PROPHECY INTERNATIONAL HOLDINGS LIMITED
ACN 079 971 618

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting
27 November 2026

Time of Meeting
10.00 am (Adelaide time)

NOTICE OF ANNUAL GENERAL MEETING

PROPHECY INTERNATIONAL HOLDINGS LIMITED
ACN 079 971 618

Notice is hereby given that the Annual General Meeting of shareholders of Prophecy International Holdings Limited (**Company**) will be held virtually at 10.00 am (Adelaide time) on 27 November 2026.

The Meeting will be held virtually and shareholders will not be able to attend the Meeting in person. Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting can do so via the online meeting platform detailed below. Further details of how to access and participate in the Meeting are detailed below.

The Directors strongly encourage all shareholders to lodge proxy forms prior to the Meeting. The Company advises that a poll will be conducted for each of the resolutions.

Virtual Meeting with Live Online Voting

Shareholders and proxyholders will be able to attend and vote at the Meeting via the online platform by visiting https://meetnow.global/MYNNVU5 on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox). A guide on how to attend the Meeting is available at: www.computershare.com.au/virtualmeetingguide. Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre (see instruction 2 below) before the Meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder, select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

If it becomes necessary or appropriate to make alternative Meeting arrangements to those set out in this Notice, the Company will notify shareholders accordingly via the Company's website at www.prophecyinternational.com and the ASX announcements platform.

Ordinary Business

To consider the Financial Statements for the financial year ended 30 June 2026 and accompanying reports of the Directors and Auditor.

Resolution 1: Re-election of David Collins as Director

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

'*That Mr David Collins, being a Director who was appointed since the last Annual General Meeting of the Company, retires pursuant to Listing Rule 14.4 and rule 9.2 of the Company's Constitution and being eligible, and offering himself for re-election, is re-elected as a Director.*'

Resolution 2: Re-election of Grant Miles as Director

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

'*That Mr Grant Miles, being a Director of the Company, retires at the Annual General Meeting of the Company and being eligible, and offering himself for re-election, is re-elected as a Director.*'

Resolution 3: Adoption of Remuneration Report

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

'*That the Company adopt the Remuneration Report for the year ended 30 June 2026 as set out in the Company's Annual Report for the year ended 30 June 2026.*'

Please note that in accordance with section 250R of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 4: Approval of Previous Issue of Equity Securities

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

'*That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 6,500,000 fully paid ordinary shares and 3,500,000 options on the terms and conditions described in the Explanatory Memorandum.*'

Resolution 5: Approval of Previous Issue of Shares and Agreement to Issue Shares

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

'*That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 300,000 fully paid ordinary shares and the agreement by the Company to issue a further 500,000 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum.*'

Resolution 6: Appointment of BDO Audit Pty Ltd as Auditor

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

'*That subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton Audit Pty Ltd, for the purpose of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the Directors be authorised to set its remuneration.*'

Resolution 7: Approval of 10% Placement Facility

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special resolution**:

'*That pursuant to Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.*'

DATED 13 OCTOBER 2026

BY ORDER OF THE BOARD
PROPHECY INTERNATIONAL HOLDINGS LIMITED

GRANT MILES
COMPANY SECRETARY

NOTES:

1. **Explanatory Memorandum**

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in both this Notice of Annual General Meeting and the Explanatory Memorandum.

2. **Voting Exclusion Statements**

Resolution 3 – Adoption of Remuneration Report

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of any of the following persons:

(i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or

(ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

(i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(ii) the person is the chair of the meeting and the appointment of the chair as proxy:

- does not specify the way the proxy is to vote on the resolution; and
- expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Resolution 4 – Approval of Previous Issue of Equity Securities

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(i) a person who participated in the issue or is a counterparty to the agreement being approved; or

(ii) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval of Previous Issue of Shares and Agreement to Issue Shares

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(i) a person who participated in the issue or is a counterparty to the agreement being approved; or

(ii) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. How to Vote

A shareholder entitled to attend the Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a shareholder. If the shareholder is entitled to cast two or more votes at the Meeting the shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To record a valid vote, a shareholder/proxyholder will need to take the following steps:

3.1 visit https://meetnow.global/MYNNVU5 on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox). Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the Meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder, select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide; or

3.2 shareholders may cast their vote online prior to the Meeting by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed proxy form; or

3.3 shareholders may complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited, prior to the Meeting:

(a) by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

OR

(b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

3.4 Intermediary Online subscribers only (custodians), may cast the shareholder's vote online prior to the Meeting by visiting www.intermediaryonline.com.

If shareholders intend on voting prior to the Meeting, ensure that your preferred method of voting is done so that it is received no later than 10.00 am (Adelaide time) on 25 November 2026.

(Please note: if you have multiple holdings you will either need to log into the Computershare Meeting Platform for each SRN or HIN to vote live at the Meeting, or cast your vote on other holdings ahead of the Meeting via www.investorvote.com.au or by returning your proxy form no later than 10.00 am (Adelaide time) on 25 November 2026.)

Please note that if the chair of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolution 3 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy you can direct the chair to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box on the proxy form.

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

4. Attending the Meeting

Shareholders and proxyholders will be able to attend and vote at the Meeting via the online platform by visiting https://meetnow.global/MYNNVU5 on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox). A guide on how to attend the Meeting is available at: www.computershare.com.au/virtualmeetingguide. Online registration will open 30 minutes before the Meeting.

5. Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the chair considers it appropriate, the chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00 am (Adelaide time) on 25 November 2026 even if they plan to attend the Meeting online.

6. **Submitting Questions**

Shareholders may submit questions to the Company in advance of the Meeting. Questions must be submitted by emailing the Company Secretary at slaycock@prophecyinternational.com by 10.00 am (Adelaide time) on 25 November 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the chair.

The chair will attempt to respond to the questions during the Meeting. Prior to a shareholder asking a question, the chair will ask that they identify themselves (including the entity name of their shareholding and the number of shares they hold).

7. **'Snap Shot' Time**

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Directors have determined that all shares of the Company that are quoted on ASX as at 6.30 pm (Adelaide time) on 25 November 2026 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

8. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting but in any event by 10.00 am (Adelaide time) on 25 November 2026 or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening an Annual General Meeting of shareholders of Prophecy International Holdings Limited to be held on 27 November 2026. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 to 7.

ORDINARY BUSINESS: FINANCIAL REPORT, DIRECTORS' REPORT AND INDEPENDENT AUDITOR'S REPORT

In accordance with section 317 of the Corporations Act, the financial statements for the financial year ended 30 June 2026 and the accompanying reports of the Directors and Auditor will be presented for consideration by shareholders at the Meeting. These reports can be found in the Company's 2026 Annual Report which is available on the Company's website at ASX-Announcement-Annual-Report-Updated.pdf or the ASX.

Shareholders will be given a reasonable opportunity to ask questions and to make comments in relation to these reports. Shareholders will also be given an opportunity to ask a representative of the Company's auditor, Grant Thornton, questions relevant to the conduct of the audit, the preparation and conduct of the independent auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Neither the Corporations Act nor the Constitution requires shareholders to vote on such reports.

1. RESOLUTION 1: RE-ELECTION OF DAVID COLLINS AS DIRECTOR

Listing Rule 14.4 and rule 9.2 of the Constitution require that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, holds office only until the termination of the next Annual General Meeting of the Company, and is eligible for re-election at that Annual General Meeting.

The Board appointed Mr David Collins as an addition to the Board after the Company's last Annual General Meeting. Accordingly, Mr Collins retires pursuant to Listing Rule 14.4 and rule 9.2 of the Constitution and, being eligible, offers himself for re-election.

Mr Collins is an Executive Director of Paragon Care Limited (ASX: PGC) and holds a 28.7% ownership stake in that company. Mr Collins was a 50% shareholder of CH2 Holdings Pty Limited, a diversified healthcare distributor, which completed a transformational acquisition of ParagonCare via a reverse listing on the ASX in June 2024. Mr Collins was appointed as CEO and Managing Director in December 2015 of CH2 Holdings when Mr Collins and Mr Peter Lacaze acquired 100% of CH2 Holdings Pty Ltd and has now stepped back to be the Executive Director M&A. Mr Collins is also a major shareholder (31.9%) and Chairman of Aero Travel Solutions Pty Limited, an Australian-founded travel technology company specialising in airline retailing, distribution and booking solutions across NDC, GDS and LCC content from one platform. Aero Travel Solutions' objective is to become a core infrastructure provider for airline distribution and servicing in Australia and international markets, with a strong focus on travel agencies, TMCs, corporate travel, and strategic partners. Mr Collins has a long career in finance, management, and has extensive M&A experience. Whilst his unparalleled experience is in APAC wholesale and OEM distribution, Mr Collins provides deep knowledge and drive in setting businesses on strategic growth trajectories that deliver returns.

Resolution 1 is an ordinary resolution.

The Directors (with Mr Collins abstaining) recommend that shareholders vote in favour of Resolution 1.

The chair intends to vote undirected proxies in favour of Resolution 1.

2. RESOLUTION 2: RE-ELECTION OF GRANT MILES AS DIRECTOR

Mr Grant Miles was appointed as a Director in May 2015.

In accordance with Listing Rule 14.4, a director must not hold an office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Further, rule 6.1 of the Constitution requires that at the annual general meeting, 1/3 of the Directors (or if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3) retire from office but no Director may retain office for more than 3 years without submitting themselves for re-election even though the submission results in more than 1/3 of the Directors retiring from office. Mr Miles was last re-elected as a Director at the Company's Annual General Meeting held on 29 November 2024.

In accordance with Listing Rule 14.4 and rule 6.1 of the Constitution, Mr Miles retires as a Director and, being eligible, offers himself for re-election.

A resume for Mr Miles follows:

Qualifications	Bachelor of Arts in Accountancy
Experience	Chartered Accountant – Fellow (FCA) Grant is the Managing Partner of Moore Australia (SA) Pty Ltd Grant was appointed Company Secretary in May 2013 and a Director in May 2015. Grant has over 30 years' experience in finance and accounting matters and provides the Board with strong skills in this area
Interests in shares and options	150,000 ordinary shares and no options
Special responsibilities	Finance Director Chair of the Audit Committee Chair of the Remuneration Committee
Other current directorships in listed entities now and in the previous 3 years	None

Resolution 2 is an ordinary resolution.

The Directors (with Mr Miles abstaining) recommend that shareholders vote in favour of Resolution 2.

The chair intends to vote undirected proxies in favour of Resolution 2.

3. RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

The Annual Report for the year ended 30 June 2026 contains a Remuneration Report which sets out the remuneration policy of the Company.

An electronic copy of the 2026 Annual Report is available to download or view on the Company's website at ASX-Announcement-Annual-Report-Updated.pdf The 2026 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 3 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

Section 250R(4) of the Corporations Act prohibits a vote on this resolution being cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, under section 250R(5) of the Corporations Act a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the person is the chair of the meeting and the appointment of the chair as proxy:

    (i) does not specify the way the proxy is to vote on the resolution; and

    (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Please note that if the chair of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolution 3 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy you can direct the chair to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box on the proxy form.

Resolution 3 is an ordinary resolution.

The chair intends to vote undirected proxies in favour of Resolution 3.

Please also note that under sections 250U and 250V of the Corporations Act, if at two consecutive annual general meetings of a listed company at least 25% of votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these annual general meetings there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date of the resolution to make the Remuneration Report was approved (other than the managing

director), must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'. The Remuneration Report did not receive a 'first strike' at the Company's 2025 Annual General Meeting.

4. RESOLUTON 4: APPROVAL OF PREVIOUS ISSUE OF EQUITY SECURITIES

On 5 March 2026 (**Issue Date**), the Company issued 6,500,000 ordinary shares at an issue price of $0.15 per share to raise $975,000 together with 3,500,000 options exercisable at $0.15 each on or before 30 November 2026 (**Issue**).

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

The Issue does not fit within any of the exceptions to Listing Rule 7.1 and Listing Rule 7.1A and, as it has not yet been approved by the Company's shareholders, it (assuming that Resolution 7 is passed) effectively uses up part of the combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A for the 12 month period following the Issue Date.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A (assuming that Resolution 7 is passed), effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the Issue will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A (assuming that Resolution 7 is passed), effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to the Collins Millar Family Trust and the Collins Millar Super Fund, and the options were issued to the Collins Millar Super Fund.

- 6,500,000 ordinary shares and 3,500,000 options have been issued.

- The shares are fully paid ordinary shares in the Company and rank equally with all other shares on issue.

  The terms and conditions of the options are contained in annexure A of this Explanatory Memorandum.

- The shares and options were issued on 5 March 2026.

- The shares were issued at $0.15 per share.

  The options were not issued for monetary or other consideration.

- Funds raised from the issue of the shares will be primarily applied towards additional working capital.

- The shares and options were not issued under an agreement.

Resolution 4 is an ordinary resolution.

The Directors recommend that shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

5. RESOLUTION 5: APPROVAL OF PREVIOUS ISSUE OF SHARES AND AGREEMENT TO ISSUE SHARES

On 7 May 2026 the Company announced that it had entered an Agreement that allows it to deploy certain third party artificial intelligence software with its existing solutions. As part payment for the rights to use the AI software, the Company issued 300,000 ordinary shares (**Issue**) on 8 May 2026 and has agreed to issue a further 500,000 ordinary shares (**Agreement to Issue**) in December 2026.

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 or agree to 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.

The Issue and Agreement to Issue do not fit within any of these exceptions and, as they have not yet been approved by the Company's shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue or agreement to 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 into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval to the Issue and Agreement to Issue under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Issue and Agreement to Issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A (assuming that

Resolution 7 is passed), effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, the Issue and Agreement to Issue will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and Listing Rule 7.1A (assuming that Resolution 7 is passed), effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date.

For the purpose of Listing Rule 7.5 information regarding the Issue and Agreement to Issue is provided as follows:

- The shares were and will be issued to Matthew Foster.
- 300,000 ordinary shares have been issued and a further 500,000 ordinary shares have agreed to be issued.
- The shares are fully paid ordinary shares in the Company and rank equally with all other shares on issue.
- 300,000 shares were issued on 8 May 2026 and a further 500,000 shares will be issued not later than three months after the date of the Meeting.
- The shares were not, and will not be, issued for monetary consideration.
- The shares were issued as part payment for the Company's right to use the relevant software with its existing solutions.
- Pursuant to an Agreement entered into on 15 April 2026, the Company has the right to use the relevant software with its existing solutions until at least 31 October 2027 in consideration for the payment of a licence fee of $170,000, the payment of 35% of revenue from the relevant software and the issue of the 800,000 ordinary shares the subject of Resolution 5.

Resolution 5 is an ordinary resolution.

The Directors recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

6. RESOLUTION 6: APPOINTMENT OF BDO AUDIT PTY LTD AS AUDITOR

6.1 Background

Under section 329(5) of the Corporations Act, an auditor of a public company can only resign if they apply for, and receive, formal written consent from ASIC.

The Company's current external auditor, Grant Thornton Audit Pty Ltd, has given the Company written notice of its intention to resign. Grant Thornton Audit Pty Ltd has lodged an application with ASIC seeking consent for this resignation. The decision to change auditors follows a routine commercial review of the Company's external audit requirements. The Board notes that there have been no disagreements, disputes or unresolved matters between management and Grant Thornton Audit Pty Ltd regarding accounting treatments or auditing practices.

6.2 Proposed Appointment

In accordance with section 328B(1) of the Corporations Act, a shareholder of the Company has nominated BDO Audit Pty Ltd for appointment as the new external auditor. A copy of this nomination is contained in annexure B of this Explanatory Memorandum.

BDO Audit Pty Ltd has given its written consent to act as the Company's auditor, subject to ASIC granting its consent to Grant Thornton Audit Pty Ltd's resignation.

If ASIC grants its consent prior to the Meeting and Resolution 6 is passed, the resignation and the new appointment will both take effect at the conclusion of the Meeting. If ASIC's consent is granted after the Meeting and Resolution 6 is passed, the appointment of BDO Audit Pty Ltd will formally take effect on the specific date nominated by ASIC in its written notice of approval.

Resolution 6 is an ordinary resolution.

The Directors recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

7. RESOLUTION 7: APPROVAL OF 10% PLACEMENT FACILITY

7.1 General

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, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

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

Resolution 7 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval. The exact number of Equity Securities which may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 7.2(c)).

If Resolution 7 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 7 is not passed, the Company will not be able to access the 10% Placement Facility and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

7.2 Description 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 quoted class of Equity Securities, namely fully paid ordinary shares.

(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 (refer to section 7.2(f)), a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;

- plus the number of partly paid ordinary securities that became fully paid in the relevant period;

- less the number of fully paid ordinary securities cancelled in the relevant period.

(*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 relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(*Note that* ***relevant period*** *has the same meaning in Listing Rule 7.1, namely:*

- *if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or*

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

(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.l.

At the date of this Notice, the Company has on issue 80,562,934 quoted ordinary shares and therefore has a capacity to issue:

(i) 12,084,440 Equity Securities under Listing Rule 7.1; and

(ii) subject to shareholder approval being obtained under Resolution 7, 8,056,293 Equity Securities under Listing Rule 7.1A.

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 7.2(c)).

(e) **Minimum Issue Price**

The Equity Securities issued under Listing Rule 7.1A.2 must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date referred to in section 7.2(e)(i), the date on which the Equity Securities are issued.

(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:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the Company's next annual general meeting; and

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

(**10% Placement Period**).

7.3 **Listing Rule 7.1A**

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period in addition to using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of at least 75% of the votes cast by shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the resolution.

7.4 **Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility to the extent that such information is not disclosed elsewhere in this Explanatory Memorandum:

(a) The Company intends to use the funds raised from the issue of Equity Securities towards an acquisition of new assets or investments (including expense associated with such acquisition) and/or general working capital.

(b) There is a risk that:

(i) the market price for the Company's Equity Securities in the same class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date,

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

The table below shows the risk of voting dilution of existing shareholders on the basis of the current market price of shares and the current number of

ordinary shares 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 shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro rata entitlements issue) 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 shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in formula in Listing Rule 7.1A.2		**Issue Price**		
		$0.034 **50% decrease in issue price**	$0.068 **issue price**	$0.136 **100% increase in issue price**
Current Variable 'A' 80,562,934 shares	**10% voting dilution**	8,056,293 shares	8,056,293 shares	8,056,293 shares
	Funds raised	$273,913.96	$547,827.92	$1,095,655.85
50% increase in current Variable 'A' 120,844,401 shares	**10% voting dilution**	12,084,440 shares	12,084,440 shares	12,084,440 shares
	Funds raised	$410,870.96	$821,741.92	$1,643,483.84
100% increase in current Variable 'A' 161,125,868 shares	**10% voting dilution**	16,112,586 shares	16,112,586 shares	16,112,586 shares
	Funds raised	$547,827.92	$1,095655.85	$2,191,311.70

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No options, performance rights or restricted share units are exercised or converted into shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements pursuant to the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and no other issues of Equity Securities.
- The issue of Equity Securities under the 10% Placement Facility consists only of shares.

- The issue price is $0.068, being the closing price of the shares on ASX on 12 October 2026, being the last practicable date before this Notice was signed.

(c) The Company will comply with the disclosure obligations under Listing Rule7.1A.4 upon issue of any Equity Securities under Listing Rule 7.1A.

(d) 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 allottees of Equity Securities and the number of Equity Securities allotted to each will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

(i) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issues in which existing shareholders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders (subject to shareholder approval, if required) and/or new shareholders who are not related parties or associates of a related party of the Company.

(e) The Company did not obtain shareholder approval under Listing Rule 7.1A at its 2025 Annual General Meeting.

(f) At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2.

Resolution 7 is a **special resolution**.

The Directors recommend that shareholders vote in favour of Resolution 7.

The chair intends to vote undirected proxies in favour of Resolution 7.

8. GLOSSARY

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

10% Placement Facility has the meaning given in section 7.1;

10% Placement Period has the meaning given in section 7.2(f);

ASIC means Australian Securities and Investments Commission;

ASX means ASX Limited ACN 008 624 691;

Board means the board of directors of the Company;

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

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;

(e) a company the member controls; or

(f) a person prescribed as such by the *Corporations Regulations 2001* (Cth);

Company means Prophecy International Holdings Limited ACN 079 971 618;

Constitution means the existing constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

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

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Listing Rules means the listing rules of ASX;

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of annual general meeting to which this Explanatory Memorandum is attached;

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

VWAP means volume weighted average price.

ANNEXURE A

1. Each option entitles the holder to one ordinary share in the Company.

2. The options held by the optionholder are exercisable in whole or in part at any time during the period commencing on the date of grant and expiring on 30 November 2026 (**Exercise Period**). Options not exercised before the expiry of the Exercise Period will lapse.

3. The optionholder must notify the Company at least five business days before exercising any options. Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of $0.15 per option in cleared funds.

4. The Company will not apply for official quotation on ASX of the options. The Company will make application for official quotation on ASX of new shares allotted on exercise of the options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the options will qualify for dividends declared after the date of their allotment.

5. Options can only be transferred with Board approval, except that if at any time before expiry of the Exercise Period the optionholder dies, the legal personal representative of the deceased optionholder may:

   (a) elect to be registered as the new holder of the options;

   (b) whether or not he becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted; and

   (c) if the deceased has already exercised options, pay the exercise price in respect of those options.

6. An optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the option has been exercised and shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give prior notice to the optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.

7. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.

8. If the Company makes a rights issue (other than a bonus issue), the exercise price of options on issue will be reduced according to the following formula:

$$A = O - \frac{E\,[P - (S + D)]}{(N + 1)}$$

Where:

A = the new exercise price of the option;

O = the old exercise price of the option;

E = the number of underlying ordinary shares into which one option is exercisable;

P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stockmarket of ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);

S = the subscription price for a security under the pro rata issue;

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

9. If, during the currency of the options the issued capital of the Company is reorganised, those options will be reorganised to the extent necessary to comply with ASX Listing Rules.

ANNEXURE B

Notice of Nomination of Auditor
Prophecy International Holdings Limited
ACN 079 971 618
Date 13 October 2026

Appointment of auditor

Following the resignation of Grant Thornton Audit Pty Ltd, subject to ASIC consent, I wish to nominate BDO Audit Pty Ltd as auditor of Prophecy International Holdings Limited at the forthcoming annual general meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the annual general meeting and Prophecy International Holdings Limited.

_____
Member Signature

Grant Miles
_____
Member Name

13 October 2026
_____
Date

Prophecy International Holdings Limited
ABN 16 079 971 618

Need assistance?

Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

000001001A2

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (ACDT) on Wednesday, 25 November 2026.**

Proxy Form

XX

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 139243

SRN/HIN:

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

By Mail:

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

By Fax:

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

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

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

SAMPLE

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Prophecy International Holdings Limited hereby appoint

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prophecy International Holdings Limited to be held as a virtual meeting on Friday, 27 November 2026 at 10:00am (ACDT) and at any adjournment or postponement of that meeting.
Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.
Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Re-election of David Collins as Director	☐	☐	☐
Resolution 2	Re-election of Grant Miles as Director	☐	☐	☐
Resolution 3	Adoption of Remuneration Report	☐	☐	☐
Resolution 4	Approval of Previous Issue of Equity Securities	☐	☐	☐
Resolution 5	Approval of Previous Issue of Shares and Agreement to Issue Shares	☐	☐	☐
Resolution 6	Appointment of BDO Audit Pty Ltd as Auditor	☐	☐	☐
Resolution 7	Approval of 10% Placement Facility	☐	☐	☐

SAMPLE

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number	Email Address

computershare