

23 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder

Cynata Therapeutics Limited ACN 104 037 372 (ASX: **CYP** or “the **Company**”), advises the 2026 Annual General Meeting will be held in person at the Becketts Lawyers, Level 34, 120 Collins Street, Melbourne, Victoria 3000 on Wednesday, 25 November 2026 at 12.00 pm (AEDT) (**Meeting**).

Notice of Meeting

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

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

Voting by Proxy

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

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@cynata.com.

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

Authorised for ASX release by the Company Secretary.

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be convened at Becketts Lawyers, Level 34, 120 Collins Street, Melbourne, VIC 3000 on 25 November 2026 at 12.00 pm (AEDT).

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6377 8043.

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Cynata Therapeutics Limited (**Company**) will be held at Becketts Lawyers, Level 34, 120 Collins Street, Melbourne, VIC 3000 on Wednesday, 25 November 2026 at 12.00 pm (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum also forms part of this Notice.

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 as Shareholders on Monday, 23 November 2026 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 15 of the Explanatory Memorandum.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted."

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

2. Resolution 2 – Election of Dr Kilian Kelly as a Director

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

"That Dr Kilian Kelly, who retires in accordance with Listing Rule 14.5 and rule 8.1(f) of the Constitution, being eligible and offering himself for election, is elected as a Director."

3. Resolution 3 – Approval of 10% Placement Facility

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

"The Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A."

4. Resolution 4 – Ratification of the issue of Shares under the Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 6,000,000 Shares to sophisticated and professional investors under the Placement, details of which are set out in the Explanatory Memorandum, be ratified by Shareholders."

Note: A voting exclusion applies to this Resolution.

5. Resolution 5 – Ratification of the issue of the Adviser Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 2,000,000 Adviser Shares, details of which are set out in the Explanatory Memorandum, be approved by Shareholders."

Note: A voting exclusion applies to this Resolution.

6. Resolution 6 – Approval of Issue of Equity Securities under Cynata Equity Incentive Plan

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

"That, for the purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the issue of equity securities under the "Cynata Equity Incentive Plan", on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this Resolution.

7. Resolution 7 – Reinsertion of Proportional Takeover Approval Provisions

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

"That, for the purposes of sections 136(2) and 648G(4) of the Corporations Act and for all other purposes, the Constitution be modified by reinserting the proportional takeover approval provisions in the form of rule 6 set out in Schedule 2 to the Explanatory Memorandum, with effect from the date of this Meeting for a period of three years."

8. Resolution 8 – Issue of Director Fee Rights to Dr Geoff Brooke in lieu of cash fees

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Director Fee Rights to Dr Geoff Brooke (or nominee) on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this Resolution.

9. Resolution 9 – Issue of Director Fee Rights to Ms Janine Rolfe in lieu of cash fees

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Director Fee Rights to Ms Janine Rolfe (or nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this Resolution.

10. Resolution 10 – Issue of Director Fee Rights to Dr Kilian Kelly in lieu of cash fees

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of Director Fee Rights to Dr Kilian Kelly (or nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this Resolution.

11. Resolution 11 – Buy-back of Acuity Shares

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

“That, for the purposes of section 257D of the Corporations Act and for all other purposes, approval is given for the Company to selectively buy-back and cancel 7,200,000 Acuity Shares, on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion applies to this Resolution.

12. Resolution 12 – Ratification of the issue of the Underwriter Options

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 18,000,000 Underwriter Options, details of which are set out in the Explanatory Memorandum, be approved by Shareholders.

Note: a voting exclusion applies to this Resolution.

13. Resolution 13 – Election of Geoff Pocock as a Director

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

That, for the purposes of Rule 8.1(j) of the Constitution and for all other purposes, Geoff Pocock, having been nominated to be elected as a Director by a member in accordance with the Constitution, being eligible and consenting to the nomination, is elected as a Director. Voting exclusions

The Company will disregard any votes cast on any of the Resolutions by or on behalf of the persons set out below.

Resolution	Voting exclusions
Resolution 1	Votes cast: - by Key Management Personnel named in the Remuneration Report or their Closely Related Parties (regardless of the capacity in which the vote is cast); and - as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties. However, votes will not be disregarded if they are cast: - as proxy or attorney for a person entitled to vote on the Resolution in accordance with the directions on the proxy form; or - by the Chair of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel.
Resolution 4 – Ratification of the issue of Shares under the Placement	Votes cast in favour of the Resolution by Placement participants (or their nominee(s)) and any of their Associates.
Resolution 5 – Ratification of the issue of the Adviser Shares	Votes cast in favour of the Resolution by or on behalf of Polaris Consulting (or its nominee(s)) and any of their Associates.
Resolution 6 – Approval of Issue of Equity Securities under Cynata Equity Incentive Plan	Votes cast: - in favour of the Resolution by or on behalf of any person who is eligible to participate in the Plan and any of their Associates, regardless of the capacity in which the vote is cast; and - as proxy by a person who is a member of Key Management Personnel on the date of the Meeting or their Closely Related Parties.
Resolution 8 – Approval of the issue of Director Fee Rights to Dr Geoff Brooke	Votes cast: - in favour of the Resolution by or on behalf of Dr Geoff Brooke, his nominee(s) and any of their Associates; and - as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.
Resolution 9 – Approval of the issue of Director Fee Rights to Ms Janine Rolfe	Votes cast: - in favour of the Resolution by or on behalf of Ms Janine Rolfe, her nominee(s) and any of their Associates; and - as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.
Resolution 10 – Approval of the issue of Director Fee Rights to Dr Kilian Kelly	Votes cast: - in favour of the Resolution by or on behalf of Dr Kilian Kelly, his nominee(s) and any of their Associates; and - as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.

Resolution	Voting exclusions
Resolution 11 – Approval of Buy-back of Acuity Shares	Votes cast by or on behalf of Acuity Capital or by any of its Associates.
Resolution 12 – Ratification of the issue of the Underwriter Options	Votes cast by or on behalf of the Underwriter, Caravel Securities Pty Ltd (or its nominee(s)) and any of their Associates.

However, the Company need not disregard votes cast in favour of Resolutions 4, 5, 6, 8, 9, 10 and 12 if the vote is cast 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 person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote 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.

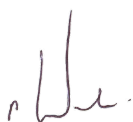
14. Express authorisation of the Chair

If a Shareholder appoints the Chair as their proxy, or the Chair is appointed as the Shareholder's proxy by default, and the Shareholder does not mark a voting box for any of Resolutions 1, 6, 8, 9 or 10, then by submitting the appointment the Shareholder expressly authorises the Chair to exercise the proxy in respect of the relevant Resolution as they decide, even though the Resolution is connected with the remuneration of one or more of the Company's Key Management Personnel. The Chair intends to vote all available proxies in favour of all Resolutions.

All Resolutions will be determined by a poll.

Dated 19 October 2026

BY ORDER OF THE BOARD



Mr Peter Webse
Company Secretary

CYNATA THERAPEUTICS LIMITED

ACN 104 037 372

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be convened at Becketts Lawyers, Level 34, 120 Collins Street, Melbourne, VIC 3000 on Wednesday, 25 November 2026 at 12.00 pm (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy votes can be lodged online at <https://investor.automic.com.au/#/loginsah>. Alternatively, any proxy appointment documents may be provided:

- (a) In Person – Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- (b) By Mail – Automic, GPO Box 5193, Sydney NSW 2001;
- (c) By Email – meetings@automicgroup.com.au; or
- (d) By Facsimile – +61 (0)2 8583 3040.

Proxy appointments must be received by 23 November 2026 at 12.00pm (AEDT), being not later than 48 hours before the commencement of the Meeting. Any proxy appointments received after that time will not be valid for the Meeting (unless otherwise determined by the Board).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6377 8043.

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the Annual Report can be found on the Company's website www.cynata.com or by contacting the Company Secretary on +61 8 6377 8043.

There is no requirement for Shareholders to approve the Annual Report.

In addition to being offered the opportunity to discuss the Annual Report, Shareholders will be able to:

- (a) ask questions or make comment on the management of the Company; and
- (b) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to a vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, if applicable) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2025 Annual General Meeting the Remuneration Report was approved by over 75% of Shareholders present and voting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting, the consequences are that all Directors (other than the Managing Director, if applicable) may be up for re-election.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by appointing the Chair as proxy, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Election of Dr Kilian Kelly as a Director

5.1 Background

Listing Rule 14.5 requires the Company to hold an election of Directors at each annual general meeting.

Rule 8.1(f) of the Constitution provides that, to the extent that the Listing Rules requires an election of directors to be held and no director would otherwise be required by the Constitution to submit for election or re-election, the director to retire is any director who wishes to retire.

The Company has announced that Dr Paul Wotton will retire at the conclusion of this Meeting and Dr Geoff Brooke and Ms Janine Rolfe retired and were re-elected at the 2025 Annual General Meeting.

Dr Kilian Kelly, the Company's former Managing Director, transitioned to a Non-Executive Director on 6 July 2026 and accordingly the provisions of the Constitution and the Listing Rules that exempt the managing director from re-election cease to apply. On that basis, Dr Kelly wishes to retire and, being eligible, seek election as a Director.

Given Dr Kelly's recent role as Managing Director and Chief Executive Officer, the Board considers that Dr Kelly is not an independent Director.

5.2 Biography of Dr Kelly

Dr Kilian Kelly has over 20 years' experience in biopharmaceutical research and development. He joined Cynata on 3 March 2014 as Vice President, Product Development. He was subsequently promoted to Chief Operating Officer on 20 May 2019, and then Chief Executive Officer on 1 July 2023, when he also joined the Cynata Board as Managing Director. He continued to serve as Chief Executive Officer and Managing Director until those positions were made redundant on 6 July 2026, at which point he agreed to remain on the Board as a Non-Executive Director.

Prior to joining Cynata, Dr Kelly held positions at Biota Pharmaceuticals, Mesoblast Limited, Kendle International, Amgen and AstraZeneca. He holds a Masters in Pharmacy from Robert Gordon University, Aberdeen and a PhD in Pharmaceutical Sciences from Strathclyde University, Glasgow. He is a registered pharmacist and a member of the Royal Pharmaceutical Society, a graduate and member of the Australian Institute of Company Directors (AICD), a member of the International Society for Cell and Gene Therapy (ISCT), the International Society for Stem Cell Research (ISSCR) and the Regulatory Affairs Professionals Society (RAPS).

5.3 Recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Dr Kelly) unanimously recommend that Shareholders vote in favour of the election of Dr Kelly.

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

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to seek approval of Shareholders by special resolution to have the capacity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% Placement Capacity.

6.2 ASX Listing Rule 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 securities it had on issue at the start of that period.

Under Listing Rule 7.1A, 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% for the 12 months following that meeting.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 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 further Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 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.

6.3 Further requirements of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being the Shares (ASX Code: CYP).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This

does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.3(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within ten Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 3, will be 25 November 2027);
- (ii) the time and date of the Company's 2027 annual general meeting; or
- (iii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

6.4 Specific information required by Listing Rule 7.3A

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

- (a) The 10% Placement Period is as set out in Section 6.3(f) above.
- (b) The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price (defined above) and must be issued for cash consideration.

- (c) The Company may seek to issue the Equity Securities for cash consideration in order to progress the development of the Company's assets and for general working capital.
- (d) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Current Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.006 50% decrease in Issue Price	\$0.012 Issue Price	\$0.024 100% increase in Issue Price
Current Variable A 243,454,369 Shares	10% voting dilution	24,345,436	24,345,436	24,345,436
	Funds raised	\$146,072	\$292,145	\$584,290
50% increase in current Variable A 365,181,553 Shares	10% voting dilution	36,518,155	36,518,155	36,518,155
	Funds raised	\$219,108	\$438,217	\$876,435

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.006 50% decrease in Issue Price	\$0.012 Issue Price	\$0.024 100% increase in Issue Price
100% increase in current Variable A	10% voting dilution	48,690,873	48,690,873	48,690,873
486,908,738 Shares	Funds raised	\$292,145	\$584,290	\$1,168,580

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) 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%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) As at 8 October 2026, there were 243,454,369 Shares on issue.
 - (viii) The issue price is \$0.012, being the closing price of the Shares on 8 October 2026.
- (e) The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon the issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company; and
 - (v) advice from corporate, financial and broking advisers (if applicable).
- The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2025 AGM held on 13 November 2025.
- (h) In the 12 months preceding the date of the Meeting the Company did not issue or agree to issue any Equity Securities under Listing Rule 7.1A.2.

- (i) As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, there is no exclusion statement in respect of Resolution 3.

6.5 Recommendation

Resolution 3 is a special resolution and therefore requires approval of 75% of the eligible votes cast.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

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

7. Resolution 4 – Ratification of the issue of Shares under the Placement

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of Shares under the Placement.

7.1 Background

On 4 May 2026, the Company announced that it had received firm commitments for an institutional placement of 6,000,000 Shares at an offer price of \$0.25 each (**Placement Shares**) to raise \$1,500,000 before costs (**Placement**). The Placement Shares were subsequently issued on 8 May 2026.

The joint lead managers of the Placement were Euroz Harleys Limited and Taylor Collison Limited (**Joint Lead Managers**). The Joint Lead Managers were paid a cash fee of 6.0% (in aggregate) of the amount raised under the Placement.

The issue of Placement Shares utilised part of the Company's capacity under Listing Rule 7.1.

7.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions prescribed in Listing Rule 7.2, 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 securities it had on issue at the start of that period (**15% Placement Capacity**).

The issue of Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently 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.

To this end, Resolution 4 seeks Shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4 (and for all other purposes).

If Resolution 4 is passed, the Placement Shares will be excluded in calculating the Company's 15% Placement Capacity (as may be extended by the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

If Resolution 4 is not passed, the Placement Shares will be included in calculating the Company's 15% Placement Capacity (as may be extended by the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue of the Placement Shares.

7.3 Information provided in accordance with Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) The number of Placement Shares issued under Listing Rule 7.1 in connection with the Placement was 6,000,000 Shares.
- (b) The price at which the Placement Shares were issued was \$0.25 per Placement Share, raising total proceeds of \$1,500,000 (before costs).
- (c) Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (d) The allottees of Placement Shares were sophisticated and professional investors who were invited to participate in the Placement by the Joint Lead Managers and/or the Company. Certain of the investors were existing Shareholders and certain other investors were clients of the Joint Lead Managers.
- (e) No related party of the Company, substantial Shareholder, member of the Company's Key Management Personnel or adviser to the Company, or Associate of any such persons, was issued more than 1% of the Company's total issued share capital under the Placement.
- (f) The Placement Shares were issued on 8 May 2026.
- (g) The purpose of the Placement was to raise funds to pursue potential commercial partnership transactions, for general working capital and to pay the costs of the Placement.
- (h) A voting exclusion statement in relation to Resolution 4 is included in the Notice.

7.4 Recommendation

Resolution 4 is an ordinary resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

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

8. Resolution 5 – Ratification of the Issue of the Adviser Shares

8.1 Background

On 25 August 2026, the Company entered into a consultancy agreement with Polaris Consulting (WA) Pty Ltd (**Polaris Consulting**) pursuant to which Polaris Consulting was engaged to provide corporate advisory and strategy services to the Company (**Polaris Consultancy Agreement**).

The fee payable by the Company to Polaris Consulting is 2,000,000 Shares, to be issued on or before 31 October 2026 (**Adviser Shares**). An Appendix 3B was lodged with ASX on 25 August 2026.

The agreement to issue the Adviser Shares utilised part of the Company's 15% Placement Capacity.

Resolution 5 seeks ratification of the issue of the Adviser Shares for the purposes of Listing Rule 7.4.

8.2 Listing Rules 7.1 and 7.4

Listing Rules 7.1 and 7.4 are described at Section 7.2 above.

The issue of Adviser Shares does not fit within any of the exceptions to Listing Rule 7.1 (and Listing Rule 7.1A does not apply) and, as it has not yet been approved by Shareholders, it uses up part of the 15% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1.

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.

To this end, Resolution 5 seeks Shareholder approval for the issue of the Adviser Shares under and for the purposes of Listing Rule 7.4 (and for all other purposes).

If Resolution 5 is passed, the issue of the Adviser Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 (as may be extended to 25% under the 10% Placement Facility), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Adviser Shares.

If Resolution 5 is not passed, the issue of the Adviser Shares will still proceed but will count towards the Company's 15% Placement Capacity.

8.3 Specific information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) The Adviser Shares will be issued to Polaris Consulting (or nominees) pursuant to the terms of the Polaris Consultancy Agreement.
- (b) The Company will issue 2,000,000 fully paid ordinary Shares to Polaris Consulting.
- (c) The Company will issue the Adviser Shares on or before 31 October 2026 (and in any event no later than 3 months after the date of the Meeting).
- (d) The Adviser Shares are being issued as consideration for services provided under the Polaris Consultancy Agreement. No cash consideration will be raised via the issue of the Adviser Shares.
- (e) The purpose of the issue of the Adviser Shares is to pay for the provision of services under the Polaris Consultancy Agreement.
- (f) The Polaris Consultancy Agreement provides that Polaris Consulting will provide corporate advisory and strategy services to the Company for a four month term commencing 25 August 2026. The Company must issue the Adviser Shares to Polaris Consulting and must pay Polaris Consulting's reasonable expenses. Polaris Consulting agrees to be bound by standard confidentiality obligations and the Company agrees to

indemnify Polaris Consulting from certain losses. Each party may also terminate the Polaris Consultancy Agreement by giving written notice to the other party.

(g) A voting exclusion statement is included in the Notice of Meeting.

8.4 Recommendation

Resolution 5 is an ordinary resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 – Approval of Issue of Equity Securities under Cynata Equity Incentive Plan

9.1 Background

ASX Listing Rule 7.1 is described at Section 7.2 above.

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX 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 ASX Listing Rule 7.1.

The Company has an employee incentive scheme in place called the 'Cynata Equity Incentive Plan' (**Incentive Plan** or **Plan**). Shareholders last gave approval for issues of equity securities under the Plan at the Company's 2023 Annual General Meeting. This approval expires on 13 November 2026.

Resolution 6 seeks Shareholder approval for the issue of equity securities under the Incentive Plan for the purposes of Listing Rule 7.2, Exception 13(b), and for all other purposes.

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

If Resolution 6 is passed, the Company will be able to issue a limited number of securities under the Incentive Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period (as may be extended to 25% by the 10% Placement Facility).

If Resolution 6 is not passed, the Company will still be able to issue securities under the Incentive Plan to eligible participants, however any securities issued under the Incentive Plan will count towards its 15% Placement Capacity (as may be extended to 25% by the 10% Placement Facility), effectively decreasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the issue of any securities under the Incentive Plan.

A detailed overview of the terms of the Incentive Plan is attached in Schedule 1.

Any future issues of securities under the Incentive 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 will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

9.2 Specific information required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 Exception 13(b) the following information is provided:

- (a) The material terms of the Incentive Plan are summarised in Schedule 1.
- (b) A total of 5,685,000 Equity Securities have been issued under the Incentive Plan since 13 November 2023 (the date of the last approval under Listing Rule 7.2, Exception 13(b) to the date of this Notice of Meeting.
- (c) The maximum number of Equity Securities which may be issued under the Plan in the three years following the approval is 24,345,436 Equity Securities, representing 10.0% of the number of ordinary Shares on issue as at 8 October 2026 (being 243,454,369 ordinary Shares). The maximum number of 24,345,436 Equity Securities is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan during the period for which the approval (if given) will be valid, rather it is simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- (d) A voting exclusion statement has been included for the purposes of Resolution 6.

9.3 Recommendation

Resolution 6 is an ordinary resolution.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 6.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 6.

10. Resolution 7 – Reinsertion of Proportional Takeover Approval Provisions

10.1 Background

A proportional takeover bid is an off-market takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's Shares in the Company (i.e. less than 100%). Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of the Shareholder's Shares and retain the balance of the Shares.

Under section 648D of the Corporations Act, a company may include provisions in its constitution to the effect that the registration of a transfer giving effect to a takeover contract for a proportional takeover bid is prohibited unless a resolution to approve the bid is passed by shareholders in accordance with the requirements of the Corporations Act. These provisions cease to apply at the end of 3 years after they were inserted into the constitution or last renewed by shareholders. Provisions that have ceased to apply may be reinserted (and the current provisions renewed) in the same manner in which the constitution is altered, being by special resolution.

Rule 6 of the Company's Constitution sets out the mechanism permitted by section 648D of the Corporations Act and which is governed by its related provisions (sections 648D to 648H of the Corporations Act). The text of Rule 6, in the form proposed to be reinserted, has been reproduced in Schedule 2 to this Notice.

The Company's proportional takeover bid provisions were last renewed at the 2023 Annual General Meeting on 13 November 2023. Accordingly, Rule 6 ceases to have effect on 13

November 2026, being before the date of the Meeting (and will not be in effect at the time of the Meeting).

Under section 648G(4) of the Corporations Act, the Company may, by special resolution, reinsert the proportional takeover bid provisions into the Constitution for a further three years.

Resolution 7 provides for the reinsertion of the proportional takeover bid provisions as Rule 6 of the Constitution for a period of three years from the date of the Meeting.

10.2 Summary of Rule 6 of the Constitution

For the purpose of Resolution 7, the following information is provided in relation to the reinsertion of the proportional takeover bid provisions as Rule 6 of the Constitution, in accordance with section 648G(5) of the Corporations Act.

(a) Effect of Rule 6 of the Constitution

The effect of Rule 6 of the Constitution is that, if a proportional takeover bid is made to Shareholders, the Directors are obliged to convene a general meeting of Shareholders to be held 14 days or more before the offer closes. The purpose of the meeting is to vote on a resolution to approve the proportional takeover bid.

For the resolution on the proposed proportional takeover bid to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. If no such resolution is voted on within the required timeframe, the resolution is deemed to have been approved. This, in effect, means that Shareholders as a body may only prohibit a proportional takeover bid by rejecting such a resolution.

If the resolution on the proposed proportional takeover bid is approved or deemed to have been approved, transfers of Shares under that proportional takeover bid (provided they are in all other respects in order for registration) must be registered.

If the resolution on the proposed proportional takeover bid is rejected, registration of any transfer of Shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

If reinserted, Rule 6 will expire three years after the date of the Meeting unless renewed by a special resolution of Shareholders.

Rule 6 does not apply to full takeover bids.

(b) Reasons for proposing the reinsertion of the proportional takeover bid provisions of the Constitution

The reason for reinserting the proportional takeover bid provisions as Rule 6 is that the Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. If Rule 6 is reinserted, the benefit under Rule 6 is that Shareholders will be able to collectively decide on whether a proportional takeover bid is permitted to succeed having weighed up whether the advantages outweigh the disadvantages in the particular circumstances of the bid, or vice versa.

(c) Awareness of Directors of proposal to acquire or increase a substantial interest in the Company

The Company is currently undertaking the Entitlement Offer (refer to Section 13.1 for further details). The Entitlement Offer is being underwritten by Caravel Securities Pty Ltd (**Underwriter**). Refer to the Company's ASX announcements (available at www.asx.com.au) for further details.

The Directors note that certain persons may acquire a substantial interest or increase a substantial interest in the Company in connection with the underwriting and sub-underwriting arrangements entered into by the Underwriter in respect of the Entitlement Offer. Whether this occurs will depend on the level of take-up by eligible shareholders under the Entitlement Offer

and the arrangements entered into by the Underwriter in respect of the placement of any shortfall Shares under the Entitlement Offer.

At the date of this Notice of Meeting and other than as noted above, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

- (d) Review of the advantages and disadvantages for Directors and Shareholders for the past 3 years

As there have been no proportional takeover bids made for the Company in the period since the previous renewal of the proportional takeover bid provisions on 13 November 2023, there are no actual circumstances against which the Directors have had the opportunity to review the advantages or disadvantages of the proportional takeover bid provisions while they were in effect. The Directors are not aware of any proposed bid which did not proceed during that period because of the proportional takeover bid provisions.

- (e) Potential advantages and disadvantages of Rule 6 of the Constitution to the Directors and to Shareholders

The Directors consider that the reinsertion of Rule 6 would have no advantage or disadvantage for them other than the advantage of enabling them to formally ascertain the views of Shareholders in relation to any proportional takeover bid. The Directors remain free to make a recommendation in relation to whether a proportional takeover bid for the Company should be recommended or rejected.

The potential advantages for Shareholders of the proportional takeover bid provisions include that:

- (i) Shareholders will have the right to decide by majority vote whether a proportional takeover bid should proceed;
- (ii) the provisions may help prevent Shareholders being locked in as minority shareholders; and
- (iii) the provisions may improve the bargaining power of Shareholders and therefore may result in any proportional takeover bid being adequately priced.

The potential disadvantages for Shareholders of the proportional takeover bid provisions include that:

- (i) the provisions may discourage a proportional takeover bid being made, which may be the only takeover offer to be made for the Company;
- (ii) Shareholders may lose an opportunity to sell a portion of their Shares in the Company at a premium; and
- (iii) the chance that a proportional takeover bid is successful may be reduced.

10.3 Recommendation

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

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

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 7.

11. Resolutions 8, 9 and 10 – Issue of Director Fee Rights to Directors in lieu of cash fees

11.1 Background

The Directors, all of whom are Non-Executive Directors, are committed to the Company's success and are conscious of the need to preserve the Company's cash reserves.

The Company and each Director have agreed that Non-Executive Director fees for each Director for the period from 1 November 2026 to 30 June 2027 will be paid as to 50% in cash and 50% in Director Fee Rights, as follows:

Director	Cash fees payable (including statutory entitlements)	Value of Director Fee Rights to be granted	Total	Resolution
Dr Geoff Brooke	\$33,333	\$33,333	\$66,666	8
Ms Janine Rolfe	\$16,667	\$16,667	\$33,334	9
Dr Kilian Kelly (Non-executive Director Fee)	\$16,667	\$16,667	\$33,334	10
Dr Kilian Kelly (Consulting Fee)	\$33,333	\$33,333	\$66,666	10

This does not apply to Dr Paul Wotton, who is retiring at the conclusion of the Meeting.

Non-Executive Director fees have been waived for the period 1 July 2026 to 31 October 2026.

The Director Fee Rights are rights for the purposes of the Cynata Equity Incentive Plan and are proposed to be issued under the Plan. Accordingly, Shareholder approval under Listing Rule 10.14 is sought for the issue of the Director Fee Rights.

11.2 Listing Rule 10.14

Listing Rule 10.14 provides that a company must not permit a director to acquire equity securities under an employee incentive scheme without the prior approval of holders of ordinary securities.

(a) Resolution 8

Resolution 8 seeks Shareholder approval for the issue of \$33,333 worth of Director Fee Rights to Dr Geoff Brooke or nominee as described in Section 11.1 above.

If Resolution 8:

- is passed, the Company will be permitted to proceed with the grant of Director Fee Rights to Dr Geoff Brooke in accordance with Resolution 8;
- is not passed, the Company will not be permitted to proceed with the grant of Director Fee Rights in accordance with Resolution 8 and instead the value of the Director Fee

Rights will be paid to Dr Geoff Brooke in cash (meaning that the Company's cash reserves will be diminished).

(b) Resolution 9

Resolution 9 seeks Shareholder approval for the issue of \$16,667 worth of Director Fee Rights to Ms Janine Rolfe or nominee as described in Section 11.1 above.

If Resolution 9:

- is passed, the Company will be permitted to proceed with the grant of Director Fee Rights to Ms Janine Rolfe in accordance with Resolution 9;
- is not passed, the Company will not be permitted to proceed with the grant of Director Fee Rights in accordance with Resolution 9 and instead the value of the Director Fee Rights will be paid to Ms Rolfe in cash (meaning that the Company's cash reserves will be diminished).

(c) Resolution 10

Resolution 10 seeks Shareholder approval for the issue of \$50,000 worth of Director Fee Rights to Dr Kilian Kelly or nominee as described in Section 11.1 above.

If Resolution 10:

- is passed, the Company will be permitted to proceed with the grant of Director Fee Rights to Dr Kilian Kelly in accordance with Resolution 10;
- is not passed, the Company will not be permitted to proceed with the grant of Director Fee Rights in accordance with Resolution 10 and instead the value of the Director Fee Rights will be paid to Dr Kelly in cash (meaning that the Company's cash reserves will be diminished).

11.3 Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company 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.

It is the view of the Directors (with each Director abstaining from considering his or her grant) that the exception set out in section 211(1) (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances.

Accordingly, Shareholder approval is sought for the issue of the Director Fee Rights under Resolutions 8, 9 and 10 under Listing Rule 10.14, but not under Chapter 2E of the Corporations Act.

11.4 Determination of number of Director Fee Rights to be issued

The number of Director Fee Rights to be issued to each relevant Director will be calculated by dividing the value of the Director Fee Rights to be granted to each relevant Director by the volume weighted average market price (as defined in the Listing Rules) of Shares over the 20

days on which trades of Shares were recorded up to the trading day prior to the issue of the Director Fee Rights (**20 Day VWAP**).

By way of example, if the 20 Day VWAP is \$0.01, the number of Director Fee Rights to be granted to:

- Dr Geoff Brooke would be $(33,333 / 0.01) = 3,333,300$ Director Fee Rights.
- Ms Janine Rolfe would be $(16,667 / 0.01) = 1,666,700$ Director Fee Rights.
- Dr Kilian Kelly would be $(50,000 / 0.01) = 5,000,000$ Director Fee Rights.

11.5 Material terms of issue of Director Fee Rights

Each Director Fee Right will be exercisable for one Share on and from vesting.

The Director Fee Rights are intended to be issued shortly after the Meeting (assuming approval by Shareholders) and will vest in eight equal tranches on the last day of every calendar month commencing 30 November 2026.

Vesting of the Director Fee Rights will be subject to that Director being a Director at the time of vesting. Accordingly, each Director's Director Fee Rights will be fully vested by 30 June 2027 (subject to continued service).

Any unexercised Director Fee Rights will expire on 31 October 2031.

The Director Fee Rights are otherwise issued in accordance with the terms of the Cynata Equity Incentive Plan. See Schedule 1 for further details of the Plan.

11.6 Director security holdings and remuneration

The interest of each of the relevant Directors in the Company's securities as at the date of this Notice of Meeting is set out in the table below.

Director	Shares	Options
Dr Geoff Brooke (Chairman, Non-Executive Director)	312,898	500,000
Dr Kilian Kelly (Non-Executive Director)	797,428	2,750,000
Ms Janine Rolfe (Non-Executive Director)	255,167	520,000

A summary of the remuneration paid to the relevant Directors in FY2026 and FY2025 is set out below (noting that Dr Kilian Kelly transitioned from Managing Director to Non-Executive Director on 6 July 2026).

The remuneration in the table below includes statutory entitlements and share-based payments.

Director	FY2026 Remuneration	FY2025 Remuneration
Dr Geoff Brooke	\$133,164	\$137,794
Ms Janine Rolfe	\$66,276	\$81,543
Dr Kilian Kelly	\$448,789	\$529,928

The remuneration of each Director for the period 1 November 2026 to 30 June 2027 is set out in the table in Section 11.1. As noted, the remuneration of Dr Kilian Kelly includes Non-executive Director fees of \$33,333 and consultancy fees of \$66,666 (in each case, including statutory entitlements and to be split 50:50 between cash and Director Fee Rights).

A summary of the material terms of Dr Kelly's consultancy arrangement with the Company is as follows:

- (a) Fees: \$8,333 per calendar month (to be split 50:50 between cash and Director Fee Rights for the period from 1 November 2026 to 30 June 2027, subject to shareholder approval);
- (b) Term: there is no fixed term. The agreement may be terminated by either party at any time with 14 days' notice. Dr Kelly is an independent contractor. No part of the agreement confers employment by the Company; and
- (c) Services: oversee maintenance of the Company's existing assets and regulatory/compliance obligations related to those assets, assist with identification, review and evaluation of new assets and opportunities to realise value from the Company's existing assets.

11.7 Specific information required by Listing Rule 10.15

The following information is provided in accordance with Listing Rule 10.15 in relation to the issue of Director Fee Rights to the relevant Directors under Resolutions 8, 9 and 10:

- (a) Director Fee Rights are proposed to be issued to Dr Geoff Brooke (Resolution 8), Ms Janine Rolfe (Resolution 9) and Dr Kilian Kelly (Resolution 10) (or nominees), who are Directors of the Company and therefore Listing Rule 10.14.1 applies.
- (b) The value of the Director Fee Rights to be granted is described at Section 11.1 and the method of calculation of the number of Director Fee Rights to be granted is set out at Section 11.4.
- (c) The remuneration to be paid to the relevant Directors for FY2027 is set out at Section 11.1.
- (d) The relevant Directors have previously been issued the following securities for no cash consideration under the Cynata Equity Incentive Plan since its adoption in 2023:
 - (i) Dr Geoff Brooke has previously been issued 500,000 options under the Plan.
 - (ii) Ms Janine Rolfe has previously been issued 220,000 options under the Plan.

- (iii) Dr Kilian Kelly has previously been issued 750,000 options under the Plan.
- (e) The material terms of issue of the Director Fee Rights are described in Sections 11.1, 11.4, 11.5 and Schedule 1.
- (f) Director Fee Rights are being used because they effectively substitute cash Director fees for Shares of an equivalent value, subject to continued service, thereby preserving the Company's cash reserves.
- (g) The Company attributes the values set out in the table in Section 11.1 to each Director's Director Fee Rights.
- (h) The Company expects to issue the Director Fee Rights shortly after the Meeting, and in any event within 3 years from the date of the Meeting.
- (i) The Director Fee Rights will be issued in lieu of the payment by the Company of Director fees of an equivalent value (and, in the case of Dr Kilian Kelly, consulting fees). Accordingly, they do not have an issue price.
- (j) A summary of the Cynata Equity Incentive Plan is provided at Schedule 1.
- (k) No loan will be made to any person in connection with the issue of the Director Fee Rights.
- (l) Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 8, 9 and 10 are passed and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

11.8 Recommendation

Each of Resolutions 8, 9 and 10 is an ordinary resolution.

The Directors make no recommendation regarding how Shareholders should vote on Resolutions 8, 9 and 10.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 8, 9 and 10.

12. Resolution 11 – Selective Buy-back of Acuity Shares

12.1 Background

Resolution 11 seeks Shareholder approval pursuant to section 257D of the Corporations Act for the selective buy-back of 7,200,000 Shares (**Acuity Shares**) that were issued to Acuity Capital Investment Management Pty Ltd as trustee for Acuity Capital Holdings Account (**Acuity Capital Subscription Deed**).

As announced to ASX on 22 August 2025, under the Acuity Subscription Deed the Company had access to up to \$7,500,000 of standby equity capital over an approximately five-year period ending 31 July 2030 (unless terminated earlier).

As security under the Acuity Subscription Deed, the Company placed 11,500,000 Shares to Acuity Capital for nil cash consideration on 22 August 2025.

On early termination or maturity of the Acuity Subscription Deed, the Company may buy back and cancel the number of Shares initially placed to Acuity less the number of Shares that have been set off against the Company's obligation to deliver 'Subscription Shares' pursuant to a subscription under the Acuity Subscription Deed.

On 23 January 2026, the Company announced that it had raised \$1.2 million, net of costs, through the set-off of 4,300,000 Shares issued to Acuity Capital on 22 August 2025.

As announced to ASX on 8 October 2026, the Company terminated the Acuity Subscription Deed effective 14 October 2026.

Accordingly, the Company may buy back and cancel 7,200,000 Acuity Shares, calculated as the 11,500,000 Shares initially issued to Acuity Capital less the 4,300,000 Shares set-off against these Shares on 23 January 2026.

12.2 Acuity Buy-back Agreement

In accordance with the terms of the Acuity Subscription Deed, the Company and Acuity Capital agreed to enter into a buy-back agreement (**Acuity Buy-back Agreement**) in order for the Company to buy-back and cancel the Acuity Shares for nil consideration on or around 20 October 2026 (**Acuity Buy-back**).

The material terms of the Acuity Buy-back Agreement are:

- the parties agree that the Company will buy-back the Acuity Shares from Acuity Capital for nil consideration; and
- Acuity Capital agrees to transfer the Acuity Shares to the Company within 7 days of receiving confirmation from the Company that it has received all of the approvals necessary to complete the Acuity Buy-back (including the passing of this Resolution).

On completion of the Acuity Buy-back, the Acuity Shares will be cancelled pursuant to section 257H of the Corporations Act.

12.3 Corporations Act

Resolution 11 seeks Shareholder approval to enable the Company to buy-back and cancel the Acuity Shares.

Section 257A of the Corporations Act provides that a company may buy-back its own shares if:

- the buy-back does not materially prejudice the company's ability to pay its creditors; and
- the company follows the procedures set out in Division 2 of Part 2J.1 of the Corporations Act.

The buy-back proposed in Resolution 11 is classified as a selective buy-back because it only applies selectively to the 7,200,000 Shares held by Acuity Capital. Pursuant to section 257D(1) of the Corporations Act, a selective buy-back must be approved by either:

- a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are to be bought back, or by their associates; or
- a resolution agreed to, at a general meeting by all ordinary shareholders.

Pursuant to section 257D(2) of the Corporations Act, the Company must include with the Notice of Meeting a statement setting out all information known to the Company that is

material to the decision on how to vote on Resolution 11. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to Shareholders.

Section 257H(3) of the Corporations Act provides that immediately after the registration of the transfer to a company of the shares being bought back, the shares are cancelled.

12.4 Details of the Acuity Buy-back

Table 2 of ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing information to shareholders in relation to a resolution to approve a selective buy-back.

This information is set out below:

- (a) As at 8 October 2026, the Company has 243,454,369 Shares on issue.
- (b) It is proposed that 7,200,000 Acuity Shares be bought-back, representing 2.96% of the Company's issued Shares.
- (c) The terms of the Acuity Buy-back Agreement are set out in Section 12.2 above.
- (d) No consideration (either cash or assets) will be payable by the Company to buy-back the Acuity Shares.
- (e) The Acuity Buy-back is being undertaken because the Acuity Subscription Deed has been terminated by the Company.
- (f) No Directors will participate in the Acuity Buy-back.
- (g) The Acuity Buy-back will not have a financial effect on the Company because no consideration is being paid for the Acuity Shares.
- (h) The Directors consider that the advantages of the Acuity Buy-back are as follows:
 - (i) The Company's shares on issue will be reduced by the Acuity Shares at no cost to Shareholders or the Company.
 - (ii) Acuity Capital will cease to hold the Acuity Shares.
 - (iii) The Company will have discharged its obligations under the Acuity Subscription Deed.
 - (iv) The Acuity Buy-back will not prejudice the Company's creditors.
- (i) The Directors consider that there are no material disadvantages to the Company undertaking the Acuity Buy-back.
- (j) The Acuity Buy-back, pursuant to which Acuity Capital is the 'selling shareholder', is not expected to have any effect on the control of the Company.

If Resolution 11 is passed, the Acuity Buy-back will be implemented shortly after the Meeting.

If Resolution 11 is not passed, the Company will be unable to implement the Acuity Buy-back and the advantages described above will not be realised.

The Directors are not aware of any other information that is material to the decision by Shareholders whether or not to vote in favour of Resolution 11.

12.5 Recommendation

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 11.

13. Resolution 12 – Ratification of the issue of the Underwriter Options

13.1 Background

On 8 October 2026, the Company announced a capital raising by way of a three-for-eight fully underwritten pro-rata renounceable entitlement offer to raise approximately \$913,000 (before costs) (**Entitlement Offer**). The offer price for new Shares under the Entitlement Offer is \$0.01, representing a discount of 9.1% to the closing price of Shares on ASX on 7 October 2026.

The Company is offering options to participants in the Entitlement Offer for nil cash consideration on the basis of one option for every three new Shares issued under the Entitlement Offer (**Entitlement Options**). Each Entitlement Option will have an exercise price of \$0.02 and will be exercisable on or before the date that is two years and six months after the date of issue of the Entitlement Options.

The Entitlement Offer is lead managed and fully underwritten by Caravel Securities Pty Ltd ACN 665 357 915 (**Underwriter**). In consideration for services to be performed by the Underwriter in connection with the Entitlement Offer (and in addition to its cash fees described in the prospectus lodged by the Company in connection with the Entitlement Offer on 8 October 2026 (**Prospectus**), which is available at www.asx.com.au), the Company agreed to offer the Underwriter (or nominee(s)) 18,000,000 options to be issued on completion of the Entitlement Offer (**Underwriter Options**).

The Underwriter Options are being offered to the Underwriter (or nominee(s)) on the same terms as the Entitlement Options, utilising the Company's available capacity under Listing Rule 7.1.

The agreement to issue the Underwriter Options utilised part of the Company's 15% Placement Capacity.

13.2 Listing Rules 7.1 and 7.4

Listing Rules 7.1 and 7.4 are described at Section 7.2 above.

The issue of Underwriter Options does not fit within any of the exceptions to Listing Rule 7.1 (and Listing Rule 7.1A does not apply) and, as it has not yet been approved by Shareholders, it uses up part of the 15% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1.

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.

To this end, Resolution 12 seeks Shareholder approval for the issue of the Underwriter Options under and for the purposes of Listing Rule 7.4 (and for all other purposes).

If Resolution 12 is passed, the issue of the Underwriter Options will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 (as may be extended to 25% under the 10% Placement Facility), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Underwriter Options.

If Resolution 12 is not passed, the issue of the Underwriter Options will still proceed but will count towards the Company's 15% Placement Capacity.

13.3 Listing Rule 7.5 disclosures

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 12:

- (a) The Underwriter Options will be issued to the Underwriter, Caravel Securities Pty Ltd, or its nominee(s).
- (b) The number of Underwriter Options to be issued is 18,000,000 Underwriter Options.
- (c) Each Underwriter Option is exercisable at a price of \$0.02 at any time from the date of issue of the Underwriter Options up to their expiry on the date that is 2 years and 6 months after the issue date (inclusive), but not thereafter.
- (d) The Underwriter Options will be issued on the terms and conditions set out in Schedule 3.
- (e) Each Underwriter Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising the Underwriter Options will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) It is anticipated that the Underwriter Options will be issued on or around 4 November 2026, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of the Underwriter Options will be nil as the purpose of the proposed issue is as partial consideration for services provided by the Underwriter in connection with the Entitlement Offer.
- (h) The purpose of the issue of the Underwriter Options is to pay for the provision of services under the Underwriting Agreement (defined below).
- (i) No funds will be raised from the issue of the Underwriter Options. Any funds raised from the exercise of the Underwriter Options will be used for working capital purposes.
- (j) The Underwriter Options are being offered to the Underwriter pursuant to the terms of an Underwriting Agreement between the Company and the Underwriter dated 8 October 2026 in connection with the Entitlement Offer (**Underwriting Agreement**). The Underwriting Agreement provides that the Underwriter would act as sole lead manager and underwriter of the Entitlement Offer for an underwriting fee of 3.0% of the proceeds of the Entitlement Offer and a selling fee of 6.0% of the 'Shortfall Amount' of the Entitlement Offer, together with the issue of the Underwriter Options. Further details are provided in the Prospectus.

The Underwriting Agreement otherwise contains standard provisions for an agreement of its nature: the Company provides representations, warranties and undertakings for the benefit of the Underwriter and an indemnity, release and

limitation of liability for the benefit of the Underwriter and its associated persons. In addition, certain conditions precedent apply and there are termination events which entitle the Underwriter to terminate the Underwriting Agreement.

(k) A voting exclusion statement in relation to Resolution 12 is included in the Notice.

13.4 Board recommendation

Resolution 12 is an ordinary resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 12.

14. Resolution 13 – Election of Geoff Pocock as a Director

14.1 Rule 8.1(j) of the Constitution

Rule 8.1(j) of the Constitution provides that a person is eligible for election to the office of a director at a general meeting of Cynata in circumstances where the Company has, at least 35 Business Days before the meeting, received a nomination of the person by a member (who may be the person) and a consent to the nomination signed by the person nominated for election as a Director.

14.2 Nomination of Geoff Pocock received by the Company

The Company has received a nomination for the election of Mr Geoff Pocock as a Director by a member of the Company in accordance with Rule 8.1(j) of the Constitution.

Mr Pocock has consented to the nomination.

Accordingly, this Resolution 13 is being put to Shareholders at the Meeting in accordance with the Constitution.

14.3 Biography of Geoff Pocock

Mr Pocock has provided the following biography for inclusion in this Notice of Meeting.

Geoff Pocock is an experienced commercial and capital markets executive and company director, with over 20 years' experience in capital markets, corporate development, strategy, business improvement and commercialisation processes. Geoff's experience has covered executive management, governance, advisory and technical roles, as well as significant corporate finance and strategy experience across a range of businesses and industries.

Geoff is the Principal of Polaris Consulting (WA) Pty Ltd, a boutique commercialisation strategy and corporate advisory business based in Western Australia. Polaris' expertise is focused on the intersection between strategy, capital markets and technology commercialisation, ensuring that clients have a strong and executable growth strategy, together with the corporate characteristics necessary to secure capital, primarily focused on an early pathway to ASX to provide investors liquidity and transparency of value. Polaris also provides ongoing operational support to clients beyond their ASX listing, to ensure clients get the full value from their listing and providing reassurance to shareholders that there is ongoing investor / capital market support for the business.

Geoff has significant experience with early stage technologies and assisting companies develop in an ASX-listed environment. Geoff was a Founder of both Hazer Group Ltd (ASX:HZR) and Argenica Therapeutics Ltd (ASX:AGN), both spin outs from the University of Western Australia, and was instrumental in taking those companies through their journey to ASX. Geoff was also Managing Director of Hazer, and Non-Executive Chairman of Argenica, through and subsequent to their ASX listings. Geoff has also served as Executive Director of Osteopore Limited (ASX:OSX), and Non-Executive Director of EMVision Medical Devices Ltd (ASX:EMV), through both their ASX listings and for a subsequent period after listing.

Before establishing Polaris, Geoff worked with a number of boutique corporate advisory / investment banking firms in Perth, and spent several years as a research chemist both in Western Australia and in the pharmaceutical industry in the United Kingdom.

Geoff has Bachelor of Science (First class honours) and Bachelor of Laws degrees from the University of Western Australia, and a Post Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia.

14.4 Interests of Mr Pocock

Mr Pocock has advised that he currently has a relevant interest in 272,000 Shares, representing approximately 0.11% of the Company's issued Shares as at the date of this Notice of Meeting (being 243,454,369 Shares).

Further, Mr Pocock is the Principal and beneficial owner of Polaris Consulting (WA) Pty Ltd, the entity that will be issued the Adviser Shares the subject of Resolution 5. The Adviser Shares will be issued prior to the Meeting (and prior to Mr Pocock becoming a Director, assuming Resolution 13 is passed by Shareholders).

Upon the issue of the Adviser Shares, Mr Pocock will have a relevant interest in 2,272,000 Shares, or approximately 0.93% of the Company's issued Shares as at the date of this Notice of Meeting.

Cynata and Polaris Consulting are parties to the Polaris Consultancy Agreement, which is described at Section 8 above. The Polaris Consultancy Agreement was entered into prior to receipt of the nomination of Mr Pocock as Director and the Board considers the Polaris Consultancy Agreement to be on arm's length terms.

14.5 Board recommendation

Resolution 13 is an ordinary resolution.

Given Mr Pocock's qualifications and experience, the Board considers that he will add value to the Board at this stage of the Company's development and the election of Mr Pocock will be for the benefit of Shareholders.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 13 and elect Mr Pocock as a Director of Cynata.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 13.

15. Definitions

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.3(f).

15% Placement Capacity has the meaning given in Section 7.2.

Acuity Shares has the meaning given in Section 12.1.

Acuity Capital has the meaning given in Section 12.1.

Acuity Subscription Deed has the meaning given in Section 12.1.

Acuity Buy-back has the meaning given in Section 12.2.

Acuity Buy-back Agreement has the meaning given in Section 12.2.

Adviser Shares has the meaning given in Section 8.1.

AEDT means Australian Eastern Daylight Time.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect of the financial year ended 30 June 2026.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day has the meaning given in the Listing Rules.

Chair or Chairman means the person appointed to chair the Meeting.

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company or **Cynata** means Cynata Therapeutics Limited ACN 104 037 372.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Fee Right means a right to be issued to the Directors (subject to the passing of Resolutions 8 to 10) to receive a Share on satisfaction of the service condition at the time of vesting.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Entitlement Offer has the meaning given in Section 13.1.

Entitlement Options has the meaning given in Section 13.1.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

FY means financial year, being the 12 month period ending on 30 June.

Joint Lead Managers has the meaning given in Section 7.1.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting (which includes the Explanatory Memorandum, as the case requires).

Option means an option to acquire a Share (on exercise of the option and payment of the applicable purchase price).

Placement has the meaning given in Section 7.1.

Placement Shares has the meaning given in Section 7.1.

Polaris Consulting means Polaris Consulting (WA) Pty Ltd.

Polaris Consultancy Agreement has the meaning given at Section 8.1.

Prospectus has the meaning given in Section 13.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Underwriter has the meaning given in Section 13.1.

Underwriter Options has the meaning given in Section 13.1.

Underwriting Agreement has the meaning given in Section 13.3(j).

VWAP means volume weighted average price.

Schedule 1 – Summary of the Cynata Equity Incentive Plan

The rules of the Plan (**Plan Rules**) provide the framework under which the Plan and individual grants will operate. The key features of the Plan are outlined below.

Eligibility	Offers may be made at the Board’s discretion to employees of the Company, Directors and any other person that the Board determines to be eligible to receive a grant under the Plan.
Types of securities	The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers: • rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions; • options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers under the Plan	The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents. Offers must be accepted by the participant and can be made on an opt-in or opt-out basis.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.
Vesting	Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated. Subject to the Plan Rules and the terms of the specific offer document or invitation, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.
Cessation of employment or engagement	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment or engagement. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment.
Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad “clawback” powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant’s performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Reconstructions, corporate action, rights issues, bonus issues etc.	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.

Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Trading Policy.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

Schedule 2 – The Proportional Takeover Bid Provisions in Rule 6 of the Company's Constitution

The text of Rule 6 of the Company's Constitution is as follows:

6 Plebiscite to approve proportional takeover bids

6.1 Definitions

The meanings of the terms used in this rule 6 are set out below.

Defined term	Meaning
Approving Resolution	in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 6.3.
Approving Resolution Deadline	in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	a takeover bid that is made or purports to be made under section 618(1)(b) of the Act in respect of securities included in a class of securities in the company.
Relevant Class	in relation to a Proportional Takeover Bid, means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

6.2 Transfer not to be registered

Despite rules 5.1(c) and 5.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 6.3.

6.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the Board must:
- (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and
 - (ii) ensure that the resolution is voted on in accordance with this rule 6.3, before the Approving Resolution Deadline.
- (b) The provisions of this constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 6.3(a), as if that meeting were a general meeting of the company.

- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- (d) Subject to rule 6.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If an Approving Resolution has not been voted on in accordance with this rule 6.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution will be taken to have been passed in accordance with this rule 6.3 on the Approving Resolution Deadline.

6.4 Sunset

Rules 6.1, 6.2 and 6.3, cease to have effect at the end of 3 years beginning:

- (a) where those rules have not been renewed in accordance with the Act, on the date that those rules were adopted by the company; or
- (b) where those rules have been renewed in accordance with the Act, on the date those rules were last renewed.

Schedule 3 – Terms of Issue of the Underwriter Options

The Underwriter Options (**Options**) entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) Each Option is exercisable at a price of \$0.02 each at any time from the date of issue of the Options up to their expiry at 5.00pm (Melbourne time) on the date that is 2 years and 6 months after their date of issue (**Option Exercise Period**).
- (b) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms with existing Shares.
- (c) The Options will not be quoted on the Australian Securities Exchange.
- (d) The Company must give or cause to be given to each Option holder a holding statement or confirmation notice stating:
 - (i) the number of Options issued to the Option holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options and the Option Exercise Period.
- (e) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the Corporations Act 2001 (Cth).
- (f) The Options are freely transferable, subject to registration of the transfer by the Company.
- (g) For such time as the Company is listed, the official listing rules of ASX (Listing Rules) will apply to the Options.
- (h) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- (i) An Option holder is not entitled to participate in any new issue of securities to existing shareholders of the Company (Shareholders) unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
 - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.

- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) are changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (o) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- (p) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised in cleared funds.
- (q) The Options are exercisable on any day other than a Saturday, Sunday, public holiday or any other day that ASX declares is not a business day (Business Day) during the Option Exercise Period.
- (r) An Option holder must only exercise a minimum of 200,000 Options, and thereafter in multiples of 100,000, unless an Option holder exercises all of its Options.
- (s) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (t) Options will be deemed to be exercised on the date that the Notice of Exercise of Options Form is received by the Company in accordance with paragraph (p) and (q). The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
- (u) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
- (v) If required by the Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.

- (w) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **12:00pm (AEDT) on Monday, 23 November 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

