Clauses 11.11 and 11.12 of the Constitution provide that the Directors may at any time appoint a person as a Director to fill a casual vacancy or as an addition to the Board, and that any Director so appointed holds office until the next annual general meeting of the Company and is then eligible for election. Listing Rule 14.4 is to the same effect.

Mr Simon Mitchell was appointed as a Non-Executive Director by the Board on 4 December 2025 (following the retirement of Mr Douglas Solomon). Mr Mitchell therefore retires at this Meeting and, being eligible, offers himself for election.

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

Qualifications, experience and other material directorships	Mr Mitchell (B.Sc. (Hons), GradDipAppFin, MAusIMM, GAICD, MSEG) is a geologist and corporate executive with 33 years of resources industry experience in both technical and finance roles. Mr Mitchell was General Manager of Business Development with ASX listed uranium exploration and mine development company Toro Energy Limited from late 2006 until 2013, where he was responsible for managing the growth of the company's uranium asset portfolio in South Australia, the Northern Territory, Western Australia and in Namibia, Africa. Mr Mitchell is also a director of Orpheus Uranium Ltd (ASX: ORP).
Term of office	Mr Mitchell has served as a Director since 4 December 2025.
Independence	If elected, the Board considers that Mr Mitchell will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Mitchell that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Mitchell since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Mitchell) 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 Mitchell will be elected to the Board as an independent Director.

If this Resolution is not passed, Mr Mitchell 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 Board. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF GREGORY SOLOMON

4.1 General

Listing Rule 14.4 and clause 11.3 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. Clause 11.5 of the Constitution provides that the Directors to retire at an annual general meeting are those who have been longest in office since their last election.

Mr Gregory Solomon was last re-elected at the Company's 2023 annual general meeting and is the Director longest in office since last election. Mr Solomon, being eligible, retires by rotation and seeks re-election.

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

Qualifications, experience and other material directorships	Mr Solomon (LLB) is a solicitor with more than 30 years of Australian and international experience in a wide range of areas including mining law, commercial negotiation (including mining and exploration joint ventures) and corporate law. He was a partner in the legal firm Solomon Brothers and has held directorships of various public companies since 1984. Mr Solomon also serves as a director of Tasman Resources Ltd (ASX: TAS) and Eden Innovations Ltd (ASX: EDE).
Term of office	Mr Solomon has served as a Director since 30 March 2006 and was Chairman of the Company from 30 March 2006 until 4 December 2025.
Independence	If re-elected, the Board considers that Mr Solomon will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Solomon that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Solomon since his last re-election and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Solomon) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Solomon will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Solomon will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Board. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 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 at the date of this Notice, the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$6.5 million (based on the closing price of Shares of \$0.010 on 13 October 2026) and is therefore an Eligible Entity.

5.2 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.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for continued exploration expenditure on the Company's current projects, and potentially for costs in relation to acquisition of new resources, assets and investments.
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 Shares on issue as at 13 October 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

REQUIRED INFORMATION	DETAILS					
		DILUTION				
	Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			
			\$0.0050	\$0.010	\$0.0150	
			50% decrease	Issue Price	50% increase	
			Funds Raised			
	Current	651,986,967	65,198,697	\$325,993	\$651,987	\$977,980
	50% increase	977,980,450	97,798,045	\$488,990	\$977,980	\$1,466,971
	100% increase	1,303,973,934	130,397,393	\$651,987	\$1,303,974	\$1,955,961
	*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1. The table above uses the following assumptions: - There are currently 651,986,967 Shares on issue. - The issue price set out above is the closing market price of the Shares on the ASX on 13 October 2026 (being \$0.010) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to four decimal places prior to the calculation of the funds raised. - The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. - 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 (assuming Resolutions 5 and 6 are passed). - The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. - The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. - This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: - the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and - 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					

REQUIRED INFORMATION	DETAILS
	Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2025 (Previous Approval). During the 12 month period preceding the date of the Meeting, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF DECEMBER 2025 PLACEMENT SHARES

6.1 General

On 9 December 2025, the Company announced a placement of 37,500,000 Shares at an issue price of \$0.008 per Share to raise \$300,000 (before costs) (December 2025 Placement). The December 2025 Placement Shares were issued on 15 December 2025 using the Company's placement capacity under Listing Rule 7.1. This Resolution seeks Shareholder ratification of that issue for the purposes of Listing Rule 7.4.

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.

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

6.2 Listing Rule 7.4

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

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

6.3 Technical information required by Listing Rule 14.1A

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

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

6.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Sophisticated and professional investors identified by the Company and its advisers, none of whom is a related party or Material Person of the Company.
Number of Securities and class to be issued	37,500,000 Shares.
Terms of Securities	The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	15 December 2025.
Price or other consideration the Company received for the Securities	\$0.008 per Share, raising \$300,000 (before costs).
Purpose of the issue, including the intended use of any funds raised by the issue	The funds raised were applied towards exploration expenditure on the Company's projects, working capital and the costs of the placement.
Summary of material terms of agreement to issue	The Shares were not issued pursuant to any agreement other than standard placement subscription documentation.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. RESOLUTIONS 6(A) AND 6(B) – RATIFICATION OF PRIOR ISSUE OF FEBRUARY 2026 PLACEMENT SHARES AND ADVISOR SHARES

7.1 General

On 17 February 2026, the Company issued 10,625,000 Shares at an issue price of \$0.008 per Share to raise \$85,000 (before costs) as a follow-on to the December 2025 Placement (February 2026 Placement), together with 5,625,000 Shares at a deemed issue price of \$0.008 per Share to the Advisor as consideration for geological consulting services provided to the Company (Advisor Shares). The Shares were issued using the Company's

placement capacity under Listing Rule 7.1. Resolution 6(a) seeks Shareholder ratification of the issue of the Placement Shares under the February 2026 Placement, and Resolution 6(b) seeks Shareholder ratification of the issue of the Advisor Shares, in each case for the purposes of Listing Rule 7.4.

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.

Neither issue fits within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.2 Listing Rule 7.4

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

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

7.3 Technical information required by Listing Rule 14.1A

If Resolution 6(a) or 6(b) is passed, the issue the subject of that Resolution will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 6(a) or 6(b) is not passed, the issue the subject of that Resolution will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Resolution 6(a): sophisticated and professional investors identified by the Company and its advisers (10,625,000 Placement Shares). Resolution 6(b): a geological consultant to the Company (Advisor) (5,625,000 Advisor Shares). None of the recipients is a related party or Material Person of the Company.
Number of Securities and class to be issued	Resolution 6(a): 10,625,000 Placement Shares. Resolution 6(b): 5,625,000 Advisor Shares.
Terms of Securities	The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	17 February 2026.
Price or other consideration the	Resolution 6(a): \$0.008 per Share for the 10,625,000 Placement Shares, raising \$85,000 (before costs).

REQUIRED INFORMATION	DETAILS
Company received for the Securities	Resolution 6(b): the 5,625,000 Advisor Shares were issued at a deemed issue price of \$0.008 per Share as consideration for geological consulting services valued at \$45,000 ex GST. No cash was received for the Advisor Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	Resolution 6(a): The funds raised were applied towards exploration expenditure on the Company's projects and working capital. Resolution 6(b): The Advisor Shares were issued as consideration for geological consulting services provided to the Company, in lieu of cash payment, preserving the Company's cash reserves.
Summary of material terms of agreement to issue	Resolution 6(a): The Placement Shares were not issued pursuant to any agreement other than standard placement subscription documentation. Resolution 6(b): The Advisor Shares were issued pursuant to the Company's engagement of the Advisor to provide geological consulting services, as consideration for those services valued at \$45,000 ex GST.
Voting exclusion statement	A voting exclusion statement applies to each of Resolutions 6(a) and 6(b).
Compliance	The issues did not breach Listing Rule 7.1.

8. RESOLUTION 7 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

8.1 General

This Resolution seeks Shareholder approval for the adoption of the employee incentive scheme titled the Conico Ltd Employee Securities Incentive Plan (Plan) in accordance with Listing Rule 7.2 (Exception 13(b)), and for the issue of up to 60,000,000 Securities under the Plan over the three year period following the Meeting.

The Company does not currently have an employee incentive scheme approved by Shareholders. The Plan has been adopted by the Board to assist in the attraction, motivation and retention of directors, employees and consultants of the Company, to link their reward to the creation of Shareholder value and to conserve the Company's cash reserves. A summary of the material terms of the Plan is set out in Schedule 2.

8.2 Listing Rule 7.2 (Exception 13(b))

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.

Exception 13(b) of Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme is exempt from Listing Rule 7.1 for a period of three years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1, provided that the maximum number of securities proposed to be issued under the scheme is not exceeded.

Exception 13(b) does not apply to an issue of securities under the Plan to a Director or other person referred to in Listing Rule 10.14, which requires separate Shareholder approval under Listing Rule 10.14 (as is being sought for Mr Mitchell under Resolution 8). Securities issued with approval under Listing Rule 10.14 do not count towards the 60,000,000 Securities approved under this Resolution.

8.3 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 (other than persons referred to in Listing Rule 10.14) over a period of

three years from the date of the Meeting without using the Company's 15% placement capacity under Listing Rule 7.1, up to a maximum of 60,000,000 Securities.

If this Resolution is not passed, the Company will still be able to issue Securities under the Plan, but any such issues will count towards the Company's 15% placement capacity under Listing Rule 7.1, reducing the Company's capacity to issue Equity Securities without Shareholder approval for the 12 month period following each issue.

8.4 Technical information required by Listing Rule 7.2 (Exception 13(b))

REQUIRED INFORMATION	DETAILS
Summary of the terms of the Plan	A summary of the material terms of the Plan is set out in Schedule 2.
Number of Securities issued under the Plan since the date of the last approval	The Plan has not previously been approved by Shareholders and no Securities have been issued under the Plan.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan following Shareholder approval is 60,000,000 Securities. This maximum is not intended to be a prediction of the number of Securities that will be issued under the Plan; the actual number will be determined by the Board in accordance with the Plan rules and the Listing Rules.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO SIMON MITCHELL UNDER THE PLAN

9.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 10,000,000 Options to Mr Simon Mitchell, a Non-Executive Director of the Company (or his nominee(s)), under the Plan (Mitchell Options).

The Board (other than Mr Mitchell) considers that the Mitchell Options are an appropriate and cost-effective means of incentivising Mr Mitchell, aligning his interests with those of Shareholders and conserving the Company's cash reserves, having regard to his technical and corporate experience and the Company's renewed exploration focus. The Mitchell Options will be issued for nil cash consideration, will have an exercise price equal to 150% of the volume weighted average price of Shares over the five trading days immediately prior to the date of issue, will expire three years after the date of issue and are not subject to any vesting conditions. The terms and conditions of the Mitchell Options are set out in Schedule 1.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Mitchell Options constitutes giving a financial benefit and Mr Mitchell is a related party of the Company by virtue of being a Director. The Directors (other than Mr Mitchell, who has a material personal interest in this Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Mitchell Options constitute reasonable remuneration for the purposes of section 211 of the Corporations Act, having regard to the circumstances of the Company and Mr Mitchell's role and responsibilities.

9.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders: a director of the company (Listing Rule 10.14.1); an associate of a director (Listing Rule 10.14.2); or a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3).

The issue of the Mitchell Options falls within Listing Rule 10.14.1 and does not fall within any of the exceptions in Listing Rule 10.16. It therefore requires the approval of Shareholders under Listing Rule 10.14.

9.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Mitchell Options within three 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, and the Mitchell Options will not count towards the 60,000,000 Securities approved under Resolution 7.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Mitchell Options and will need to consider alternative means of incentivising and remunerating Mr Mitchell, which may include cash remuneration.

9.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Simon Mitchell (or his nominee(s)).
Categorisation under Listing Rule 10.14	Mr Mitchell falls within the category set out in Listing Rule 10.14.1 as he is a Director. Any nominee of Mr Mitchell who receives Options will be an associate of Mr Mitchell and will fall within Listing Rule 10.14.2.
Number and class of Securities to be issued	10,000,000 Options, each exercisable into one Share.
Current total remuneration package	Mr Mitchell's total remuneration package for the financial year ended 30 June 2026 (from his appointment on 4 December 2025) was \$23,195 (comprising directors' fees of \$20,710 and superannuation of \$2,485). His proposed total remuneration package for the financial year ending 30 June 2027 is directors' fees of \$36,000 plus superannuation, together with the Mitchell Options (if this Resolution is passed).
Securities previously issued to the person under the Plan	Nil. No Securities have previously been issued to Mr Mitchell under the Plan.
Summary of material terms of the Securities and value	The terms and conditions of the Mitchell Options are set out in Schedule 1. The Mitchell Options will be issued for nil cash consideration, have an exercise price equal to 150% of the five day VWAP of Shares immediately prior to the date of issue, expire three years from the date of issue and have no vesting conditions. The Company has valued the Mitchell Options using the Black-Scholes option pricing model at approximately \$0.006 per Option, being a total value of approximately \$60,000, based on a share price of \$0.010, volatility of 100%, a risk-free rate of 5% and a three year term. The Board considers the Mitchell Options to be reasonable

REQUIRED INFORMATION	DETAILS
	having regard to Mr Mitchell's role and the Company's circumstances.
Date(s) on or by which the Securities will be issued	The Mitchell Options will be issued as soon as practicable after the Meeting and, in any event, no later than three years after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	The Mitchell Options will be issued for nil cash consideration, as they are being issued as part of Mr Mitchell's remuneration. The Company will receive the exercise price on any exercise of the Mitchell Options.
Summary of material terms of the Plan	A summary of the material terms of the Plan is set out in Schedule 2.
Loan	No loan will be provided by the Company in connection with the acquisition of the Mitchell Options.
Details of Securities issued under the Plan	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 the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

10. RESOLUTION 9 – AMENDMENT OF CONSTITUTION – EMPLOYEE SHARE SCHEMES

10.1 General

This Resolution seeks Shareholder approval, by special resolution, to amend the Constitution by inserting a new Part 26 (Employee Share Schemes) in the form set out in Annexure A.

Division 1A of Part 7.12 of the Corporations Act regulates offers of securities under employee share schemes (ESS offers). Section 1100V of the Corporations Act provides that a listed company must not make an ESS offer for monetary consideration (which includes an offer of options with an exercise price) if the total number of securities issued or that may be issued under such offers in the preceding three years would exceed 5% of the company's issued shares, unless the company's constitution specifies a different percentage. The Constitution does not currently contain any provisions dealing with employee share schemes and the default cap of 5% therefore applies.

At the date of this Notice, 5% of the Company's issued Shares is approximately 32,599,348 Shares, which is below the 60,000,000 Securities proposed to be approved under Resolution 7 and does not include the Mitchell Options the subject of Resolution 8. The proposed amendment specifies an issue cap of 10% of the Company's issued Shares for the purposes of Division 1A of Part 7.12, so that the Company is able to operate the Plan in the manner approved by Shareholders. The amendment also expressly permits the Company to establish and operate employee share schemes and to apply any relief available under the Corporations Act and ASIC instruments to those schemes.

10.2 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 Constitution will be amended with effect from the close of the Meeting by inserting the new Part 26 set out in Annexure A and the Company will lodge a copy of the special resolution and the amended Constitution with ASIC in accordance with section 136(5) of the Corporations Act.

If this Resolution is not passed, the Constitution will remain unchanged and the number of Securities that may be issued under the Plan for monetary consideration in any three year period will be limited to 5% of the Company's issued Shares, which may constrain the operation of the Plan.

The Board recommends that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

Advisor means the geological consultant to the Company that received the Advisor Shares, who is not a related party, member of the Key Management Personnel or substantial holder of the Company.

Advisor Shares has the meaning given in Section 7.1.

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.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

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 Conico Ltd (ACN 119 057 457).

Constitution means the Company's constitution.

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

December 2025 Placement has the meaning given in Section 6.1.

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.

February 2026 Placement has the meaning given in Section 7.1.

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

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

Mitchell Options has the meaning given in Section 9.1.

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

Option means an option to acquire a Share.

Plan means the Conico Ltd Employee Securities Incentive Plan, a summary of which is set out in Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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, performance right or other equity security of the Company (as applicable), including a Security issued under the Plan.

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 means volume weighted average price.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF MITCHELL OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be an amount equal to 150% of the volume weighted average price of Shares traded on ASX over the five trading days immediately prior to the date of issue of the Options, rounded to the nearest \$0.0001 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm AWST on the date that is three years after the date of issue of the Options (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. Or, if the Company is unable to issue a notice under 7(b) for any reason, the Company must, no later than 20 Business Days after the Exercise Date, lodge with ASIC a prospectus prepared in accordance with the Corporations Act to ensure that the Shares issued on exercise satisfy the secondary sale provisions of the Corporations Act.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, Consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are not transferable except with the prior written approval of the Board and subject to compliance with the Plan, the Corporations Act and the Listing Rules.
13.	Vesting	The Options are not subject to any vesting conditions and may be exercised at any time during the Exercise Period.
14.	Quotation	The Company will not apply for quotation of the Options on ASX. The Company will apply for quotation of Shares issued on exercise of the Options.
15.	Plan	The Options are issued under, and are subject to, the terms of the Plan. If there is any inconsistency between these terms and the Plan, these terms prevail.

SCHEDULE 2 – SUMMARY OF MATERIAL TERMS OF THE PLAN

The following is a summary of the material terms and conditions of the Plan:

(a) (Eligible Participant): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

- (i) an employee or director of the Company or an individual who provides services to the Company;
- (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (iii) a prospective person to whom paragraphs (i) or (ii) apply;
- (iv) a person prescribed by the relevant regulations for such purposes; or
- (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

(b) (Maximum allocation) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (i) the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3-year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (ASX Limit). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders.

(c) (Purpose): The purpose of the Plan is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to Shareholder value creation; and
- (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(d) (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, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

(e) (Eligibility, invitation and application): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

(f) (Grant of Securities): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (Participant) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(g) (Terms of Convertible Securities): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(h) (Vesting of Convertible Securities): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(i) (Exercise of Convertible Securities and cashless exercise): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(j) (Delivery of Shares on exercise of Convertible Securities): As soon as practicable after the valid exercise of a Convertible Security by a Participant, and no later than five (5) business days after exercise, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) (Forfeiture of Convertible Securities): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(l) (Change of control): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(m) (Rights attaching to Plan Shares): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank *pari passu* in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) (Disposal restrictions on Securities): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

(o) (Adjustment of Convertible Securities): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) (Participation in new issues): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) (Amendment of Plan): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(r) (Plan duration): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and

may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

If Resolution 9 is passed, the Constitution will be amended by inserting the following new Part 26 immediately after Part 25 (CHESS):

PART 26 EMPLOYEE SHARE SCHEMES

26.1. The Directors may establish, operate and amend one or more employee share schemes (including any employee securities incentive plan) for the benefit of Directors, employees and consultants of the Company and its related bodies corporate, and may issue or transfer Shares, options, performance rights or other securities under any such scheme on such terms as the Directors determine, subject to the Corporations Act and the Listing Rules.

26.2. For the purposes of Division 1A of Part 7.12 of the Corporations Act (and any regulations, instruments or relief made under or in connection with that Division), the issue cap percentage applying to ESS offers (as defined in that Division) made by the Company for monetary consideration is 10% of the total number of Shares on issue at the relevant time, or such other percentage as is permitted by the Corporations Act from time to time.

26.3. Nothing in this Part 26 limits any other power of the Directors under this Constitution to issue Shares or other securities.

Your proxy voting instruction must be received by **10:00am (AWST) on Sunday, 22 November 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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