
AUDEARA LIMITED
ACN 604 368 443



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (Brisbane Time)
DATE: Tuesday, 24 November 2026
PLACE: The offices of Grant Thornton
King George Central
Level 18
145 Ann Street
Brisbane QLD 4000

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers 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 11.00am (Brisbane Time) on Sunday, 22 November 2026.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Audeara Limited (the Company) will be at the offices of Grant Thornton, King George Central, Level 18, 145 Ann Street, Brisbane Queensland on Tuesday, 24 November 2026 commencing at 11.00am (Brisbane Time) (the Meeting).

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on pages 8 & 9 of this Notice to ensure their votes are counted.

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

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

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 Directors' 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 ordinary 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.

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

3. RESOLUTION 2 – RE-ELECTION OF MR DAVID TRIMBOLI AS A DIRECTOR

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

"That, for the purposes of clause 15.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr David Trimboli, a Director, retires by rotation, and being eligible, is re-elected, as a Director."

4. RESOLUTION 3 – 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 ASX 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – ISSUE OF RELATED PARTY SHARES TO MR DAVID TRIMBOLI IN LIEU OF PAYMENT OF DIRECTOR’S FEES

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

“That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the issue of up to 1,380,668 Shares to Mr David Trimboli (or his nominee(s)) in satisfaction of his cash remuneration owing as at 31 August 2026, on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 5 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – MR DAVID TRIMBOLI

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Incentive Options to Mr David Trimboli (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 6 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – MR JAMES FIELDING

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Incentive Options to Mr James Fielding (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 7 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – MR HSIN-CHIEH (BILL) PENG

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Incentive Options to Mr Hsin-Chieh (Bill) Peng (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 8 – RENEWAL OF THE COMPANY’S EMPLOYEE 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 ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, approval is given for the Company to issue up to a maximum of 10,000,000 securities under the Company’s Employee Incentive Plan as an exception to ASX Listing Rule 7.1, as set out in the Explanatory Statement.”

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

10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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 4,781,144 Shares on the terms and conditions set out in the Explanatory Statement.”

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

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT OPTIONS – LISTING RULE 7.1

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 7,626,253 Placement Options on the terms and conditions set out in the Explanatory Statement.”

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

12. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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 18,097,654 Shares on the terms and conditions set out in the Explanatory Statement.”

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

13. RESOLUTION 12 – APPROVAL FOR PARTICIPATION IN PLACEMENT – MR DAVID TRIMBOLI

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 10.11 and for all other purposes, approval is given for the Company to issue 6,060,606 Shares and 2,020,202 Placement Options to Mr David Trimboli (and/or his nominee(s)) under the Placement and on the terms and conditions set out in the Explanatory Statement.”

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

14. RESOLUTION 13 – APPROVAL FOR PARTICIPATION IN PLACEMENT – MR BILL PENG

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 10.11 and for all other purposes, approval is given for the Company to issue 2,272,728 Shares and 757,576 Placement Options to Mr Bill Peng (and/or his nominee(s)) under the Placement and on the terms and conditions set out in the Explanatory Statement.”

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

15. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO TRANCHE 2 PLACEMENT PARTICIPANTS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 6,969,697 Shares under tranche 2 of the Placement and on the terms and conditions set out in the Explanatory Statement.”

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

16. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO TRANCHE 2 PLACEMENT PARTICIPANTS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 2,323,232 Placement Options under tranche 2 of the Placement and on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 17 September 2026

**By order of the Board
Stephen Buckley, 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 4 – Issue of Shares to Mr David Trimboli in lieu of payment of Director's Fees	In accordance with section 250BD of the Corporations Act, 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.
Resolutions 5 to 7 – Issue of Options to Directors	In accordance with section 224 of the Corporations Act, a vote on each of these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom that Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolutions 5 to 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolutions 5 to 7 Excluded Party. In accordance with section 250BD of the Corporations Act, 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.
Resolution 8 – Renewal of the Company's Employee Incentive Plan	A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if: a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and b) the appointment does not specify the way the proxy is to vote on this Resolution.

	However, the above prohibition does not apply if: 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.
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Voting Exclusion Statements

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

Resolution 4 – Issue of Shares to Mr David Trimboli in lieu of payment of Director’s Fees	Mr David Trimboli (or his nominee(s)) and any other person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person (or those persons).
Resolution 5 – Issue of Incentive Options to Director - Mr David Trimboli	Mr David Trimboli (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of David Trimboli (or his nominee(s)) or those persons.
Resolution 6 – Issue of Incentive Options to Director - Mr James Fielding	Mr James Fielding (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of James Fielding (or his nominee(s)) or those persons.
Resolution 7– Issue of Options to Director - Mr Hsin-Chieh (Bill) Peng	Mr Hsin-Chieh (Bill) Peng (or his nominee) and any other person(s) who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Hsin-Chieh (Bill) Peng (or his nominee(s)) or those persons.
Resolution 8 – Renewal of the Company’s Employee Incentive Plan	Any person who is eligible to participate in the Employee Securities Incentive Plan or an Associate of that person (or his or her nominee) or those persons.
Resolutions 9 to 11 – Ratification of Prior Issue of Tranche 1 Securities	Tranche 1 Placement Participants (and/or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 12 – Approval for Participation in Placement – Mr David Trimboli	Mr David Trimboli (and/or their nominee(s)) or any other person who is to receive the securities in question and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of David Trimboli (or his nominee(s)) or those persons.
Resolution 13 – Approval for Participation in Placement – Mr Bill Peng	Mr Bill Peng (and/or his nominee(s)) or any other person who is to receive the securities in question and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Bill peng (or his nominee(s)) or those persons.
Resolutions 14 and 15 – Approval to Issue Shares to Tranche 2 Securities	Tranche 2 Placement Participants (and/or their nominee(s)) or any other 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).

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

- a) a person as proxy or **attorney** for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair 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 the directions given by the beneficiary to the holder to vote in that way.

How to vote and ask questions

You may vote by attending the Meeting in person, by proxy, personal representative at the time, date and place set out above.

Shareholders will be able 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 at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company whether they are in relation to specific agenda items, about the business in general or questions for the auditor, Grant Thornton. Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting to:

The Company Secretary
35 Brookes Street
Bowen Hills QLD 4006

or via email: stephen.buckley@audeara.com

Voting in person

If you attend the Meeting, please bring your personalised Proxy Form with you. The Proxy Form will help you to register at the Meeting. If you do not bring your Proxy Form with you, you will still be able to attend and vote at the Meeting but representatives from the Share Registry will need to verify your identity.

Voting by proxy

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy Forms can be lodged as below:

- Online at <http://www.investorvote.com.au/> following instructions provided in your mailing documents or email;
- In person at Computershare, Level 1, 200 Mary Street, Brisbane QLD;
- By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001;
- By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- By following the directions on the Proxy Form.

All Proxy Forms must be received by the Company not later than **11.00am (Brisbane Time) on Sunday, 22 November 2026**.

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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's

votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **11.00am (Brisbane Time) on Sunday, 22 November 2026**.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting. An appointment of corporate representative form can be obtained from Computershare or online at– www.investorcentre.com/au and select "Printable Forms"

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on 1300 555 159 (+61 3 9415 4181 outside Australia).

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.

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast in person by those in attendance at the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 7 of this Notice.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act and the Constitution, 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.

There is no requirement for shareholders to vote on these statements and reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's auditor will be present for discussion purposes on matters of relevance to the audit.

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 <https://www.audeara.com/investors/>.

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 company's remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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

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

The Company's annual report for the financial year ended 30 June 2026, which contains the Remuneration Report, is available on the Company's website www.audeara.com/pages/investors.

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

The Remuneration Report for the financial year ended 30 June 2025 did not receive a vote of more than 25% against its adoption at the Company's 2025 annual general meeting held on 25 November 2025. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, the Board makes no recommendation regarding this resolution.

The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF MR DAVID TRIMBOLI AS A DIRECTOR

3.1 General

Listing Rule 14.4 and clause 15.2 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. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Trimboli was last appointed as a Director of the Company on 25 November 2024 and is the non-executive chairman of the Company. In accordance with clause 15.2 of the Company's Constitution, Mr Trimboli will retire by rotation at the Annual General Meeting, and being eligible, will stand for re-election.

3.2 Election of David Trimboli

(a) Qualifications and other material directorships

Mr Trimboli holds these qualifications – B.Commerce, Major in Accounting and Corporate Finance.

Mr Trimboli has extensive experience as an executive and Group director across many industries. He was a seed investor in Audeara in 2015, helping launch the Group. His experience includes 10 years with the international commodity trading and asset management Group, Glencore International AG, as a senior coal trader based in Zug, Switzerland.

Mr Trimboli currently holds directorships with Quantum Graphite Ltd (ASX:QGL), TrivarX Limited (ASX:TRI) and Aurora Labs Limited (ASX:A3D). He currently serves as the Non-Executive Chairman for both TrivarX and Aurora Labs.

(b) Term of office

Mr Trimboli has served as a director since 27 August 2015.

(c) Independence

If re-elected, the Board considers that Mr Trimboli will not be an independent director as he is substantial holder in the Company.

3.3 Technical information required by Listing Rule 14.1A

As noted above, if Resolution 2 is passed, Mr Trimboli will be re-elected to the Board as a non-executive director.

In the event that Resolution 2 is not passed, Mr Trimboli will not re-join the Board as a non-executive director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision. Additionally, the Company will have less than the minimum required number of Directors prescribed under its Constitution and may be suspended by ASX until a new suitable Director is appointed.

3.4 Directors' Recommendation

The Board considers that Mr Trimboli's skills and experience will continue to enhance the Board's ability to perform its role.

Accordingly, the Directors (with Mr Trimboli abstaining) support the re-election of Mr Trimboli and recommend that you vote in favour of this Resolution.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

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

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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an 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 which has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 index and has a market capitalisation of \$300 million or less and is therefore an Eligible Entity for these purposes. The Company's market capitalisation as at 16 September 2026 is \$4.89 million.

4.2 Technical information required by Listing Rule 14.1A

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 provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

This Resolution 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 3 for it to be passed.

4.3 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

a) Date of Issue

The Equity Securities may be issued under the 7.1A Mandate commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; and
- (iii) the time and date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

b) Minimum Price

Any equity securities issued under 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price of Equity Securities in that 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 by the Company and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in the section 4.3 (b)(i) of this Notice, the date on which the Equity Securities are issued.

c) **Purpose and use of funds**

The Company may issue Equity Securities under the 7.1A Mandate for cash consideration in which case, if undertaken, the Company intends to use funds raised to support the Company's growth strategies and general working capital.

d) **Risk of 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 Resolution 3 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 market price of Shares and the number of Equity Securities on issue as at 16 September 2026.

There is a risk that the market price for the Shares may be significantly lower on the issue date than on the date of approval under rule 7.1A and the Shares may be issued at a price that is a discount to the market price for the Shares on the issue date.

The table below 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.

		Potential Dilution and Funds Raised			
Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)		Shares Issued – 10% voting dilution	\$0.012 (50% decrease)	\$0.024 (Issue Price)	\$0.036 (50% increase in Issue Price)
			Funds raised		
Variable A (Current)	203,855,345	20,385,534	\$244,626	\$489,252	\$733,879
(50% increase in Variable A)	305,783,017	30,578,301	\$366,939	\$733,879	\$1,100,818
(100% increase in Variable A)	407,710,690	40,771,069	\$489,252	\$978,505	\$1,467,758

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are 203,855,345 Shares on issue at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 16 September 2026 (being \$0.024). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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.

e) **Allocation policy under the 7.1A Mandate**

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

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, 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;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

f) **Equity Securities under Listing Rule 7.1A.2**

The Company obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 25 November 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 25 November 2025, the Company issued 18,097,654 Shares pursuant to the Previous Approval (**Previous Issue**), which represents approximately 8.5% of the total diluted number of Equity Securities on issue in the Company on 25 November 2025, which was 211,685,371.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue.

Date of Issue and Appendix 2A	Date of Issue and Appendix 2A: 28 August 2026
Recipients	The Placement Shares were issued to participants in the Company's placement announced on 21 August 2026 (Placement), who were identified through a bookbuild process, which involved the directors of Audeara seeking expressions of interest from sophisticated and professional investors being both new and existing investors to participate in the capital raising. The raising included both non-related and related parties of the Company. For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that both David Trimboli and Bill Peng who are related parties whose participation is the subject of Resolutions 12 and 13, have taken up more than 1% of the Company's issued capital at the time of the Placement.
Number and Class of Equity Securities Issued	18,097,654 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.033 (3.3 cents) per Share, being a premium to the 15-day VWAP to 18 August 2026 (\$0.03262) and equal to the Market Price on 18 August 2026.
Total Cash Consideration and Use of Funds	Amount raised: \$597,223 Use of funds³: The purpose of the issue was to raise funds intended to be deployed towards the Company's commercial growth and execution strategy, which includes advancing AUA Technology licensing, engineering services and partner product opportunities, supporting inventory requirements across the Company's wholesale, international, retail and partner channels, and providing additional working capital as Audeara continues to target operating cashflow sustainability in FY27. Amount spent: Nil

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: AUA (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.3**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must:

- (i) state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
- (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

4.4 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

4.5 Directors Recommendation

The Directors consider the approval of the 7.1A Mandate to be in the best interests of the Company and recommend that Shareholders vote in favour of this Special Resolution to give effect to the approval.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

5. RESOLUTION 4 – ISSUE OF SHARES TO MR DAVID TRIMBOLI IN LIEU OF PAYMENT OF DIRECTOR'S FEES

5.1 General

In order to preserve the Company's cash reserves, the Company has agreed, subject to obtaining Shareholder approval, to issue 1,380,668 Shares to Mr Trimboli (or his nominee(s)) (**Related Party Shares**) in lieu of director's remuneration/fees payable to Mr Trimboli between 1 September 2025 and 31 August 2026 of \$41,420.04.

The number of Related Party Shares has been calculated by dividing the value of the accrued and outstanding fees at 31 August 2026 by an issue price equal to the VWAP for August 2026 of \$0.03 (being days on which trades were actually recorded).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 to issue the Related Party Shares.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include a director of a public company. A "financial benefit" is defined in section 229 of the Corporations Act and includes granting shares to a related party. The issue of Related Party Shares to Mr Trimboli in lieu of the Director fees constitutes giving a financial benefit and Mr Trimboli is a related party of the Company by virtue of being a Director.

The Directors, other than Mr Trimboli, given his 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 issue of the Related Party Shares is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis given the remuneration would be payable to Mr Trimboli in cash if the Related Party Shares were not issued.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- a) Listing Rule 10.11.1 – a related party;
- b) Listing Rule 10.11.2 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- c) Listing Rule 10.11.3 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- d) Listing Rule 10.11.4 – an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- e) Listing Rule 10.11.5 – a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Related Party Shares falls within Listing Rule 10.11.1 as Mr Trimboli is a Director of the Company and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Related Party Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Related Party Shares to Mr Trimboli in lieu of fees and will need to satisfy payment of these fees out of the Company's cash reserves.

5.5 Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Shares will be issued	Mr Trimboli (or his nominee(s)).
Categorisation under Listing Rule 10.11	Mr Trimboli falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Related Party Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	1,380,668 Related Party Shares will be issued.
Terms of the Shares	The Related Party Shares will be 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 Shares will be issued	The Company expects to issue the Related Party Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Related Party Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS														
Price or other consideration the Company will receive for the Shares	The Related Party Shares will be issued for nil cash consideration, in lieu of cash fees payable, as a means of preserving the Company’s cash reserves. The Related Party Shares will be issued at a deemed issue price of \$0.03 per Share.														
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Related Party Shares is to satisfy accrued Director fees owed to Mr Trimboli up to 31 August 2026.														
Remuneration	The current remuneration and the previous total remuneration package for Mr Trimboli is as follows: <table><tr><th>Related Party</th><th>Current Financial Year ending 30 June 2027</th><th>Previous Financial Year ended 30 June 2026</th></tr><tr><td>David Trimboli</td><td>\$50,000¹</td><td>\$50,000¹</td></tr></table> 1. Comprised of fees/salary and Shares issued in lieu of cash salary payments.					Related Party	Current Financial Year ending 30 June 2027	Previous Financial Year ended 30 June 2026	David Trimboli	\$50,000 ¹	\$50,000 ¹				
Related Party	Current Financial Year ending 30 June 2027	Previous Financial Year ended 30 June 2026													
David Trimboli	\$50,000 ¹	\$50,000 ¹													
Interest in securities	<table><tr><th>Related Party</th><th>Shares¹</th><th>Options²</th><th>Undiluted</th><th>Fully Diluted</th></tr><tr><td>David Trimboli</td><td>25,934,519</td><td>4,625,000</td><td>12.72%</td><td>12.36%</td></tr></table>	Related Party	Shares ¹	Options ²	Undiluted	Fully Diluted	David Trimboli	25,934,519	4,625,000	12.72%	12.36%	1. Comprising a) 15,235,459 Shares held indirectly by Audeara Investments Pty Ltd; b) 6,908,223 Shares held indirectly by Seefeld Investments Pty Ltd; and c) 3,790,837 Shares held directly. 2. Comprising a) 1,250,000 Unlisted options expiring 10 December 2026 @ \$0.08 and 625,000 Unlisted options expiring 30 January 2027 @ \$0.08 held indirectly by Seefeld Investments Pty Ltd;and b) 1,500,000 Unlisted options expiring 2 May 2027 @ \$0.082 and 1,250,000 Unlisted options expiring 2 December 2027 @ \$0.05 held directly.			
Related Party	Shares ¹	Options ²	Undiluted	Fully Diluted											
David Trimboli	25,934,519	4,625,000	12.72%	12.36%											
Valuation	The value of the Related Party Shares proposed to be issued based on the valuation of \$0.03 per Share is \$41,420.04.														
Summary of material terms of agreement to issue	The Related Party Shares are not being issued under an agreement.														
Voting exclusion statement	A voting exclusion statement applies to this resolution 4.														
Voting prohibition statement	A voting prohibition statement applies to this resolution 4.														

5.6 Directors' Recommendation

The Directors (other than Mr Trimboli) recommend that Shareholders vote in favour of Resolution 4 as the issue of the Related Party Shares will fairly remunerate Mr Trimboli for his director services provided.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 4.

6. RESOLUTIONS 5 TO 7 – ISSUE OF INCENTIVE OPTIONS TO DIRECTORS

6.1 General

These Resolutions seek shareholder approval for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 for the proposed issue of an aggregate of 6,000,000 unlisted Incentive Options to Mr David Trimboli, Mr James Fielding and Mr Hsin-Chieh (Bill) Peng, the Directors of the Company (or their nominee(s)), on the terms and conditions set out below.

Further details in respect of the Incentive Options proposed to be issued are set out in the table below:

QUANTUM	RECIPIENT	EXERCISE PRICE	EXPIRY DATE
1,500,000	David Trimboli (or his nominee(s))	The Incentive Options can be exercised on any date prior to the Expiry Date and are exercisable at \$0.05 per Incentive Option.	2 years from the date of issue.
2,500,000	James Fielding (or his nominee(s))		
2,000,000	Hsin-Chieh (Bill) Peng (or his nominee(s))		

6.2 Director Recommendation

Each of the Directors have a material personal interest in the outcome of Resolutions 5 to 7 on the basis that all of the Directors (or their nominee(s)) are to be issued unlisted Incentive Options should Resolutions 5 to 7 be passed. For this reason, the Directors abstain from making a recommendation in relation to Resolutions 5 to 7.

The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions 5 to 7.

6.3 Chapter 2E of the Corporations Act

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 Incentive Options to the Directors constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

As the Incentive Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Options. Accordingly, Shareholder approval for the issue of Incentive Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

6.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The issue of Incentive Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.5 Technical Information required by Listing Rule 14.1A

If any of these Resolutions are passed, the Company will be able to proceed with the issue under that Resolution within one month after the date of the Meeting (or such later date as

permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If any of these Resolutions are not passed, the Company will not be able to proceed with the issue under that Resolution. This may mean that the Company will be required to find alternate ways of remunerating the Directors (or any relevant Director) the subject of a Resolution that is not passed, including by using the Company's cash reserves.

6.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Options will be issued	The proposed recipients of the Incentive Options are set out in Section 6.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Incentive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Options and class to be issued	The maximum number of Incentive Options to be issued (being the nature of the financial benefit proposed to be given) is 6,000,000 in the allocations set out in the table included at Section 6.1 above.
Terms of Options	The Incentive Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Options will be issued	The Company expects to issue the Incentive Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Incentive Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Options	The Incentive Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Incentive Options for the following reasons: a) the issue of the Incentive Options has no immediate dilutionary impact on Shareholders; b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Incentive Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Incentive Options to fund a tax liability (as would be the case in an issue of

REQUIRED INFORMATION	DETAILS												
	Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed.												
Consideration of quantum of Options to be issued	The number of Incentive Options to be issued has been determined based upon a consideration of: a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; b) the remuneration of the proposed recipients; and c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.												
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>Related Party</th><th>Current Financial Year ending 30 June 2027</th><th>Previous Financial Year ended 30 June 2026</th></tr><tr><td>David Trimboli</td><td>\$50,000¹</td><td>\$50,000¹</td></tr><tr><td>James Fielding</td><td>\$268,800²</td><td>\$268,800²</td></tr><tr><td>Hsin-Chieh (Bill) Peng</td><td>\$246,400³</td><td>\$224,000³</td></tr></table> Notes: 1. Comprising Directors' fees/salary. 2. Comprising Directors' fees/salary plus superannuation. 3. Comprising Directors' fees/salary plus superannuation.	Related Party	Current Financial Year ending 30 June 2027	Previous Financial Year ended 30 June 2026	David Trimboli	\$50,000 ¹	\$50,000 ¹	James Fielding	\$268,800 ²	\$268,800 ²	Hsin-Chieh (Bill) Peng	\$246,400 ³	\$224,000 ³
Related Party	Current Financial Year ending 30 June 2027	Previous Financial Year ended 30 June 2026											
David Trimboli	\$50,000 ¹	\$50,000 ¹											
James Fielding	\$268,800 ²	\$268,800 ²											
Hsin-Chieh (Bill) Peng	\$246,400 ³	\$224,000 ³											
Valuation	The value of the Incentive Options and the pricing methodology is set out in Schedule 2.												
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:												

REQUIRED INFORMATION	DETAILS																				
	Pre issue																				
	<table><tr><th>Related Party</th><th>Shares¹</th><th>Options</th><th>Undiluted²</th><th>Fully Diluted</th></tr><tr><td>David Trimboli</td><td>25,934,519</td><td>4,625,000³</td><td>12.72%</td><td>12.36%</td></tr><tr><td>James Fielding</td><td>11,692,834</td><td>5,166,666⁴</td><td>5.74%</td><td>6.82%</td></tr><tr><td>Hsin-Chieh (Bill) Peng</td><td>11,477,380</td><td>5,166,666⁵</td><td>5.63%</td><td>6.73%</td></tr></table>	Related Party	Shares ¹	Options	Undiluted ²	Fully Diluted	David Trimboli	25,934,519	4,625,000 ³	12.72%	12.36%	James Fielding	11,692,834	5,166,666 ⁴	5.74%	6.82%	Hsin-Chieh (Bill) Peng	11,477,380	5,166,666 ⁵	5.63%	6.73%
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	<table><tr><th>Related Party</th><th>Shares¹</th><th>Options</th></tr><tr><td>David Trimboli</td><td>25,934,519</td><td>6,175,000</td></tr><tr><td>James Fielding</td><td>11,692,834</td><td>7,666,666</td></tr><tr><td>Hsin-Chieh (Bill) Peng</td><td>11,477,380</td><td>7,166,666</td></tr></table>	Related Party	Shares ¹	Options	David Trimboli	25,934,519	6,175,000	James Fielding	11,692,834	7,666,666	Hsin-Chieh (Bill) Peng	11,477,380	7,166,666								
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Hsin-Chieh (Bill) Peng	11,477,380	7,166,666																			
Notes:																					
1. Fully paid ordinary shares in the capital of the Company (ASX: AUA). 2. Based on 203,855,345, being the Shares on issue as at the date of this Notice. 3. Comprising a) 1,250,000 Unlisted options expiring 10 December 2026 @ \$0.08 and 625,000 Unlisted options expiring 30 January 2027 @ \$0.08 held indirectly by Seefeld Investments Pty Ltd;and b) 1,500,000 Unlisted options expiring 2 May 2027 @ \$0.082 and 1,250,000 Unlisted options expiring 2 December 2027 @ \$0.05 held directly. 4. Comprised of the following, all held indirectly by James Fielding Family Pty Ltd; a) 1,750,000 unlisted options expiring 2 May 2027 @ \$0.082; b) 1,500,000 Unlisted options expiring 10 December 2026 @ \$0.08; c) 416,666 Unlisted options expiring 30 January 2027 @ \$0.08; and d) 1,500,000 Unlisted options expiring 2 December 2027 @ \$0.05. 5. Comprised of the following, all held indirectly by BP Peng Pty Ltd; a) 1,750,000 unlisted options expiring 2 May 2027 @ \$0.082; b) 1,500,000 Unlisted options expiring 10 December 2026 @ \$0.08; c) 416,666 Unlisted options expiring 30 January 2027 @ \$0.08; and d) 1,500,000 Unlisted options expiring 2 December 2027 @ \$0.05.																					
Dilution	If the Incentive Options issued under these Resolutions are exercised, a total of 6,000,000 Shares would be issued. This will increase the number of Shares on issue from 203,855,345 (being the total number of Shares on issue as at the date of this Notice) to 209,855,345 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing																				

REQUIRED INFORMATION	DETAILS														
	Shareholders would be diluted by an aggregate of 2.17%, comprising 0.35% by Mr Trimboli, 1.03% by Mr Fielding, and 0.79% by Mr Peng.														
Market price	The market price for Shares during the term of the Incentive Options would normally determine whether or not the Incentive Options are exercised. If at any time any of the Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Incentive Options, there may be a perceived cost to the Company.														
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>Price</th><th>Date</th></tr><tr><td>Highest</td><td>\$0.11</td><td>9 February 2026</td></tr><tr><td>Lowest</td><td>\$0.022</td><td>9 September 2026</td></tr><tr><td>Last</td><td>\$0.024</td><td>15th & 16th September 2026</td></tr></table>				Price	Date	Highest	\$0.11	9 February 2026	Lowest	\$0.022	9 September 2026	Last	\$0.024	15 th & 16th September 2026
	Price	Date													
Highest	\$0.11	9 February 2026													
Lowest	\$0.022	9 September 2026													
Last	\$0.024	15 th & 16th September 2026													
Other information	The Incentive Options are not being issued under an agreement and the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.														
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.														
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.														

7. RESOLUTION 8 – RENEWAL OF THE COMPANY’S EMPLOYEE INCENTIVE PLAN

7.1 General

Resolution 8 seeks Shareholder approval for the renewal of the Company’s Employee Incentive Plan for the purposes of the Corporations Act, for Listing Rule 7.2, Exception 13(b), and for all other purposes. The Employee Incentive Plan was last adopted by Shareholders on 27 November 2023 and the Company is seeking to renew the Employee Incentive Plan.

The aim of the Employee Incentive Plan is to allow the Board to attract, motivate and retain eligible employees, who in the Board’s opinion, are dedicated and will provide ongoing commitment and effort to the Company. It is considered that the adoption of the Employee Incentive Plan and the future issue of securities under the Employee Incentive Plan will provide selected participants with the opportunity to participate in the future growth of the Company.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2, Exception 13(b) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

Pursuant to the Listing Rules, Shareholders must re-approve the Employee Incentive Plan and all unallocated securities issuable pursuant to the Employee Incentive Plan every three years.

Resolution 8 is an ordinary resolution.

7.2 Information required by ASX Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with ASX Listing Rule 7.2, Exception 13(b), the following information is provided in relation to Resolution 8:

- a) a summary of the terms of the Plan is contained in Schedule 3 to this Explanatory Statement;
- b) the Plan was previously approved by Shareholders on 27 November 2023;
- c) a total of 11,251,000 Equity Securities have been issued pursuant to the Plan since it was last approved by Shareholders;
- d) the maximum number of Incentives proposed to be issued under the Plan under Exception 13(b) to Listing Rule 7.2 following approval of this Resolution is 10,000,000 Incentives; and
- e) a voting exclusion statement has been included in the Notice for the purposes of this Resolution.

7.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years without those Securities counting against the Company's then available placement capacity. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 7.2 above) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

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

7.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution 8.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 8.

8. BACKGROUND TO RESOLUTIONS 9 TO 15

8.1 Background to Placement

As announced on 21 August 2026, the Company secured firm commitments from professional and sophisticated investors to raise \$1.26 million (before costs) via a two-tranche placement by way of the issue of a total of 38.18m Shares at an issue price of \$0.033 (3.3 cents) per Share (**Placement Shares**) and one free Option for every three Shares issued (**Placement**).

On 28 August 2026, the Company completed the issue of 22,878,798 Shares and 7,626,253 Placement Options (**Tranche 1 Placement**) to non-related party participants (**Tranche 1 Placement Participants**) utilising its placement capacities under ASX Listing Rules 7.1 (12,407,397) and 7.1A (18,097,654) (being the subject of Resolutions 9 to 11).

The second tranche of the Placement (**Tranche 2 Placement**) will be issued as 15,303,031 Shares and 5,101,010 free Options (**Placement Options**) to be issued to sophisticated and professional investors including Directors, Mr David Trimboli and Mr Bill Peng (**Related Parties**) or their nominee(s).

There was no lead manager or advisor appointed to the Placement and there were no materially associated fees.

8.2 Use of funds

The funds raised under the Placement will be deployed towards the Company's commercial growth and execution strategy, which includes advancing AUA Technology licensing, engineering services and partner product opportunities, supporting inventory requirements across the Company's wholesale, international, retail and partner channels, and providing additional working capital as Audeara continues to target operating cashflow sustainability in FY27.

9. RESOLUTIONS 9 TO 11 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES AND TRANCHE 1 PLACEMENT OPTIONS – LISTING RULES 7.1 AND 7.1A

9.1 General

As set out in Section 8.1, on 28 August 2026, the Company completed the issue of 22,878,798 Tranche 1 Placement Shares and 7,626,253 Tranche 1 Placement Options (together the **Tranche 1 Placement Securities**) to the Tranche 1 Placement Participants.

The Company issued 4,781,144 Tranche 1 Placement Shares and 7,626,253 Tranche 1 Placement Options utilising its placement capacity under ASX Listing Rule 7.1 (being the subject of Resolutions 9 and 10) and 18,097,654 Tranche 1 Placement Shares utilising its placement capacity under ASX Listing Rule 7.1A (being the subject of Resolution 11).

Resolutions 9 to 11 seek Shareholder ratification for the purpose of Listing Rule 7.4 for the issue of the 22,878,798 Tranche 1 Placement Shares and 7,626,253 Tranche 1 Placement Options.

9.2 Listing rule 7.1 and 7.1A

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 however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 25 November 2025.

The issue of the Tranche 1 Placement Shares and Tranche 1 Placement Options 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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

9.3 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.

9.4 Technical information required by Listing Rule 14.1A

If Resolutions 9 to 11 are passed, the issues the subject of those Resolutions will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, 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 of the Placement Shares and Placement Options.

If any of Resolutions 9 to 11 are not passed, the issue the subject of that Resolution (or Resolutions) will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, 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 of the Tranche 1 Placement Shares and Tranche 1 Placement Options.

9.5 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	The Placement Shares were issued to participants in the Company's placement announced on 21 August 2026 (Placement), who were identified through a bookbuild process undertaken by the directors of Audeara seeking expressions of interest from sophisticated and professional investors being both new and existing investors to participate in the capital raising. The raising included both non-related and related parties of the Company.
Number and class of Securities issued	22,878,798 Tranche 1 Placement Shares and 7,626,253 Tranche 1 Placement Options were issued.
Terms of Securities	The Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Tranche 1 Placement Options were options issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities were issued	28 August 2026.
Price or other consideration the Company received for the Securities	\$0.033 (3.3 cents) per Tranche 1 Placement Share. The Tranche 1 Placement Options were issued at a nil issue price as they are free attaching to the Tranche 1 Placement Shares under the Placement. The Company will not receive any other consideration for the issue of the Tranche 1 Placement Options (other than in respect of funds received on exercise of the Tranche 1 Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply towards the purpose as set out in Section 8.2.
Summary of material terms of agreement to issue	The Tranche 1 Placement Securities are not being issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to Resolutions 9 to 11.
Compliance	The issue did not breach Listing Rule 7.1 and 7.1A.

10. RESOLUTIONS 12 AND 13 – APPROVAL FOR RELATED PARTY PARTICIPATION IN PLACEMENT

10.1 General

As set out in Section 8.1, the Related Parties, have each agreed to participate in the Placement for an aggregate of \$275,000 on the same terms as the Tranche 1 Placement Participants (**Participation**).

The proposed allocations to each of the Related Parties under the Placement is as follows:

- a) **Resolution 12:** Mr David Trimboli (and/or his nominee(s)) for \$200,000, being 6,060,606 Placement Shares and 2,020,202 Placement Options; and
- b) **Resolution 13:** Mr Bill Peng (and/or his nominee(s)) for \$75,000, being 2,272,728 Placement Shares and 757,576 Placement Options.

Resolutions 12 and 13 seek Shareholder approval for the issue of the Placement Securities to the Related Parties (and/or their nominee(s)) under the Placement as outlined above, as a result of the Participation.

10.2 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:

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

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

The Participation of each of Mr Trimboli and Mr Peng will result in the issue of Shares and Options which constitutes giving a financial benefit and each of Mr Trimboli and Mr Peng are related parties of the Company by virtue of being Directors. The Directors note that the terms of the issue of the Shares and Placement Options to the participating Directors has been determined by the price and terms agreed to by non-related party participants in the Placement. As such, the ability to the Directors to set the price and terms of the Placement has been limited to what was acceptable to those non-related party investors.

In respect of Resolution 12, the Directors (other than Mr Trimboli who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation of Mr Trimboli because the Placement Securities will be issued to Mr Trimboli (and/or his nominee(s)) on the same terms as Placement Securities issued to non-related party participants in the Placement, and as such the giving of the financial benefit is on arm's length terms.

In respect of Resolution 13, the Directors (other than Mr Peng who has a material personal interest in Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation of Mr Peng because the Placement Securities will be issued to Mr Peng (and/or his nominee(s)) on the same terms as Placement Securities issued to non-related party participants in the Placement, and as such the giving of the financial benefit is on arm's length terms.

10.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 12 and 13 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

If Resolutions 12 and/or 13 are passed, the Company will be able to proceed with the issue of the Placement Securities under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 8.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Securities under the Participation will not use up any of the Company's 15% annual placement capacity.

If either of Resolutions 12 and 13 are not passed, the Company will not be able to proceed with the issue of the Placement Securities under the Resolution/s and any funds payable for those Shares under the Resolution/s will not be raised under the Placement.

10.5 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Related Parties (and/or their nominee(s)).
Categorisation under Listing Rule 10.11	The Related Parties fall within the category set out in Listing Rule 10.11.1 given that each of Mr Trimboli and Mr Peng are related parties by virtue of being Directors. Any nominee(s) of the Related Parties who receive Placement Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The number of Placement Securities to be issued to the Related Parties is set out below: (a) 8,333,334 Placement Shares; and (b) 2,777,778 Placement Options, in the amounts set out in Section 10.1 above.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Securities to the Related Parties within three weeks of the Meeting. In any event, the Company will not issue any Placement Securities to the Related Parties later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.033 (3.3 cents) per Placement Share. The Placement Options will be issued at a nil issue price as they are free attaching to the Placement Shares under the Placement. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital (specifically, the additional \$275,000 (before costs) to be raised under the Placement), which the Company intends to apply as set out in Section 8.2.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Placement Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 12 and 13.

11. RESOLUTIONS 14 AND 15 – APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO TRANCHE 2 PLACEMENT PARTICIPANTS

11.1 General

Resolutions 14 and 15 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 6,969,697 Tranche 2 Placement Shares and 2,323,232 Placement Options to the Tranche 2 Placement Participants.

11.2 Listing Rules 7.1 and 7.2

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

The proposed issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If Resolutions 14 and 15 are passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Securities under the relevant Resolution/s. In addition, the issue of those Tranche 2 Placement Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If either of Resolutions 14 or 15 are not passed, the Company will not proceed with the issue of any Tranche 2 Placement Securities as the intention of the Company in undertaking Tranche 2 will not have been approved. The Company would likely still proceed with the issue of Placement Shares and Placement Options under Resolutions 12 and 13 to related parties (subject to their approval) to ensure the maximum amount can be raised.

11.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued to participants in the Company's placement announced on 21 August 2026 (Placement), who were identified through a bookbuild process undertaken by the directors of Audeara seeking expressions of interest from sophisticated and professional investors being both new and existing investors to participate in the capital raising. The raising included both non-related and related parties of the Company. For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that both David Trimboli and Bill Peng who are related parties and whose participation is the subject of Resolutions 12 and 13, have taken up more than 1% of the Company's issued capital at the time of the Placement.
Number of Securities and class to be issued	The maximum number of Placement Shares to be issued to the Tranche 2 Placement Participants is 6,969,697. The maximum number of Placement Options to be issued is 2,323,232.
Terms of Securities	The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
	The Tranche 2 Placement Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Tranche Placement Shares and Tranche 2 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Placement Shares will occur on the same date.
Price or other consideration the Company will receive for the Securities	\$0.033 (3.3 cents) per Tranche 2 Placement Share. The Placement Options will be issued for nil cash consideration (except upon their exercise).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital (specifically, the additional \$230,000 (before costs) to be raised under the Tranche 2 Placement), which the Company intends to apply as set out in Section 8.2.
Summary of material terms of agreement to issue	The Tranche 2 Placement Shares and Tranche 2 Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 14 and 15.

12. GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in section 4.1.

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

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in the ASX Listing Rules.

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

ASX Listing Rules means the Listing Rules of ASX.

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 has the meaning given in section 9 of the Corporations Act.

Company means Audeara Limited (ACN 604 368 443).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

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

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.

Group means the Company and its Related Bodies Corporate from time to time.

Incentive Options has the meaning given in Section 6.1.

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.

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

Placement has the meaning given in Section 8.1.

Placement Options has the meaning given in Section 8.1.

Placement Securities means Placement Shares and Placement Options.

Placement Shares has the meaning given in Section 8.1.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

Related Party Shares has the meaning given in Section 5.1.

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

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry means Computershare Investor Services Pty Ltd.

Tranche 1 Placement has the meaning given in Section 8.1.

Tranche 2 Placement has the meaning given in Section 8.1.

Tranche 1 Placement Participants has the meaning given in Section 8.1.

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

Volume Weighted Average Market Price in relation to the ordinary fully paid shares of Audeara Limited for a particular period, means the volume weighted average price of trading in the ordinary fully paid shares on the ASX market and the Chi-X market over that period on which trades in that class were recorded, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

SCHEDULE 1 - TERMS AND CONDITIONS OF INCENTIVE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

The Options have an exercise price of \$0.05 (five cents).

(c) **Expiry Date**

Each Option will expire at 5:00pm (Brisbane Time) on a day that is two years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Dates**

The Options are immediately fully vested.

(e) **Exercise Period**

An Option may be exercised at any time prior to the Expiry Date.

(f) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company in the manner specified below 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, including cashless exercise as described below.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

The Options may only be exercised in multiples of 100,000 on each occasion.

(g) **Cashless Exercise of Options**

The holder of Options may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares (rounded down to the nearest whole number) equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading-day period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = \frac{A \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options

A = Number of Options

MSP = Market value of Shares (calculated using the volume weighted average of the prices at which Shares were traded on the ASX during the 5 trading day-period immediately preceding the exercise date)

EP = Exercise Price

If the difference between the total Exercise Price otherwise payable for the Shares on the Options being exercised and the then market value of Shares at the time of exercise (calculated in accordance with the formula above) is zero or negative, then the holder will not be entitled to cashless exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the then issued shares of the Company.

(i) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Timing of issue of Shares**

After the Exercise Date, the Company must, within, five business days:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

If a notice delivered under paragraph (i)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(k) **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. However, the Company will giveholders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(m) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O** = the old Exercise Price of the Option.
- E** = the number of underlying Shares into which one Option is exercisable.
- P** = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue.
- S** = the subscription price of a Share under the pro rata issue.
- D** = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N** = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(n) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(o) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(p) **Options not transferable**

The Options will not be transferrable.

(q) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's registered office.

SCHEDULE 2: VALUATION OF INCENTIVE OPTIONS

The Incentive Options to be issued to the Directors pursuant to Resolutions 5, 6 and 15 have been valued using the Black Scholes option pricing model, and based on the assumptions set out below, the Incentive Options were ascribed the following value:

ASSUMPTION	
Assumed grant date	16 September 2026
Assumed expiry date	15 September 2028
Share price at assumed grant date	\$0.024
Exercise price	\$0.05
Risk free rate %	4.57%
Volatility %	162.2%
Dividend yield %	N/A
Fair value per Option	\$0.01586
Total Value of Options Resolution 5 – David Trimboli	\$23,790
Total Value of Options Resolution 6 – James Fielding	\$39,650
Total Value of Options Resolution 7 – Hsin-Chieh (Bill) Peng	\$31,720

Note: The valuation noted above is not necessarily the market price that the Incentive Options could be traded at and is not automatically the market price for taxation purposes.

- each option will convert into one (1) fully paid ordinary share in AUA.
- The annualised historical volatility of 162.2% is considered to be reasonable.
- the risk free interest rate is estimated based on the Australian Treasury bond rate over the life of the options (2 years) sourced from the Reserve Bank of Australia. Since the September 2026 data has not yet been released, we have used the August 2026 data.

SCHEDULE 3 – EMPLOYEE INCENTIVE PLAN SUMMARY

A summary of the key terms of the Employee Incentive Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(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.
- (c) **(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 except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) **(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.
- 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.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the 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.
- (f) **(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. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, 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.
- (g) **(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, the Company shall notify the Participant as soon as practicable on or after the vesting, 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.

- (h) **(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.

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.

- (i) **(Cashless exercise of Convertible Securities):** At the time of exercise of the Convertible Securities, subject to Board approval at that time, 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.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, 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, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will 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 Plan Shares):** If the invitation provides that any Plan Shares 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.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (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) **(Compliance with Applicable Laws):** Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

- (i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and
- (ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the invitation is made,

does not exceed:

- (i) if the Constitution specifies an issue cap percentage, that percentage; or
- (ii) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the invitation.

- (r) **(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.

- (s) **(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.

SCHEDULE 4 - TERMS AND CONDITIONS OF PLACEMENT OPTIONS

1.	Entitlement	Subject to paragraph 12, 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 \$0.065 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AEST), on 28 August 2028 (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, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; 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. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
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.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment): (a) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Exercise Price.
13.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

A U D E A R A

Audeara Limited
ABN 27 604 368 443

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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Brisbane Time) Sunday, 22 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Audeara Limited hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Audeara Limited to be held at The offices of Grant Thornton, King George Central, Level 18, 145 Ann Street, Brisbane QLD 4000 on Tuesday, 24 November 2026 at 11.00am (Brisbane Time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, 7 and 8 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐	9	Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1	☐	☐	☐
2	Re-Election of Mr David Trimboli as a Director	☐	☐	☐	10	Ratification of Prior Issue of Tranche 1 Placement Options – Listing Rule 7.1	☐	☐	☐
3	Approval of 7.1A Mandate	☐	☐	☐	11	Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1A	☐	☐	☐
4	Issue of Related Party Shares to Mr David Trimboli in Lieu of Payment of Director's Fees	☐	☐	☐	12	Approval for Participation in Placement – Mr David Trimboli	☐	☐	☐
5	Issue of Incentive Options to Director – Mr David Trimboli	☐	☐	☐	13	Approval for Participation in Placement – Mr Bill Peng	☐	☐	☐
6	Issue of Incentive Options to Director – Mr James Fielding	☐	☐	☐	14	Approval to Issue Shares to Tranche 2 Placement Participants	☐	☐	☐
7	Issue of Incentive Options to Director – Mr Hsin-Chieh (Bill) Peng	☐	☐	☐	15	Approval to Issue Options to Tranche 2 Placement Participants	☐	☐	☐
8	Renewal of the Company's Employee Incentive Plan	☐	☐	☐					

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

A U D E A R A

Audeara Limited
ABN 27 604 368 443

AUA

MR SAM SAMPLE
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THE SAMPLE HILL
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SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

Audeara Limited Annual General Meeting

The Audeara Limited Annual General Meeting will be held on Tuesday, 24 November 2026 at 11.00am (Brisbane Time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11.00am (Brisbane Time) Sunday, 22 November 2026.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
The offices of Grant Thornton, King George Central, Level 18, 145 Ann Street, Brisbane QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.