

26 October 2026

Dear Shareholders

Annual General Meeting – Notice of Meeting & Proxy Form

Notice is hereby given that the Annual General Meeting (Meeting) of shareholders of MyEco Group Ltd (Company) (ASX: MCO) will be held at the offices of William Buck, at Level 20, 181 William Street, Melbourne VIC 3000 on Tuesday 24 November 2026 at 10:00am (Melbourne time)

In accordance with section 110D (1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Company's notice of Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the following link:

- via the Company's website at <https://myeco.group/investors/#asx>; and
- via the ASX page at <https://www.asx.com.au/markets/company/MCO>; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 401 326 434 or at investors@myeco.group between 9:00am to 5:00pm (AEDT) on Monday to Friday to arrange to access a copy of the Notice.

For and on behalf of The Board of MyEco Group Ltd.

Yann Hessel
Company Secretary
MyEco Group Ltd



MYECO GROUP LTD
(ABN 89 064 755 237)

NOTICE OF ANNUAL GENERAL MEETING

Time: 10:00 am Melbourne time

Date: Tuesday, 24 November 2026

**Venue: In person at Level 20, 181 William Street, Melbourne
VIC 3000**

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

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 401 326 434

MYECO GROUP LTD

(ABN 89 064 755 237)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM” or “Annual General Meeting”) of Shareholders of MyEco Group Ltd (ABN 89 064 755 237) (ASX: MCO) (“MyEco Group” or the “Company”) will be held in person at the offices of William Buck, at Level 20 181 William Street, Melbourne VIC 3000 on Tuesday 24 November 2026 at 10:00am (Melbourne time) for the purposes of transacting the following business.

If you are unable to attend the AGM in person, we invite and encourage you to watch a live webcast online at https://us02web.zoom.us/webinar/register/WN_zo1zIYo-Q96UzWJSrAl_Sw

The Explanatory Memorandum and Proxy Form accompanying this Notice of Annual General Meeting (“NOM”, “Notice” or “Notice of Meeting”) are hereby incorporated in and comprise part of this Notice of Annual General Meeting.

All capitalised terms that are not specifically defined in this Notice of Meeting have the same meaning as in the *Corporations Act 2001* (Cth).

AGENDA

FINANCIAL STATEMENTS, DIRECTORS’ REPORT, AND AUDITOR’S REPORT

To receive and consider the Financial Statements, the Directors’ Report, and the Independent Auditor’s Report for the Company for the financial year ended 30 June 2026 (“Annual Report”).

An electronic copy of the Annual Report is available to download or view on the Company’s website at: <https://myeco.group/Appendix-4E-and-FY26-Annual-Report>

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

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, the following non-binding resolution as an **Ordinary Resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026, as set out in the Directors’ Report of the Annual Report of the Company on pages 21 to 30, be adopted.”

Note: The vote on this Resolution 1 is advisory only and does not bind the Company or the Directors.

Voting Prohibition Statement

In accordance with section 250R(4) of the *Corporations Act 2001* (Cth), a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 (as set out above), and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting, and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – STEPHEN WALTERS

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

“That Stephen Walters who retires as a Director of the Company by rotation in accordance with ASX Listing Rule 14.5 and clause 4.3 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF DIRECTOR – RICHARD TEGONI

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

“That Richard Tegoni who retires as a Director of the Company by rotation in accordance with ASX Listing Rule 14.5 and clause 4.3 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3.

RESOLUTION 4: RATIFICATION OF THE PRIOR ISSUE OF 770,000 CONVERTIBLE NOTES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 770,000 Convertible Notes to sophisticated and professional investors, and such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

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

- (a) any person or persons who participated in the issue or is a counterparty to the agreement being approved; and
- (b) any associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

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

RESOLUTION 5: APPROVAL OF THE ISSUE OF 25,000 CONVERTIBLE NOTES TO CHOCOLATE HOME LOANS PTY LTD

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 25,000 Convertible Notes to Chocolate Home Loans Pty Ltd (a related party of Mr Richard Tegoni) and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion Statement

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

- (a) Mr Richard Tegoni, Chocolate Home Loans Pty Ltd and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or

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

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

RESOLUTION 6: APPROVAL OF THE ISSUE OF 25,000 CONVERTIBLE NOTES TO RATHANEY PTY LTD

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 25,000 Convertible Notes to Rathaney Pty Ltd (a related party of Mr James (Jim) Walsh), and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Mr Jim Walsh, Rathaney Pty Ltd and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

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

RESOLUTION 7: APPROVAL OF THE ISSUE OF 100,000 CONVERTIBLE NOTES TO MR DONALD HALLER JR.

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 100,000 Convertible Notes to Mr Donald Haller Jr., and the issue of such number of fully paid ordinary shares in the capital of the Company on the conversion of the Convertible Notes, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Mr Donald Haller Jr. and any other person who will likely obtain a material benefit as a result of the issue of the Convertible Notes (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

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

RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 9,861,309 Placement Shares previously issued under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) any person or persons who participated in the issue or is a counterparty to the agreement being approved; and
- (b) any associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

The Chairman intends to vote all available proxies in favour of Resolution 8.

RESOLUTION 9: APPROVAL OF THE ISSUE OF 8,851,513 PLACEMENT SHARES TO MR DONALD HALLER JR

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

“That, for the purpose of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the allotment and issue of 8,851,513 Placement Shares to Mr Donald Haller Jr under the placement announced on 16 October 2026 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) Mr Donald Haller Jr and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form;

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

The Chairman intends to vote all available proxies in favour of Resolution 9.

RESOLUTION 10: APPROVAL OF THE ISSUE OF 588,236 PLACEMENT SHARES TO RATHANEY PTY LTD

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

“That, for the purpose of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the allotment and issue of 588,236 Placement Shares to Rathaney Pty Ltd (a related party of Mr James (Jim) Walsh) under the placement announced on 16 October 2026 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Rathaney Pty Ltd, Mr James (Jim) Walsh and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a Shareholder); and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

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

The Chairman intends to vote all available proxies in favour of Resolution 10.

RESOLUTION 11: RE-APPROVAL OF EMPLOYEE INCENTIVE PLAN

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

“That, for the purpose of ASX Listing Rule 7.2, Exception 13 and for all other purposes, Shareholders approve the Company’s Employee Incentive Plan and the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of any person who is eligible to participate in the Employee Incentive Plan or an associate of that person (or persons).

However, the Company will not disregard a vote cast in favour of Resolution 11 if:

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

Voting Prohibition Statement

A person appointed as proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 11.

RESOLUTION 12: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

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

“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities totalling 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.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of the issue of Equity Securities under Listing Rule 7.1A (except a benefit solely in the capacity of a holder of Shares from any potential proposed issue); or
- (b) any associate of that person (or those persons).

However, the Company will not disregard a vote if:

- (c) it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form;
- (d) it is cast by the Chairman of the Annual General Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (f) 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
- (g) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to exercise all undirected proxies in favour of Resolution 12.

ENTITLEMENT TO ATTEND AND VOTE AT MEETING

Entitlement to attend and vote at the Annual General Meeting

All members may attend the Annual General Meeting. The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations that for the purposes of voting at the meeting, shares will be taken to be held by the persons who are registered as the holders of those shares as at 10:00 am (AEDT) on **22 November 2026**. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Voting in Person

If you are proposing to attend the Annual General Meeting and vote, there is no need for you to take any further action at this time.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Annual General Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Annual General Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Annual General Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 10:00 am (AEDT) on 22 November 2026.

- by mail to Share Registry

Automic Group

GPO Box 5193, Sydney NSW 2000

- personally, to Share Registry

Automic Group

Level 5, 126 Phillip St Sydney NSW 2000

- by email: meetings@automicgroup.com.au
- by email: investors@myeco.group

Further instructions are on the reverse of the Proxy Form.

Undirected Proxies and Voting Restrictions

Where permitted, the Chairman of the Annual General Meeting will vote undirected proxies **in favour** of all the Resolutions. This will be on the basis that the Proxy Form expressly authorises the Chairman to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If you appoint a Director (other than the Chairman of the meeting), or any of the Company's other Key Management Personnel or a Closely Related Party of that person, as your proxy and do not direct your proxy how to vote on Resolutions 1, 11 and 12 the proxy will not be permitted to vote as your proxy on those resolutions. Accordingly, if you want your vote to be counted on those Resolutions, you should direct your proxy how to vote in respect of those Resolutions.

Corporate representation

A corporation which is a member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Annual General Meeting. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Annual General Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

Voting Exclusion

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Annual General Meeting.

By Order of the Board of

MyEco Group Ltd

Yann Hessel

Company Secretary

Dated: **26 October 2026**

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the MyEco Group Ltd (ABN 89 064 755 237) (ASX: MCO) (“**MyEco Group**” or the “**Company**”) Notice of Annual General Meeting to be held in person at the offices of William Buck, at Level 20, 181 William Street, Melbourne VIC 3000 on **Tuesday 24 November 2026 at 10:00am (AEDT)** for the purposes of transacting the following business.

BUSINESS**RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)****Background**

As required by section 317 of the *Corporations Act 2001* (Cth), the Financial Report, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2026 will be laid before the Annual General Meeting. The Remuneration Report is included in the Directors' Report contained in the Company's 2026 Annual Report at pages 21 to 30 inclusive.

Shareholders may access the Company's 2026 Annual Report by visiting the Company's website (www.myeco.group) or may order a hard copy of the 2026 Annual Report by emailing the Company Secretary at yhessel@myeco.group.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of non-executive Directors, executive Directors and senior management of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Director and the most highly remunerated senior management of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of executive Directors and senior management of the Company.

Pursuant to section 250R(2) of the *Corporations Act 2001* (Cth), at the Annual General Meeting, the Company must propose a resolution that the Remuneration Report be adopted.

The purpose of Resolution 1 is to seek Shareholder approval to adopt the Remuneration Report.

Section 250R (3) of the *Corporations Act 2001* (Cth) provides that Resolution 1 is advisory only and does not bind the Directors of the Company.

However, in accordance with sections 250U and 250V of the *Corporations Act 2001* (Cth), 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 further resolution (the 'spill resolution') on whether another meeting (known as a 'spill meeting') should be held (within 90 days) at which all Directors (other than the Executive Director and any directors appointed since the applicable Directors' Report was approved by the Board) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general meeting to consider the composition of the Board.

The Company's 2025 Remuneration Report did not receive a "no" vote of 25% or more when it was tabled at the 2025 Annual General Meeting.

The Chairman of the Annual General Meeting, in accordance with section 250SA of the *Corporations Act 2001* (Cth), will give Shareholders a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

Voting exclusion statement

The Company will also apply voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Meeting under a power of attorney, on the basis that references to persons attending and voting are read as references to persons attending and voting and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

Directors' Recommendation

As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance, makes no recommendations regarding Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – STEPHEN WALTERS

Background

Under ASX Listing Rule 14.5, any entity which has directors must hold an election of directors at each annual general meeting.

Clause 4.3(c) of the Company's Constitution provides that one-third of the Directors, or where their number is not a multiple of three, the whole number nearest to one-third, must retire at each annual general meeting. The Directors required to retire are those who have been longest in office since their last election.

Accordingly, as Mr Walters is the longest serving in office, he is required to stand for re-election at this Meeting.

Pursuant to Resolution 2, Mr Walters retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting. The following is the background of the Director who is seeking re-election:

Mr Stephen Walters

Joined the Board on 21 April 2015. Stephen is a veteran in the flexible packaging industry having held senior management positions with Orica Limited (formerly ICI Australia) and Stellar Films Group. He was instrumental in the integration of the Stellar and Cardia businesses which combined conventional and compostable plastics technology knowhow – the formation of what has become MyEco Group. Stephen has a B. Bus (Marketing).

The purpose of Resolution 2 is to re-elect Mr Walters, who retires and seeks re-election in accordance with clause 4.3 of the Company's Constitution.

Directors' Recommendation

The Directors (other than the relevant Director in relation to his own re-election) unanimously recommend that members vote **in favour** of Resolution 2.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF DIRECTOR – RICHARD TEGONI

Background

Under ASX Listing Rule 14.5, any entity which has Directors must hold an election of Directors at each Annual General Meeting.

Clause 4.3(c) of the Company's Constitution provides that one-third of the Directors, or where their number is not a multiple of three, the whole number nearest to one-third, must retire at each annual general meeting. The Directors required to retire are those who have been longest in office since their last election

Accordingly, as Mr Tegoni is one of the longest serving in office, he is required to stand for re-election at this Meeting.

Pursuant to Resolution 3, Mr Tegoni retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting. The following is the background of the Director who is seeking re-election:

Mr Richard Tegoni

Joined the Board as a Non-Executive Director on 21 December 2012 and became Non-Executive Chairman on 18 October 2013 before being appointed as Executive Chairman on 16 September 2014. Richard took on the role of CEO and Executive Director effective 1 February 2023. He transitioned from this role to Executive Director on 2 December 2025, and to Non-Executive Director on 1 May 2026.

Richard led the transformation of MyEco Group Ltd over the past 15 years from a small, listed materials business to a global company supplying Australia's number one compostable bag brand to over 2,400 stores within Australia and with sales to over 14 countries. His extensive experience spans bioplastics, publishing, finance, and telecommunications.

The purpose of Resolution 3 is to re-elect Mr Tegoni who retires and seeks re-election in accordance with clause 4.3 of the Company's Constitution.

Directors' Recommendation

The Directors (other than the relevant Director in relation to his own re-election) unanimously recommend that members vote **in favour** of Resolution 3.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3.

RESOLUTION 4: RATIFICATION OF THE PRIOR ISSUE OF 770,000 CONVERTIBLE NOTES**Background**

On 20 April 2026, the Company entered into a Convertible Note Deed (**Convertible Note Deed**) with various professional and sophisticated investors and certain Directors whereby the professional and sophisticated investors agreed to provide a \$770,000 convertible note debt facility to the Company through the subscription of 770,000 Convertible Notes (**SI Convertible Notes**). Further key terms of the Convertible Note Deed include the following:

- (a) The Convertible Notes issued have a three year term each with a face value of \$1.00;
- (b) Each note is convertible into fully paid ordinary shares in the Company at a 15% discount to the 14-day VWAP preceding the date of the conversion notice, subject to a maximum conversion price of \$0.05 per share and a minimum conversion price of \$0.019 per share;
- (c) The Convertible Notes accrue interest at a rate of 10.5% per annum with interest paid quarterly until conversion into shares or maturity;
- (d) Conversion is permitted during the period commencing the date which is twelve (12) months following issue date (20 April 2026) until maturity, with mandatory conversion at the maturity date (20 April 2029); and
- (e) The Company may redeem the Convertible Notes in whole, or in part, at any time from the draw down date until maturity with 30 days' notice to noteholders, who may then convert all or a part of their outstanding principal and accrued interest during the 30 day notice period.

ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that without the approval of shareholders a company must not issue or agree to issue more securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be an amount that would exceed 15% of the issued shares at the commencement of that 12 month period, unless an exception in ASX Listing Rule 7.2 applies.

ASX Listing Rule 7.4 provides that an issue of securities made without approval of shareholders under ASX Listing Rule 7.1, is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if each of the following apply:

- (a) the issue of securities did not breach ASX Listing Rule 7.1; and
- (b) holders of ordinary securities subsequently approve the issue.

Resolution 4 seeks the approval of the Company's Shareholders under ASX Listing Rule 7.4 to ratify the prior allotment and issue of the SI Convertible Notes, so as to refresh the Company's ability to issue up to 15% of its share capital (in a 12-month period) pursuant to ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.5**(a) Number of securities issued and Allotees**

The Company issued a total 770,000 Convertible Notes to sophisticated and professional investors as defined by the Corporations Act, who were identified through a bookbuild process which involved the Company's lead manager, Canaccord Genuity Financial Limited, seeking expressions of interest to participate in a convertible note raising from non-related parties of the Company. Further details are as follows:

Holder	Notes	Debt Facility	Shares upon conversion
SI Investors	770,000	\$770,000	40,526,316

(b) Issue price of securities

Each of the Convertible Notes have a face value of \$1.00, with an aggregate principal amount for all Convertible Notes of \$770,000.

On conversion of each Convertible Note, Shares will be issued, subject to a minimum price of \$0.019 per Share and a maximum price of \$0.050 per Share, at a price that is equivalent to 85% VWAP of the Company's Shares sold on ASX during the 14-trading day period immediately preceding the date on which the Conversion Notice is received by the Company (**Conversion Price**).

(c) The terms of the securities

The terms and conditions of each of the Convertible Notes are set out in Schedule 1.

A summary of the terms of the Convertible Note Deed is provided above in the Background.

(d) Intended use of the funds raised

The funds raised have been to fund the Company's growth plans.

(e) Date of issue

The Convertible Notes were issued on 20 April 2026.

Information Required by Listing Rule 14.1A

If Resolution 4 is passed, the prior issue of the SI Convertible Notes will be treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1. As a result, the Convertible Notes will no longer count towards the Company's placement capacity under ASX Listing Rule 7.1, thereby refreshing the Company's ability to issue up to 15% of its share capital (in a 12-month period) pursuant to ASX Listing Rule 7.1.

If Resolutions 4 is not passed, the prior issue of the SI Convertible Notes will remain valid and the Noteholders' rights will not be affected. However, the SI Convertible Notes will continue to count towards the Company's placement capacity under ASX Listing Rule 7.1, thereby reducing the number of equity securities the Company can issue without further shareholder approval.

Voting Exclusion Statement

A voting exclusion statement for Resolution 4 is included in the Notice of Meeting accompanying the Explanatory Memorandum.

The Chairman intends to exercise all undirected proxies in favour of Resolution 4.

RESOLUTIONS 5-7: APPROVAL OF ISSUE OF CONVERTIBLE NOTES

Background

Pursuant to the Convertible Note Deed, Directors Richard Tegoni, Jim Walsh and Donald Haller Jr also agreed to subscribe for Convertible Notes in the Convertible Note raise subject to shareholder approval. Details are as follows:

- (a) Chocolate Home Loans Pty Ltd (a related party of Mr Tegoni) agreed provide a \$25,000 convertible note debt facility to the Company through the subscription of 25,000 Convertible Notes;
- (b) Rathaney Pty Ltd (a related party of Mr Walsh) agreed to provide a \$25,000 convertible note debt facility to the Company through the subscription of 25,000 Convertible Notes; and
- (c) Mr Donald Haller Jr agreed to provide a \$100,000 convertible note debt facility to the Company through the subscription of 100,000 Convertible Notes.

(together, the **Director Convertible Notes**)

The issue of the Director Convertible Notes, and any subsequent issue of Shares upon their conversion, are subject to shareholder approval under ASX Listing Rule 10.11.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party (which includes a Director and former Director) of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, Chocolate Home Loans Pty Ltd, Rathaney Pty Ltd and Mr Donald Haller Jr. are each related parties of the Company by virtue of being a Director, or an entity controlled by a Director, and the issue of Convertible Notes to them constitutes the giving of a financial benefit.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for the giving of a financial benefit to a related party where the benefit would be reasonable in the circumstances if the Company and the related party were dealing at arm's length.

The Board (other than the relevant Directors in relation to their own resolution) considers the issue of the Director Convertible Notes to be reasonable and at arm's length as the Director Convertible

Notes were to be issued on the same terms and conditions as those offered to sophisticated and institutional investors.

Therefore, the Company will not seek approval for the issue or conversion of the Director Convertible Notes pursuant to section 208 of the Corporations Act as the exception under section 210 of the Corporations Act applies. However, the Company is seeking approval for the issue and any subsequent conversion of the Director Convertible Notes to the Directors pursuant to ASX Listing Rule 10.11.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that without the approval of shareholders, a company must not issue or agree to issue equity securities to a related party of the Company, or a person whose relationship with the Company or a related party is, in ASX's opinion, such that approval should be obtained.

Chocolate Home Loans Pty Ltd, Rathaney Pty Ltd and Mr Donald Haller Jr each fall within ASX Listing Rule 10.11.1, being related parties of the Company by virtue of being a Director, or an entity controlled by a Director, of the Company.

Resolutions 5-7 seek the approval of the Company's Shareholders' under ASX Listing Rule 10.11 to approve the issue of the Director Convertible Notes and any subsequent issue of Shares upon conversion in accordance with the terms of the Convertible Note Deed.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Director Convertible Notes or any subsequent conversion as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Director Convertible Notes will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Information required by ASX Listing Rule 10.13**(a) Number of securities and Allotees**

The Company wishes to approve the issue and any subsequent conversion of a total 150,000 Convertible Notes to the following Directors of the Company and persons falling within the definition of Listing Rule 10.11.1:

Holder	Notes	Debt Facility	Shares upon conversion at minimum price	Resolution
Chocolate Home Loans Pty Ltd (related party of Richard Tigoni)	25,000	\$25,000	1,315,789	5
Rathaney Pty Ltd (related party of Mr Jim Walsh)	25,000	\$25,000	1,315,789	6
Mr Donald Haller Jr	100,000	\$100,000	5,263,158	7

(b) Issue price of securities

Each of the Convertible Notes has a face value of \$1.00, with an aggregate principal amount for all Convertible Notes of \$150,000.

On conversion of each Convertible Note, Shares will be issued, subject to a minimum price of \$0.019 per Share and a maximum price of \$0.050 per Share, at a price that is equivalent to 85% VWAP of the Company's Shares sold on ASX during the 14-trading day period immediately preceding the date on which the Conversion Notice is received by the Company (**Conversion Price**).

(c) Date by which the securities will be issued

The Director Convertible Notes will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as may be permitted pursuant to any ASX waiver or amendment of the ASX Listing Rules).

(d) The terms of the securities

The terms and conditions of each of the Convertible Notes are set out in Schedule 1.

(e) The terms of the Convertible Note Deed

A summary of the terms of the Convertible Note Deed is provided above in the Background of Resolution 4.

(f) Intended use of the funds raised

The funds raised have been to fund the Company's growth plans.

Information Required by ASX Listing Rule 14.1A

If Resolutions 5-7 are passed, the Company will be able to proceed with the issue of the Director Convertible Notes within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolutions 5-7 are not passed, the Company will not be able to proceed with the issue of the Convertible Notes to the Directors. Resolutions 5-7 are each an independent Resolution.

Voting Exclusion Statement

A voting exclusion statement for Resolutions 5-7 is included in the Notice of Meeting accompanying the Explanatory Memorandum.

Director's recommendations

The Directors (other than Mr Richard Tegoni in relation to Resolution 5, Mr Jim Walsh in relation to Resolution 6, and Mr Donald Haller Jr in relation to Resolution 7) unanimously recommend that Shareholders vote **in favour** of Resolutions 5-7.

The Chairman intends to exercise all undirected proxies in favour of Resolutions 5-7.

RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

Background

On 16 October 2026, the Company raised \$167,642 (before costs) via a placement offer to professional and sophisticated investors of 9,861,309 fully paid ordinary shares (**'Placement Shares'**) at an issue price of 1.7 cents (\$0.017) per Share.

The Company issued a total of 9,861,309 Placement Shares on 21 October 2026 utilising the Company's existing placement capacity under Listing Rule 7.1

Resolution 8 is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares issued under Listing Rule 7.1.

ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that without the approval of shareholders, the Company must not issue or agree to issue more securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be an amount that would exceed 15% of the issued shares at the commencement of that 12-month period, unless an exception in ASX Listing Rule 7.2 applies.

In addition, ASX Listing Rule 7.1A provides that the Company can place a further 10% of its issued capital where it has prior approval from shareholders.

ASX Listing Rule 7.4 further provides that an issue of securities without approval of shareholders under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if:

- (a) the issue of securities did not breach ASX Listing Rule 7.1; and
- (b) holders of ordinary securities subsequently approve the issue.

Information required by ASX Listing Rule 14.1A

If Resolution 8 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the issue date.

Information required by ASX Listing Rule 7.5**(a) Number of securities issued**

9,861,309 Shares were issued on 21 October 2026, pursuant to ASX Listing Rule 7.1.

(b) Issue price of securities

The issue price for the Shares was \$0.017 per Share.

(c) Terms of securities

The Shares issued were fully paid ordinary shares ranking equally with existing Shares on issue. The Shares are not subject to escrow restrictions and are subject to the rights and obligations set out in the Company's Constitution.

(d) Names of allottees or the basis on which allottees were determined

The Shares were issued to professional and sophisticated investors (within the meaning ascribed to those expressions in section 708 of the *Corporations Act 2001* (Cth)), and none of those investors were related parties of the Company. The allottees were identified and selected on the basis that each was a professional or sophisticated investor known to the Company, which may have included existing Shareholders, and who was considered likely to have an interest in participating in the placement.

(e) Intended use of the funds raised

Funds raised from this issue will be used for the following:

- (i) Marketing and Brand Development;
- (ii) Expand required personnel and competencies;
- (iii) Product Development and Certifications;
- (iv) Inventory working capital and carrying costs; and
- (v) Costs of the offer.

Voting Exclusion Statement

A voting exclusion statement for Resolution 8 is included in the Notice of Meeting accompanying the Explanatory Memorandum.

Directors' Recommendation

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

The Chairman intends to exercise all undirected proxies in favour of Resolution 8.

RESOLUTION 9: APPROVAL OF THE ISSUE OF 8,851,513 PLACEMENT SHARES TO MR DONALD HALLER JR

On 16 October 2026, in addition to the Placement Shares, the Company received commitments from and determined to make a placement to Mr Donald Haller Jr of 8,851,513 Shares (the "**Haller Placement Shares**").

Chapter 2E of the Corporations Act

Chapter 2E of the *Corporations Act 2001* (Cth) prohibits the Company from giving a financial benefit to a related party (which includes a Director and former Director) of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, Mr Donald Haller Jr. is a related party of the Company by virtue of being a Director and accordingly the placement of Shares to Mr Haller Jr constitutes the giving of a financial benefit.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for the giving of a financial benefit to a related party where the benefit would be reasonable in the circumstances if the Company and the related party were dealing at arm's length.

The Board (other than the relevant related party) considers the issue of the Haller Placement Shares to be reasonable and at arm's length as the Shares will be issued at the same price and on the same terms and conditions as the Placement Shares.

Therefore, the Company will not seek approval for the issue of the Haller Placement Shares pursuant to section 208 of the Corporations Act as the exception under section 210 of the Corporations Act 2001 applies. However, the Company is seeking approval for the issue of the Haller Placement Shares pursuant to ASX Listing Rule 10.11 as discussed below.

Information required by ASX Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Haller Placement Shares to Mr Donald Haller Jr. within one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Haller Placement Shares.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that without the approval of shareholders, the Company must not issue or agree to issue Equity Securities to a related party of the Company, or a person whose

relationship with the Company or a related party is in ASX's opinion, such that approval should be obtained.

Mr Donald Haller Jr. is a related party of the Company by virtue of being a Director of the Company. Resolution 9 seeks the approval of the Company's Shareholders under ASX Listing Rule 10.11 to approve the issue of the Haller Placement Shares to Mr Haller Jr.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Haller Placement Shares in accordance with Resolution 9 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Haller Placement Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Information required by ASX Listing Rule 10.13

(a) Name of person

Mr Donald Haller Jr.

(b) Category in ASX Listing Rules 10.11.1 – 10.11.5

Mr Donald Haller Jr. is, pursuant to ASX Listing Rule 10.11.1 and section 228 of the Corporations Act, a related party of the Company by virtue of being a Director.

(c) Maximum number of securities

A maximum of 8,851,513 Shares will be issued to Mr Donald Haller Jr.

(d) Date by which the securities will be issued

The Haller Placement Shares will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as may be permitted pursuant to any ASX waiver or amendment of the ASX Listing Rules).

(e) Issue price of securities

The Haller Placement Shares will be issued at a price of \$0.017 per Share.

(f) The terms of the securities

The Haller Placement Shares will be issued as fully paid ordinary shares ranking equally with existing Shares on issue. The Shares are not subject to escrow restrictions and are subject to the rights and obligations set out in the Company's Constitution.

(g) Intended use of the funds raised

Funds raised from the issue of the Haller Placement Shares will be used for the following:

- (i) Marketing and Brand Development;
- (ii) Expand required personnel and competencies;
- (iii) Product Development and Certifications;
- (iv) Inventory working capital and carrying costs; and
- (v) Costs of the offer.

Voting Exclusion Statement

A voting exclusion statement is included for Resolution 9 in the Notice of Meeting accompanying this Explanatory Memorandum.

Director's recommendations

The Directors, other than Mr Donald Haller Jr, unanimously recommend that Shareholders vote **in favour** of Resolution 9.

The Chairman intends to exercise all undirected proxies in favour of Resolution 9.

RESOLUTION 10: APPROVAL OF THE ISSUE OF 588,236 PLACEMENT SHARES TO RATHANEY PTY LTD

On 16 October 2026, in addition to the Placement Shares, the Company received commitments from and determined to make a placement to Rathaney Pty Ltd (a related party of Mr James (Jim) Walsh) of 588,236 Shares (the "**Rathaney Placement Shares**").

Chapter 2E of the Corporations Act

Chapter 2E of the *Corporations Act 2001* (Cth) prohibits the Company from giving a financial benefit to a related party (which includes a Director and former Director) of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, Rathaney Pty Ltd is a related party of the Company under section 228(4) of the Corporations Act by virtue of being an entity controlled by a Director (Mr James (Jim) Walsh) and accordingly the placement of Shares to Rathaney Pty Ltd constitutes the giving of a financial benefit.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for the giving of a financial benefit to a related party where the benefit would be reasonable in the circumstances if the Company and the related party were dealing at arm's length.

The Board (other than the relevant related party) considers the issue of the Rathaney Placement Shares to be reasonable and at arm's length as the Shares will be issued at the same price and on the same terms and conditions as the Placement Shares.

Therefore, the Company will not seek approval for the issue of the Rathaney Placement Shares pursuant to section 208 of the Corporations Act as the exception under section 210 of the Corporations Act 2001 applies. However, the Company is seeking approval for the issue of the Rathaney Placement Shares pursuant to ASX Listing Rule 10.11 as discussed below.

Information required by ASX Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Rathaney Placement Shares to Rathaney Pty Ltd within one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Rathaney Placement Shares.

ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is provided in Resolution 9 above.

Information required by ASX Listing Rule 10.13**(a) Name of person**

Rathaney Pty Ltd, an entity controlled by Director, Mr James (Jim) Walsh.

(b) Category in ASX Listing Rules 10.11.1 – 10.11.5

Rathaney Pty Ltd is, pursuant to ASX Listing Rule 10.11.1 and section 228(4) of the Corporations Act, a related party of the Company by virtue of being an entity controlled by Mr James (Jim) Walsh, a Director of the Company.

(c) Maximum number of securities

A maximum of 588,236 Shares will be issued to Rathaney Pty Ltd.

(d) Date by which the securities will be issued

The Rathaney Placement Shares will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as may be permitted pursuant to any ASX waiver or amendment of the ASX Listing Rules).

(e) Issue price of securities

The Rathaney Placement Shares will be issued at a price of \$0.017 per Share.

(f) The terms of the securities

The Rathaney Placement Shares will be issued as fully paid ordinary shares ranking equally with existing Shares on issue. The Shares are not subject to escrow restrictions and are subject to the rights and obligations set out in the Company's Constitution.

(g) Intended use of the funds raised

Funds raised from the issue of the Rathaney Placement Shares will be used for the following:

- (i) Marketing and Brand Development;
- (ii) Expand required personnel and competencies;
- (iii) Product Development and Certifications;
- (iv) Inventory working capital and carrying costs; and
- (v) Costs of the offer.

Voting Exclusion Statement

A voting exclusion statement is included for Resolution 10 in the Notice of Meeting accompanying this Explanatory Memorandum.

Director's recommendations

The Directors, other than Mr James (Jim) Walsh, unanimously recommend that Shareholders vote **in favour** of Resolution 10.

The Chairman intends to exercise all undirected proxies in favour of Resolution 10.

RESOLUTION 11: RE-APPROVAL OF EMPLOYEE INCENTIVE PLAN

Background

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.2 Exception 13(b) to approve the Company's Employee Incentive Plan and to enable the securities granted under the Employee Incentive Plan, and Shares issued upon the vesting or exercise of such securities, to be exempted from contributing towards the rolling annual limit of 15% of issued Shares prescribed by Listing Rule 7.1.

A summary of the Employee Incentive Plan, to be approved pursuant to this Resolution 11, is enclosed at Schedule 2.

Since the Employee Incentive Plan was last approved by Shareholders at the Company's 2023 Annual General Meeting, the Board has made amendments to the Plan Rules to reflect the employee share scheme provisions in Division 1A of Part 7.12 of the Corporations Act, which commenced on 1 October 2022 and replaced the relief previously provided under ASIC Class Order [CO 14/1000]. The summary in Schedule 2 reflects the Plan Rules as amended.

The Employee Incentive Plan is intended to assist the Company to attract and retain key executives and employees. The Board believes the Employee Incentive Plan will achieve the following key objectives:

- (a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
- (b) provide an incentive and reward for Eligible Participants for their contributions to the Company;
- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company; and
- (d) align the interests of Eligible Participants more closely with the interests of Shareholders, by providing an opportunity for Eligible Participants to hold an equity interest in the Company.

ASX Listing Rule 7.2

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at that commencement of that 12 month period.

Listing Rule 7.2 Exception 13(b) operates as an exception to Listing Rule 7.1. The effect of shareholder approval under Listing Rule 7.2 Exception 13(b) is that any issues of securities under the Employee Incentive Plan are treated as having been made with approval of shareholders for

the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2 Exception 13(b) will be effective for a period of three years.

Information required by ASX Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to issue securities under the Employee 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.

If Resolution 11 is not passed, the Company will be able to proceed with the issue of securities under the Employee Incentive Plan to Eligible Participants, however, any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

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

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the Company provides the following information:

- (a) a summary of the material terms of the Employee Incentive Plan is set out in Schedule 2;
- (b) 35,724,922 Performance Rights have been issued under the Employee Incentive Plan since the date of its last approval;
- (c) The maximum number of Performance Rights and Options that may be issued under the Plan following approval of the Plan will be no more than 31,487,097 securities (being approximately 5% of the issued capital of the Company); and
- (d) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 11.

Directors' Recommendation

As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance, makes no recommendations regarding Resolution 11.

The Chairman intends to vote all available proxies in favour of Resolution 11.

RESOLUTION 12: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A**Background**

Listing Rule 7.1A enables eligible entities 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 under Listing Rule 7.1.

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

The Company is an eligible entity for the purposes of Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$11.8 million as at 19 October 2026 (being the last trading day prior to finalisation of this Notice). The share price and market capitalisation may have changed between that date and the date of lodgement.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an Equity Security.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: MCO).

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. As at the date of this Notice, the Company has no present intention to utilise this additional capacity, as it does not currently anticipate a need to raise funds beyond the recently completed capital raising. However, this position may change, and approval is sought to ensure the Company has the flexibility to raise capital during the 10% Placement Period to fund any strategic or inorganic growth opportunities.

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

The effect of Resolution 12 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the period up to 12 months after the Annual General Meeting without a further requirement to obtain the prior approval of Shareholders.

If Shareholders approve Resolution 12, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. If Resolution 12 is not passed, the Company will not be able to issue Equity Securities under the 10% Placement Facility without prior shareholder approval. Any issue of Equity Securities will instead reduce the Company's 15% placement capacity under Listing Rule 7.1, thereby reducing the number of Equity Securities the Company may issue without further shareholder approval over the 12-month period following the issue date.

ASX Listing Rule 7.1A

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.

(a) 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.

(b) Formula for calculating 10% Placement Facility

ASX 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 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the 12-month period immediately preceding the date of issue or date of agreement (**Relevant Period**):

- plus the number of fully paid ordinary securities issued in the 12 months 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 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 these rules to have been approved, under Listing Rule 7.1 or 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 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 ASX 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 relevant period where the issue or agreement has not been subsequently approved by the holder of its ordinary securities under Listing Rule 7.4

ASX Listing Rule 7.1 and ASX 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.

At the date of this Notice, the Company has on issue 629,741,945 ordinary shares and has a capacity to issue:

- (a) no further Equity Securities under ASX Listing Rule 7.1 subject to Shareholder approval being obtained; and
- (b) subject to Shareholder approval being obtained under Resolution 12, a further 62,974,195 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX 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 above).

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 earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; or
- (c) 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),

Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.1A. The following information is provided for the purposes of ASX Listing Rule 7.3A:

(a) Minimum Issue Price

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 ASX trading days 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 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Potential risk of economic and voting dilution

If Resolution 12 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 table below. There is a risk that:

- (i) the market price for the Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the 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 also shows the dilution of existing Shareholders on the basis of the current market price of Shares (as at 19 October 2026) 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 of Meeting.

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 placement under ASX 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 of \$0.019 as at 19 October 2026

Variable “A” in Listing Rule 7.1A.2		Dilution		
		50% decrease in Current Issue Price \$0.0095	Current Issue Price \$0.019	100% increase in Current Issue Price \$0.038
629,741,945 Current Variable “A”	10% Voting dilution	62,974,195 Ordinary Shares	62,974,195 Ordinary Shares	62,974,195 Ordinary Shares
	Funds raised	\$598,255	\$1,196,510	\$2,393,019
944,612,918 50% increase in current Variable “A”	10% Voting dilution	94,461,292 Ordinary Shares	94,461,292 Ordinary Shares	94,461,292 Ordinary Shares
	Funds raised	\$897,382	\$1,794,765	\$3,589,529
1,259,483,890 100% increase in current Variable “A”	10% Voting dilution	125,948,389 Ordinary Shares	125,948,389 Ordinary Shares	125,948,389 Ordinary Shares
	Funds raised	\$1,196,510	\$2,393,019	\$4,786,039

The table has been prepared on the following assumptions:

- The current issue price is \$0.019, being the closing price of the Company's Shares on the ASX on 19 October 2026.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% 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 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.
- The issue of Equity Securities under the 10% Placement Facility consists only of ordinary shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(c) Timing of potential issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period.

(d) Purpose of potential issue

If the Company were to issue the Equity Securities for cash consideration, the intended use of the funds raised would likely be for the Company's growth plans, working capital and general operating expenses in the Group.

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

(e) Allocation Policy under 10% Placement Facility

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 the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company;
- the prevailing market conditions; and
- 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 of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Previous approval under Listing Rule 7.1A

For the purposes of ASX Listing Rule 7.3A.6 the following information is provided:

- The Company obtained Shareholder approval for the 10% Placement Capacity at its 2025 Annual General Meeting.
- The Company notes that it has made no issues under Listing Rule 7.1A2 in the preceding 12 month period.

(g) Listing Rule 7.1A.4

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

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

Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting. As at the date of the Notice of Meeting, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' Recommendation

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

The Chairman intends to exercise all undirected proxies in favour of Resolution 12.

OTHER MATTERS

The Directors are not aware of any other information that:

- (a) is reasonably required by members in order to decide whether it is in the Company's interests to pass each of the proposed Resolutions; or
- (B) is known to the Company or to any of its Directors that has not previously been disclosed either direct to members or generally to the market in accordance with the Company's continuing disclosure obligations under the ASX Listing Rules.

SCHEDULE 1 – TERMS AND CONDITIONS OF CONVERTIBLE NOTES

- (a) the Convertible Notes are unsecured.
- (b) the **Maturity Date** is 20 April 2029, being 3 years from the date of issue.
- (c) The **Conversion Period** is the period commencing twelve (12) months after the issue date (20 April 2026) and ending on 20 April 2029.
- (d) The Convertible Notes accrue interest at a rate of 10.5% per annum with interest paid quarterly in arrears.
- (e) The Convertible Notes shall convert into ordinary shares in the capital of the Company at the Conversion Price as follows:
 - a. on the expiry of the Conversion Period; or
 - b. at any time during the Conversion Period, by the noteholder serving a Conversion Notice on the Company.
- (f) Subject to the Company obtaining all necessary approvals (including under the Corporations Act 2001 (Cth), the ASX Listing Rules, and the Constitution of the Company (as applicable), and the conversion of the Convertible Notes not otherwise being a breach of any law or ASX Listing Rule, the Convertible Notes are able to be converted, at the election of the Noteholder, at any time during the Conversion Period.
- (g) Each Share issued as a result of the conversion of any Convertible Note will be allotted within 5 Business Days after the conversion of the Convertible Note and will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for official quotation by ASX of all Shares issued upon conversion of the Convertible Note on or before the third Business Day on which ASX is open after the date of allotment of the Shares. The Company will procure that a holding statement for the Shares is given to the Noteholder in accordance with the ASTC Settlement Rules.
- (h) There are no participating rights or entitlement inherent in the Convertible Note and the Noteholder in its capacity as such will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Convertible Note.
- (i) In the event of reorganisation (including consolidation, sub-divisions, reduction or return) of the issued capital of the Company, the number of Shares into which the Convertible Note is convertible shall be reorganised (as appropriate) in the manner required by the ASX Listing Rules.
- (j) If, and to the extent, the preceding terms and conditions are inconsistent with the ASX Listing Rules, such rules will prevail in all respects with respect to the extent of the inconsistency.
- (k) The terms and conditions of the Convertible Note Facility are governed by the laws of the state of Victoria, and the Noteholder unconditionally submits to the jurisdiction of the courts of that state.

- (l) The Director Convertible Notes are subject to a condition that the convertible notes would not be issued until such time that approval under ASX Listing Rule 10.11 had been granted.
- (m) The Company may redeem the Convertible Note Facility at any time before the Maturity Date by giving thirty (30) days written notice to the noteholder of its intention to repay the Convertible Notes (**Redemption Notice**). In that case each noteholder may, within thirty (30) days of receipt of the Redemption Notice, give written notice to the Company (**Conversion Notice**), electing to have its Convertible Notes converted into Shares, subject to:
 - c. the Company obtaining all necessary approvals (including under the *Corporations Act 2001* (Cth), the ASX Listing Rules, and the Constitution of the Company (as applicable) in respect of the issue of Shares to the Investor;
 - d. the conversion of the Convertible Notes must not result in the noteholder having voting power in the Company that exceeds 19.99% or an increase from above 19.99% beyond an additional 3% in any six month period
 - e. the conversion of the Convertible Notes must not otherwise breach any law or the ASX Listing Rules.

SCHEDULE 2 – SUMMARY OF TERMS & CONDITIONS OF EMPLOYEE INCENTIVE PLAN**Plan Rules**

The MyEco Group Employee Incentive Plan (**Plan**) is governed by the Plan Rules.

Set out below is a summary of the Plan Rules and the full Plan Rules may be found on the Company's website at www.myeco.group.

Objectives

The objectives of the Plan are to:

- (a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
- (b) provide an incentive and reward for Eligible Participants for their contributions to the Company;
- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company; and
- (d) align the interests of Eligible Participants more closely with the interests of Shareholders, by providing an opportunity for Eligible Participants to hold an equity interest in the Company.

Options and Performance Rights

Under the Plan, a Performance Right is a right, subject to the terms and conditions of the Plan Rules, to subscribe or apply for and acquire fully paid ordinary shares in the capital of the Company (**Share**) and similarly an Option is a right, subject to the terms and conditions of the Plan Rules, to subscribe or apply for and acquire fully paid ordinary Shares.

Eligible Participant

Persons eligible to participate in the Plan are, in relation to a Group Company, full-time or part-time employees (including executive Directors), non-executive Directors, contractors, casual employees, and persons to whom an offer is made but who can only accept that offer if an arrangement has been entered into that will result in the person becoming one of the foregoing. Each such person who participates in the Plan is hereafter referred to as a Participant. While the Company is listed, Options and Performance Rights may not be issued to a Director or his or her associates unless Shareholder approval has first been obtained in accordance with the Listing Rules. Any offer to a Director or his or her associates will be conditional on that approval being obtained.

Determination to Participate

The Board may at its discretion determine the number of Options or Performance Rights to be offered to Eligible Participants and, subject to the Plan Rules, the terms and conditions applicable to such Options or Performance Rights. An invitation shall specify the date of grant, the total number of Performance Rights or Share Options granted, the exercise price (if any) to apply for shares upon exercise of the Performance Rights or Share Options after vesting or exercise (as applicable) and the exercise period for the Performance Right or Share Option including the

vesting date and expiry date, and any other matters the Board determines, including exercise or vesting performance conditions attaching to the Performance Rights or Share Options.

Exercise or Vesting of Performance Rights or Options

A Participant's Performance Rights or Options may only be vested or exercised (as applicable), allowing such Participant to then acquire Shares, if the Performance Right or Option has not lapsed in accordance with these Rules and any Exercise Conditions or Vesting Conditions and any other relevant conditions attaching to the Performance Right or Option have been satisfied or waived. An Option may only be exercised by a Participant if the Participant lodges with the Company a duly signed and completed notice of exercise, together with payment of the Exercise Price for the Options being exercised.

Performance Right Payout

If, on the date a Performance Right vests in a Participant, the Company is not legally permitted to issue Shares to the Participant, subject to all applicable laws, the Company must pay to the Participant an amount equal to the 30 day volume weighted average price of the Shares multiplied by the number of Performance Rights held by the Participant at the date of vesting in lieu of the Shares.

Exercise Price

The exercise price means an amount determined by the Board as the subscription price per Share prior to the offer of the Option in accordance with the Plan payable by a Participant on exercise of the Option.

Vesting Conditions

A vesting condition means a condition (excluding an Exercise Condition) determined by the Board relating to a Performance Right which must be satisfied or waived before a Performance Right can vest, and may include certain performance hurdles as determined by the Board.

Issue of Shares

Upon the vesting or exercise of a Performance Right or Option (as applicable), the Company must issue or allocate to, or procure the transfer to, the Participant the number of Shares in respect of which Performance Rights or Share Options have been vested or exercised (as applicable). The Company will apply for quotation of Shares issued under the Plan within 10 business days of the date of allotment.

Restrictions on disposal

The Board may, in its sole and absolute discretion, determine prior to an Offer being made whether any restrictions will apply to the disposal of (or the granting of any security interest over, or other dealing with) Plan Shares acquired on the exercise or vesting of the Performance Right or Share Option (as applicable). The Company may enforce any such restrictions, including by imposing a holding lock on the Plan Shares or using an employee share trust to hold them during the relevant restriction period.

Limitations on Issues

The Plan contains a limit (in Rule 12.1) under which the Board must not make an Offer unless it has reasonable grounds to believe that the number of Plan Shares issued, or that may be issued,

under the Offer, when aggregated with Plan Shares issued under the Plan (or similar arrangements) in the preceding three years, will not exceed 5% of the total number of underlying Shares on issue. The disclosure relief formerly provided by ASIC Class Order [CO 14/1000] has been superseded by the employee share scheme provisions in Division 1A of Part 7.12 of the Corporations Act (which commenced on 1 October 2022), and the Company will rely on that regime (or other available relief) when making offers under the Plan.

Consideration

Options and Performance Rights must be offered under the Plan for no more than Nominal Consideration, being consideration of not more than 1 cent per Option or Performance Right.

Not transferrable

Performance Rights or Share Options granted under the Plan are not transferable and must not be encumbered or otherwise dealt with by a Participant, unless the Board determines otherwise.

Early Cessation of Employment

Under the Plan Rules:

- (a) Options and Performance Rights that are subject to a Restricted Period will not lapse or be forfeited where a Participant ceases employment or is removed from his or her position by reason of death, Permanent Disablement, retirement or redundancy, or where the Board in its absolute discretion determines that the Participant may retain his or her Options or Performance Rights; and
- (b) subject to the above, Options and Performance Rights will automatically lapse and be forfeited if, during the Restricted Period, the Participant voluntarily resigns, is terminated for material breach, gross negligence or other conduct justifying termination without notice, acts in breach of any post-termination restrictions, or becomes ineligible to hold office under the Corporations Act, or if applicable Performance Hurdles are not satisfied (in which case some or all of the Performance Rights may be forfeited at the discretion of the Board). The Board may also deem unexercised or unvested awards to have lapsed where a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to any Group Company.

Reconstructions, Bonus Issues and New Issues

In the event of any reconstruction of the share capital of the Company, the number of Shares to which each Participant is entitled and/or the exercise price of those Performance Rights or Share Options must be reconstructed in accordance with the ASX Listing Rules. Performance Rights or Share Options must be reconstructed in a manner which will not result in any additional benefits being conferred on Participants which are not conferred on other Shareholders of the Company.

Holders of Performance Rights or Share Options issued under the Plan may only participate in new issues of securities by the Company if they have first exercised their Performance Rights or Share Options within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are the registered holder.

If there is a bonus issue the number of Shares over which a Performance Right or Share Option can be exercised will be increased by the number of Shares which the holder would have received

if the Performance Right or Share Option had been exercised before the record date for the bonus issue.

Change of Control

Options may be exercised, and the Board may in its absolute discretion determine that Performance Rights vest, during (or, at the Board's discretion, immediately prior to) a Takeover Period, at any time after a Change of Control Event, at any time after the announcement of a proposed capital reconstruction, or following an event that in the Board's opinion is likely to lead to the Company being removed from the official list of ASX.

Security Interests

Without approval from the Board, Participants shall not grant any security interest in or over or otherwise transfer or deal with any Performance Right or Share Options or any interest therein, and any such security interest, transfer or dealing will not be recognised in any manner by the Company.

General

The Plan Rules also contain customary and usual terms having regard to Australian law for dealing with administration and costs of the Plan.

GLOSSARY

In this Notice and the Explanatory Memorandum:

- **\$** means Australian Dollars.
- **10% Placement Facility** has the meaning given in the explanatory note to Resolution 12.
- **10% Placement Period** has the meaning given in the explanatory note to Resolution 12.
- **AEDT** means Australian Eastern Daylight-Saving Time, being the time in Melbourne, Victoria, Australia.
- **Annual General Meeting, AGM or Meeting** means the annual general meeting proposed in this Notice of Meeting.
- **Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2026.
- **ASIC** means Australian Securities and Investments Commission.
- **Associate** has the same meaning as in the Corporation Act.
- **ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.
- **ASX Listing Rules** and **Listing Rules** means the listing rules of the ASX.
- **Auditor** means the auditor of the Company.
- **Auditor's Report** means the auditor's report on the Financial Report.
- **Board** means the Directors of the Company as at the date of this Notice of Meeting.
- **Chair** and **Chairman** means the person appointed to chair the Meeting.
- **Closely Related Party** has the meaning given in section 9 of the Corporations Act, which defines it as of a member of the Key Management Personnel for the Company and its subsidiaries 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; or
 - e. a company the member controls.
 - f. a person otherwise prescribed by the regulations
- **Company** and **MyEco Group** means MyEco Group Ltd (ACN 064 755 237).

- **Constitution** means the constitution of the Company as at the commencement of the Meeting.
- **Conversion notice** means a written notice given by a Noteholder to the Company in accordance with the terms of issue of the Convertible Notes, specifying the Noteholder's election to convert some or all of its Convertible Notes into fully paid ordinary shares in the Company.
- **Convertible note** means a debt security issued by the Company that may be converted into fully paid ordinary shares of the Company in accordance with its terms of issue.
- **Corporations Act** means the *Corporations Act 2001* (Cth).
- **Corporations Regulations** means the *Corporations Regulations 2001* (Cth).
- **Director** means a director of the Company.
- **Equity Securities** has the meaning as in the ASX Listing Rules.
- **Executive Director** means the executive Director of the Company.
- **Explanatory Memorandum** means the explanatory memorandum to the Notice of Meeting.
- **Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
- **Group** means the Company and subsidiaries as that term is defined by the Corporations Act.
- **Key Management Personnel** of the Company and its subsidiaries are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiaries either directly or indirectly. The Key Management Personnel of the Company and its subsidiaries during the year ended 30 June 2026 are listed in the Annual Report of the Company.
- **Material Person** means a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser to the Company, or associate of any of these parties.
- **Option** means an option which entitles the holder to subscribe for a Share in the Company.
- **Ordinary Resolution** means a resolution requiring the approval of 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
- **NOM, Notice or Notice of Meeting** means this notice of Annual General Meeting.
- **Performance Right** means a right granted under the Plan which entitles the holder to subscribe for a Share in the Company.

- **Plan or Employee Incentive Plan** means the MyEco Group Ltd Employee Incentive Plan approved by Shareholders at the 2023 Annual General Meeting of the Company, as amended from time to time.
- **Proxy Form** means the proxy form attached to the Notice of Meeting.
- **Remuneration Report** means the remuneration report contained in the Company's 2026 Annual Report.
- **Resolution** means a resolution contained in this Notice of Meeting.
- **Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.
- **Share** means a fully paid ordinary share in the capital of the Company.
- **Shareholder** means a shareholder of the Company.
- **Special Resolution** means a resolution requiring the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

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

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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)

