

23 October 2026

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder,

On behalf of the Board of Directors, it is our pleasure to invite you to attend the 2026 Annual General Meeting of **FlexiRoam Limited (ASX:FRX)** ("**FlexiRoam**" or "**the Company**") at 11:00 am (AWST) on Wednesday, 25 November 2026, at Meeting Room 3, Spaces, The Wentworth Building, Level 2, 300 Murray Street Mall, Perth Western Australia ("**Meeting**").

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as amended by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth)), the Company will not be sending hard copies of the Notice of Meeting and Explanatory Statement ("**Notice**") to Shareholders unless they have made an election to receive hard copy documents. Instead, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at: <https://www.flexiroam.com/en-us/investor-center>.

The Notice is also posted on the Company's ASX market announcements page at: <https://www.asx.com.au/markets/company/FRX>.

A copy of your personalised Proxy Form is enclosed for your convenience. All resolutions at the Meeting will be decided by poll and details of how to access the share registry portal and vote online are provided in the Notice. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the Proxy Form.

Your proxy vote must be received by 11:00 am (AWST) on Monday, 23 November 2026, being not less than 48 hours before commencement of the Meeting. Any proxy vote received after that time will not be valid for the Meeting. **The Company strongly encourages Shareholders to lodge a directed Proxy Form.**

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

If you have questions about the Meeting or have any difficulties obtaining the Notice, please email the Company Secretary at natalie.teo@boardwisecorporate.com.au or contact the Company's share registry, Automic Group, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

We look forward to your participation at the Meeting.

Yours sincerely

Natalie Teo
Company Secretary
FlexiRoam Limited



FlexiRoam Limited

ACN 143 777 397

Notice of Annual General Meeting

TIME: 11:00 am (AWST)

DATE: Wednesday, 25 November 2026

PLACE: Meeting Room 3
Spaces, The Wentworth Building
Level 2, 300 Murray Street Mall
PERTH WA 6000

IMPORTANT NOTE

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company. Shareholders are encouraged to attend the Meeting or vote by lodging the Proxy Form made available with the Notice.

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This Notice is given based on circumstances as at Friday, 23 October 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.flexiroam.com/en-us/investor-center>.

Meeting and Voting Information

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at Meeting Room 3, Spaces, The Wentworth Building, Level 2, 300 Murray Street Mall, Perth Western Australia on Wednesday, 25 November 2026 at 11:00 am (AWST) (**Meeting**).

Shareholders are encouraged to attend the Meeting or vote by lodging the Proxy Form made available with the Notice.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://portal.automic.com.au/investor/home by following the instructions shown on the Proxy Form. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic GPO Box 5193 Sydney NSW 2001
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting, being 11:00 am (AWST) on Monday, 23 November 2026. **Proxy Forms received later than this time will be invalid.**

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company:

Submission of questions	Questions must be submitted by emailing the Company Secretary at natalie.teo@boardwisecorporate.com.au by Wednesday, 18 November 2026. The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.
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Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of the Company will be convened at Meeting Room 3, Spaces, The Wentworth Building, Level 2, 300 Murray Street Mall, Perth Western Australia on Wednesday, 25 November 2026 at 11:00 am (AWST) (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (AWST) on Monday, 23 November 2026. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Business

A. Annual Report for the Year Ended 30 June 2026

To receive and to consider the Annual Report of the Company for the financial year ended 30 June 2026 together with the Directors' Report and the Auditor's Report therein.

Note: There is no requirement for Shareholders to approve these reports.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass 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, the Company adopts the Remuneration Report as set out in the Company's Annual 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 – Re-election of Wee Keat Chan as a Director

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

“That, Mr Wee Keat Chan retires by rotation in accordance with clause 8.3 of the Constitution and Listing Rule 14.5 and for all other purposes, and being eligible and offers himself for re-election, be re-elected as a Director on the terms and conditions set out in the Explanatory Statement.”

3. Resolution 3 – Appointment of Auditor

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

“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, PKF Perth, having been nominated by a member of the Company and having consented in writing to act as auditor, be appointed as auditor of the Company with effect from the conclusion of the Meeting.”

4. Resolution 4 – Approval of the 10% Placement Facility

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up 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 which accompanies and forms part of this Notice of Meeting.”

Voting Exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

Resolution 4: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, or on behalf of any persons who are 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 Shareholder), or an associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

Voting Prohibitions

Resolution 1: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (whose remuneration details are included in the Remuneration Report) or a Closely Related Party of such member. Additionally, a person appointed as proxy must not vote on the basis of that appointment if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or abstain from voting.

BY ORDER OF THE BOARD



Natalie Teo
Company Secretary
23 October 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted. A Proxy Form is located at the end of this Explanatory Statement.

A. Item A – Annual Report

In accordance with the Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2026.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's Annual Report on its website at <https://www.flexiroam.com/en-us/investor-center>.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the Annual Report. Shareholders will be given the reasonable opportunity to ask questions and to make comments on the management of the Company.

The incumbent auditor of the Company is required to attend the Meeting and will be available to take Shareholders' questions about the:

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

1. Resolution 1 – Adoption of Remuneration Report

1.1. General

The Remuneration Report of the Company for the financial year ended 30 June 2026 is included in the Directors' Report of the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report to be adopted must be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. Under section 250SA of the Corporations Act, the Chair will provide a reasonable opportunity for discussion of the Remuneration Report at the Meeting.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Meeting.

All of the Directors who were in office when the Directors' Report (as included in the Company's Annual Report for the most recent financial year) was approved, other than the Managing

Director of the Company (if any), 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 is approved will be the directors of the Company.

1.2. Previous voting results

The Company previously received a “first strike” against its Remuneration Report at its 2024 annual general meeting. At the Company’s 2025 annual general meeting, the votes cast in favour of the Remuneration Report considered at that meeting were 98.59% and no Spill Resolution was put to shareholders at that meeting.

In accordance with section 250U of the Corporations Act, the strike count has been reset for the 2026 annual general meeting, and the Spill Resolution will not be relevant for the Meeting. If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report, the Company will receive a “first strike” in accordance with the Corporations Act.

1.3. Board recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

2. Resolution 2 – Re-election of Wee Keat Chan as a Director

2.1. General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

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

Mr Wee Keat Chan, who has served as a Non-Executive Director since 6 December 2024 and was last elected on 28 November 2025, retires by rotation and seeks re-election pursuant to Resolution 2. Mr Chan is Chair of the Company’s Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

2.2. Qualification and other material directorships

Mr Chan is a Fellow of the Institute of Chartered Accountants Australia and New Zealand with over 30 years’ experience in strategic financial consulting, tax planning and international business development. He is the founding partner of Bray Chan Chartered Accountants and has extensive experience across sectors such as manufacturing, medical services and creative industries.

His leadership credentials include significant contributions to not-for-profit organisations, in particular the Women’s and Children’s Hospital Foundation where he was a Board member for 18 years and until recently its Deputy Chair. During his tenure at the Foundation, he was variously a member of the Executive Committee, Chair of the Grants Committee and Chair of Finance, Risk and Audit Committee. He was also formerly the past President (Asia Pacific) of GMN International.

If re-elected, the Board considers Mr Chan to be an independent Director as he has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board, and to act in the best interests of the Company and shareholders.

Mr Chan has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Non-Executive Director.

2.3. Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Chan will be re-elected to the Board as an independent Director.

If Resolution 2 is not passed, Mr Chan will not continue in his role as an independent Director. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic objectives.

Resolution 2 is an ordinary resolution.

2.4. Board recommendation

The Board (other than Mr Chan) supports the re-election of Mr Chan and recommends Shareholders vote in favour of Resolution 2 on the basis that his skills and experience will continue to enhance the Board's ability to perform its role.

3. Resolution 3 – Appointment of Auditor

3.1. General

Horizon Nexus (Qld) Audit Pty Limited is the incumbent auditor of the Company and conducted the audit of the Company's financial report for the financial year ended 30 June 2026.

On 12 October 2026, the Company announced that, following the incumbent auditor's decision to exit all listed company audits nationally, PKF Perth has been selected as the Company's proposed external auditor.

The Australian Securities and Investments Commission has given consent to the resignation of the incumbent auditor, to take effect at the conclusion of the Meeting. The appointment of PKF Perth remains subject to Shareholder approval at the Meeting.

3.2. Additional information

In accordance with section 328B(1) of the Corporations Act, a written notice nominating PKF Perth as the Company's auditor has been given to the Company, a copy of which is attached to this Notice at Annexure A.

PKF Perth has provided its written consent to act as auditor of the Company and has confirmed that it has not withdrawn that consent.

If Resolution 3 is passed, PKF Perth will be appointed as auditor of the Company with effect from the conclusion of the Meeting.

Resolution 3 is an ordinary resolution.

3.3. Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

4. Resolution 4 – Approval of the 10% Placement Facility

4.1. General

Listing Rule 7.1A enables an eligible entity (as defined below) to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12-month period after the entity's annual general meeting at which a special resolution for the purposes of Listing Rule 7.1A is passed (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

4.2. Listing Rule 7.1A

Any Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing class of the Company's quoted securities.

As at the date of this Notice, the Company has one quoted class of Equity Securities, being its ordinary fully paid shares (ASX: FRX) (**Shares**). Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

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

where:

- A** is the number of Shares on issue at the commencement of the relevant period:
- (a) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
 - (b) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
 - (c) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
 - (d) plus the number of partly paid Shares that became fully paid in the relevant period;
 - (e) plus the number of Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid Shares under the Company's 15% placement capacity without shareholder approval; and
 - (f) less the number of fully paid Shares cancelled in the relevant period.

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

"Relevant Period" means:

- (g) if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- (h) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

4.3. Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued;
- (b) if Resolution 4 is approved by Shareholders and the Company issues the Equity Securities under the 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date,

with the table below illustrating the potential dilution to Shareholders following the issue of Equity Securities under the 10% Placement Facility using different variables for the number of issued Shares and the market price of Shares:

Number of Shares on Issue	New Shares issued under the 10% Placement Facility	Dilution			
		Voting Dilution	Funds raised based on issue price of \$0.0115 (50% decrease in Market Price)	Funds raised based on issue price of \$0.0230 (Current Market Price)	Funds raised based on issue price of \$0.0345 (50% increase in Market Price)
1,516,718,010	151,671,801	10%	\$1,744,226	\$3,488,451	\$5,232,677
2,275,077,015	227,507,701	10%	\$2,616,339	\$5,232,677	\$7,849,016
3,033,436,020	303,343,602	10%	\$3,488,451	\$6,976,903	\$10,465,354

The table is based on the following assumptions:

- Variable A comprises 1,516,718,010 existing Shares on issue, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 or 7.4.
- The 10% voting dilution reflects the aggregate percentage dilution against the existing Shares at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The issue price set out above is the closing price of Shares on the ASX on 5 October 2026, being the latest practical date before this Notice was signed and released.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider dilution caused to their own shareholding depending on their specific circumstances.
- This table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and does not include any dilution pursuant to approvals under Listing Rule 7.1.

- (c) the Company will only issue the Equity Securities during the period commencing from the date of the Meeting at which the approval is obtained until the earlier of:
- (i) the date which is twelve months after the date of the Meeting;
 - (ii) the time and date of the Company's next annual general meeting; and

- (iii) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period);

- (d) the Company can only issue Equity Securities under the 10% Placement Facility for cash consideration. In such circumstances, the Company may use the funds raised towards its existing business segments, for the purposes of advancing any of its projects, potential acquisitions, investments and/or general working capital;
- (e) the Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.3 when Equity Securities are issued under the 10% Placement Facility;
- (f) the Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue and 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 10% Placement Facility, having regard to the following factors:
 - (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including an entitlement issue or other offer where existing Shareholders may participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
 - (v) advice from corporate, financial and broking advisors (if applicable);
- (g) the Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2025 annual general meeting (Previous Approval);
- (h) the Company has not issued, nor agreed to issue, any Equity Securities pursuant to the Previous Approval in the twelve months preceding the date of the Meeting; and
- (i) as at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Facility. However, for completeness, a voting exclusion statement is included in this Notice.

4.4. Additional information

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

If Resolution 4 is passed, the Company will effectively be able to issue Equity Securities up to the combined 25% limit under Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% annual placement capacity on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

4.5. Board recommendation

The Board believes that Resolution 4 will give the Company the flexibility to raise additional working capital and recommends that Shareholders vote in favour of the Resolution.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meanings:

10% Placement Facility	has the meaning given in Section 4.1.
10% Placement Period	has the meaning given in Section 4.3.
\$ or A\$	means Australian Dollars.
Annual Report	means the Company's annual report for the financial year ended 30 June 2026, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.
ASX	means the ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	refers to the auditor's report set out in the Annual Report.
AWST	Australian Western Standard Time, being the time in Perth, Western Australia
Board	means the board of Directors.
Chair	means the chair of the Meeting.
Closely Related Party	means a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being: (a) a spouse or child of the member; (b) a child of that member's spouse; (c) a dependent of that member or of that member's spouse; (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company; (e) a company that is controlled by that member; or (f) any other person prescribed by the regulations.
Company or FlexiRoam	means FlexiRoam Limited (ACN 143 777 397).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a current director of the Company.
Directors' Report	refers to the directors' report set out in the Annual Report.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Statement	means the explanatory statement which forms part of the Notice.
Key Management Personnel	means the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of the ASX.
Meeting	means the annual general meeting subject of this Notice.
Notice	means this notice convening the annual general meeting of the Company in respect of the financial year.
Proxy Form	means the proxy form attached to the Notice.

Remuneration Report	the section of the Directors' Report in the Annual Report of the Company titled "Remuneration Report".
Resolution	means a resolution referred to in the Notice.
Section	means a section of this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Spill Meeting	has the meaning given in Section 1.1.
Spill Resolution	has the meaning given in Section 1.1.

In this Notice, words importing the singular include the plural and vice versa.

Annexure A – Notice of Nomination of Auditor

The Company Secretary
FlexiRoam Limited
C/- Boardwise Corporate Pty Ltd
Level 2 East
300 Murray Street
The Wentworth Building
Perth WA 6000

5 October 2026

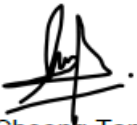
Dear Sir/Madam,

Nomination of Auditor

I am a shareholder of FlexiRoam Limited (ACN 143 777 397) (the **Company**).

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I hereby nominate PKF Perth (ABN 64 591 268 274) of Dynons Plaza, Level 8, 905 Hay Street, Perth WA 6000 for appointment as auditor of the Company.

Yours sincerely



Li Choong Tan

Your proxy voting instruction must be received by **11:00am (AWST) on Monday, 23 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

