Wide Open Agriculture

28 October 2026

Dear Shareholder,

Wide Open Agriculture Ltd – Upcoming Annual General Meeting

Wide Open Agriculture Ltd (ASX: WOA) (Company) will be holding its Annual General Meeting at the offices of the Company, 2/284 Oxford Street, Leederville, Western Australia at 2:30pm (AWST) on Thursday, 26 November 2026 (Meeting).

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders from the Company's website at https://wideopenagriculture.com.au/investor-centre/asx-announcements/ or the Company's ASX market announcements platform at www.asx.com.au (ASX:WOA).

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

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at brett.t@wideopenagriculture.com.au.

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

Authorised for ASX release by the Company Secretary.

Brett Tucker
Company Secretary
Wide Open Agriculture Ltd

WIDE OPEN AGRICULTURE LTD

ACN 604 913 822

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 2/284 Oxford Street, Leederville, Western Australia at 2:30pm (AWST) on Thursday, 26 November 2026

It may not be possible for Shareholders to physically attend the Meeting. As a result, the Company encourages Shareholders who cannot attend the Meeting in person to vote by directed proxy. Proxy forms for the Meeting should be lodged before 2:30pm (AWST) on Tuesday, 24 November 2026.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to investors@wideopenagriculture.com.au by no later than 2:30pm (AWST) on Tuesday, 24 November 2026.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at https://wideopenagriculture.com.au.

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6401 5857

WIDE OPEN AGRICULTURE LTD
ACN 604 913 822

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Wide Open Agriculture Ltd (Company) will be held at the offices of the Company at 2/284 Oxford Street, Leederville, Western Australia at 2:30pm (AWST) on Thursday, 26 November 2026 (Meeting).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 24 November 2026 at 4:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

Annual Report

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

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1 Resolution 1 – Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition

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

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

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

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

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

(b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Election of Mr Justin Brown as Director

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

"That, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution and for all other purposes, Mr Justin Brown, appointed as a non-executive Director and Chairman effective from 4 May 2026, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

3 Resolution 3 – Election of Mr Vincent Lauwerier as Director

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

"That, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution and for all other purposes, Mr Vincent Lauwerier, appointed as a non-executive Director effective from 1 December 2025, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4 Resolution 4 – Election of Mr Matthew Skinner as Director

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

"That, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution and for all other purposes, Mr Matthew Skinner, appointed as a non-executive Director effective from 3 March 2026, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5 Resolution 5 – Election of Mr Jack Guidry as Director

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

"That, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution and for all other purposes, Mr Jack Guidry, appointed as a non-executive Director effective from 4 May 2026, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

6 Resolution 6 – Approval of 10% Placement Capacity

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

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

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue of Equity Securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person (or those persons).

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

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

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

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

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 6 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities utilising the Company's 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 6.

7 Resolution 7 – Issue of Options to Mr Justin Brown under the Plan

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

"That, pursuant to and in accordance with Listing Rule 10.14, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 10,000,000 Options to Mr Justin Brown (and/or his nominee(s)) under the Plan, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Justin Brown (and/or his nominee(s)) in connection with any future retirement from his office or employment with the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

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

(a) Mr Justin Brown (and/or his nominee(s)) and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or

(b) an officer of the Company or any of its Child Entities who is entitled to participate in a termination benefit,

or an associate of that person or those persons.

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

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

(d) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(e) 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Justin Brown or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

(f) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and

(g) it is not cast on behalf of Mr Justin Brown or his nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(h) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(i) the person appointed as proxy is the Chairperson and the appointment of the Chairperson does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8 Resolution 8 – Issue of Options to Mr Vincent Lauwerier under the Plan

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

"That, pursuant to and in accordance with Listing Rule 10.14, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 4,000,000 Options to Mr Vincent Lauwerier (and/or his nominee(s)) under the Plan, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Vincent Lauwerier (and/or his nominee(s)) in connection with any future retirement from his office or employment with the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

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

(a) Mr Vincent Lauwerier (and/or his nominee(s)) and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or

(b) an officer of the Company or any of its Child Entities who is entitled to participate in a termination benefit,

or an associate of that person or those persons.

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

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

(d) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(e) 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Vincent Lauwerier or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

(f) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and

(g) it is not cast on behalf of Mr Vincent Lauwerier or his nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(h) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(i) the person appointed as proxy is the Chairperson and the appointment of the Chairperson does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9 Resolution 9 – Issue of Options to Mr Matthew Skinner under the Plan

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

"That, pursuant to and in accordance with Listing Rule 10.14, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 4,000,000 Options to Mr Matthew Skinner (and/or his nominee(s)) under the Plan, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Matthew Skinner (and/or his nominee(s)) in connection with any future retirement from his office or employment with the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

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

(a) Mr Matthew Skinner (and/or his nominee(s)) and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or

(b) an officer of the Company or any of its Child Entities who is entitled to participate in a termination benefit,

or an associate of that person or those persons.

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

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

(d) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(e) 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Matthew Skinner or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

(f) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and

(g) it is not cast on behalf of Mr Matthew Skinner or his nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(h) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(i) the person appointed as proxy is the Chairperson and the appointment of the Chairperson does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

10 Resolution 10 – Issue of Options to Mr Jack Guidry under the Plan

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

"That, pursuant to and in accordance with Listing Rule 10.14, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 4,000,000 Options to Mr Jack Guidry (and/or his nominee(s)) under the Plan, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Jack Guidry (and/or his nominee(s)) in connection with any future retirement from his office or employment with the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

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

(a) Mr Jack Guidry (and/or his nominee(s)) and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or

(b) an officer of the Company or any of its Child Entities who is entitled to participate in a termination benefit,

or an associate of that person or those persons.

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

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

(d) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

(e) 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Jack Guidry or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

(f) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and

(g) it is not cast on behalf of Mr Jack Guidry or his nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(h) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(i) the person appointed as proxy is the Chairperson and the appointment of the Chairperson does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated: 28 October 2026

By order of the Board
Brett Tucker
Company Secretary

WIDE OPEN AGRICULTURE LTD
ACN 604 913 822

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company at 2/284 Oxford Street, Leederville, Western Australia on Thursday, 26 November 2026 at 2:30pm (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	Introduction
Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Mr Justin Brown as Director
Section 6	Resolution 3 – Election of Mr Vincent Lauwerier as Director
Section 7	Resolution 4 – Election of Mr Matthew Skinner as Director
Section 8	Resolution 5 – Election of Mr Jack Guidry as Director
Section 9	Resolution 6 – Approval of 10% Placement Capacity
Section 10	Resolutions 7 to 10 – Issue of Options to Directors under the Plan
Schedule 1	Definitions
Schedule 2	Terms and Conditions of the Director Options
Schedule 3	Summary of the Plan

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

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

The Company advises that a poll will be conducted for all Resolutions.

2.1 **Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person (subject to the voting exclusions detailed in the Notice).

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy, and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 2:30pm (AWST) on Tuesday, 24 November 2026, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 **Attendance at Meeting**

Shareholders can submit any questions in advance of the Meeting by emailing the questions to investors@wideopenagriculture.com.au by no later than 2:30pm (AWST) on Tuesday, 24 November 2026.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at https://wideopenagriculture.com.au.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at https://wideopenagriculture.com.au;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies of the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 2:30pm (AWST) on Tuesday, 24 November 2026 to the Company Secretary at the Company's registered office.

Please note that if you have elected to continue to receive a hard copy of the Annual Report, it will be mailed to you no later than 21 days before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Annual Report and now (or at some time in the future) wish to receive a hard copy of the Annual Report, please contact the Company, who will arrange to mail you a hard copy.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report is detailed on pages 13 to 21 of the Annual Report and is available on the Company's website at https://wideopenagriculture.com.au.

The Remuneration Report sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Board is committed to an appropriately structured remuneration framework, underpinned by guiding remuneration principles, focused on driving a performance culture over the short, medium and long term to deliver satisfactory returns to Shareholders.

The Remuneration Report:

(a) sets out the components of executive and non-executive Director's remuneration, including any associated performance conditions (if any);

(b) defines the Company's remuneration objectives and structure for fixed and variable short and long term remuneration frameworks; and

(c) confirms the remuneration of non-executive Directors and chief executive officer for the year ended 30 June 2026.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director (if applicable) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2025 annual general meeting. Please note if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is a non-binding ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with

the Chairperson's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5 Resolution 2 – Election of Mr Justin Brown as Director

5.1 General

Rule 7.3(f) of the Constitution provides that any Director appointed by the Board as an additional director must retire at the next meeting of members, and is eligible for re-election at that meeting. Additionally, Listing Rule 14.4 provides that a Director appointed as an additional director must not hold office (without re-election) past the next annual general meeting.

On 4 May 2026, the Company announced the appointment of Mr Justin Brown as a non-executive Director and Chairman with effect from 4 May 2026. Mr Brown was appointed as an addition to the Board.

Refer to the Company's ASX announcement dated 4 May 2026 for further information.

Resolution 2 provides that, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution (and for all other purposes), Mr Justin Brown retires from office and being eligible, seeks election as a Director.

If Resolution 2 is passed, Mr Brown will continue to be a Director.

If Resolution 2 is not passed, Mr Brown will cease to be a Director.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

5.2 Background

Mr Brown is a geologist with over 30 years of experience in global mineral exploration, mining and business management. He founded Element 25 Limited (ASX: E25) in 2006, taking a corporate leadership role as founding Managing Director and guiding that business from grassroots exploration through to commercial production, including the development of high purity manganese products for the global battery materials market.

Mr Brown has held a number of board positions across ASX-listed companies and has a strong track record of closing complex commercial transactions, together with deep capital markets and ASX governance experience and experience in scaling a technology and engineering-led business through to commercial production. Mr Brown holds a BSc (Hons) and is currently Managing Director of Element 25 Limited.

5.3 Board Recommendation

Based on Mr Brown's skills and experience, the Board (excluding Mr Brown) supports the election of Mr Brown and recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Election of Mr Vincent Lauwerier as Director

6.1 General

Rule 7.3(f) of the Constitution provides that any Director appointed by the Board as an additional director must retire at the next meeting of members, and is eligible for re-election at that meeting. Additionally, Listing Rule 14.4 provides that a Director appointed as an additional director must not hold office (without re-election) past the next annual general meeting.

On 1 December 2025, the Company announced the appointment of Mr Vincent Lauwerier as a non-executive Director with effect from 1 December 2025. Mr Lauwerier was appointed as an addition to the Board.

Refer to the Company's ASX announcement dated 1 December 2025 for further information.

Resolution 3 provides that, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution (and for all other purposes), Mr Vincent Lauwerier retires from office and being eligible, seeks election as a Director.

If Resolution 3 is passed, Mr Lauwerier will continue to be a Director.

If Resolution 3 is not passed, Mr Lauwerier will cease to be a Director.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

6.2 Background

Mr Lauwerier is Managing Director of Malteurop Australia & New Zealand, a division of one of the world's largest malt producers. With over 15 years of senior international experience across Europe and Australasia, he has a proven track record in general management, finance, operations and supply chain within the FMCG and food and beverage manufacturing sectors. Prior to Malteurop, Mr Lauwerier held leadership roles at Asahi, Goodman Fielder (Wilmar), L'Oréal and Procter & Gamble.

Mr Lauwerier holds an EMBA from the Quantic School of Business and Technology, a Master of Engineering from IMT Nord Europe and Durham University and a Certificate in Business Sustainability Management from the University of Cambridge, and is a Graduate of the Australian Institute of Company Directors. Mr Lauwerier has not held any other directorships of ASX listed companies in the last three years.

6.3 Board Recommendation

Based on Mr Lauwerier's skills and experience, the Board (excluding Mr Lauwerier) supports the election of Mr Lauwerier and recommends that Shareholders vote in favour of Resolution 3.

7 Resolution 4 – Election of Mr Matthew Skinner as Director

7.1 General

Rule 7.3(f) of the Constitution provides that any Director appointed by the Board as an additional director must retire at the next meeting of members, and is eligible for re-election at that meeting. Additionally, Listing Rule 14.4 provides that a Director appointed as an additional director must not hold office (without re-election) past the next annual general meeting.

On 3 March 2026, the Company announced the appointment of Mr Matthew Skinner as a non-executive Director with effect from 3 March 2026, following his transition from the role of Chief Executive Officer. Mr Skinner was appointed as an addition to the Board.

Refer to the Company's ASX announcement dated 3 March 2026 for further information.

Resolution 4 provides that, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution (and for all other purposes), Mr Matthew Skinner retires from office and being eligible, seeks election as a Director.

If Resolution 4 is passed, Mr Skinner will continue to be a Director.

If Resolution 4 is not passed, Mr Skinner will cease to be a Director.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

7.2 Background

Mr Skinner is an experienced international finance and operations executive with a career spanning Australia, the United Kingdom, Africa and the Middle East. He joined the Company in 2022 as Chief Financial Officer and was appointed Chief Executive Officer in January 2025, before transitioning to a non-executive Board role on 3 March 2026 alongside the appointment of the Company's new Chief Executive Officer.

Mr Skinner holds a BCom and an EMBA and is a Chartered Accountant. His background in global finance, risk management and cross-border operations, together with his deep knowledge of the Company, provides continuity and financial discipline as the Company scales its lupin-based ingredient platform. Mr Skinner has not been a director of any other ASX listed company in the last three years.

7.3 Board Recommendation

Based on Mr Skinner's skills and experience, the Board (excluding Mr Skinner) supports the election of Mr Skinner and recommends that Shareholders vote in favour of Resolution 4.

8 Resolution 5 – Election of Mr Jack Guidry as Director

8.1 General

Rule 7.3(f) of the Constitution provides that any Director appointed by the Board as an additional director must retire at the next meeting of members, and is eligible for re-election at that meeting. Additionally, Listing Rule 14.4 provides that a Director appointed as an additional director must not hold office (without re-election) past the next annual general meeting.

On 4 May 2026, the Company announced the appointment of Mr Jack Guidry as a non-executive Director with effect from 4 May 2026. Mr Guidry was appointed as an addition to the Board.

Refer to the Company's ASX announcement dated 4 May 2026 for further information.

Resolution 5 provides that, pursuant to and in accordance with Listing Rule 14.4, rule 7.3(f) of the Constitution (and for all other purposes), Mr Jack Guidry retires from office and being eligible, seeks election as a Director.

If Resolution 5 is passed, Mr Guidry will continue to be a Director.

If Resolution 5 is not passed, Mr Guidry will cease to be a Director.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

8.2 Background

Mr Guidry is an experienced international executive with more than 30 years' leadership across industrial, engineering and technical distribution businesses in Australia, the United States and Europe. He has held multiple CEO and senior executive roles within the Pon Group, including Chief Executive Officer of Pon Australia from 2018 to 2023, where he led significant revenue growth, operational expansion and strategic acquisitions, and most recently served as Vice President of Sales and Aftermarket at Louisiana Caterpillar.

Mr Guidry holds a BSc (Business Administration) and has completed executive leadership programs in the United States. He brings deep capability in commercial strategy, operational scale-up, M&A execution and governance in support of the Company's commercialisation and market-expansion strategy.

8.3 Board Recommendation

Based on Mr Guidry's skills and experience, the Board (excluding Mr Guidry) supports the election of Mr Guidry and recommends that Shareholders vote in favour of Resolution 5.

9 Resolution 6 – Approval of 10% Placement Capacity

9.1 General

Listing Rule 7.1 provides that the Company is entitled to issue or agree to issue Equity Securities up to 15% of its issued share capital during any 12-month period, subject to specific restrictions, without needing prior Shareholder approval (**15% Placement Capacity**).

Listing Rule 7.1A enables an Eligible Entity (as defined below) 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 Capacity**). The 10% Placement Capacity is in addition to the Company's 15% Placement Capacity (defined below) under Listing Rule 7.1.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a market capitalisation equal to or less than A$300,000,000.

As at the date of the Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately A$6.5 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 27 October 2026). If on the date of the Meeting, the Company's market capitalisation exceeds A$300,000,000 or the Company has been included in the S&P/ASX 300 Index, then Resolution 6 will no longer be effective and must be withdrawn.

The Company is seeking Shareholder approval to have the ability to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c)).

If Resolution 6 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12-month period after the annual general meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires 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).

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

9.2 **Listing Rule 7.1A**

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

(b) **Equity Securities**

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 Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) **Formula for calculating 10% Placement Capacity**

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

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

(A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(I) the agreement was entered into before the commencement of the relevant period; or

(II) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;

(F) less the number of Shares cancelled in the relevant period.

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

D is 10%

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

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

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

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A (and Listing Rule 7.1 when available) 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 (c)).

(e) **Minimum Issue Price**

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

(i) the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or

(ii) if the securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Capacity 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:

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

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

(iii) the time and date of the approval by holders of the Eligible Entity's ordinary securities 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),

(the **10% Placement Period**).

9.3 **Effect of Resolution**

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A, during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

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

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.3A:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of listed Options, only if the listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

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

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

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at 27 October 2026.

(d) The table also shows:

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

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		A$0.005 50% decrease in Issue Price	A$0.01 Issue Price	A$0.02 100% increase in Issue Price
Current Variable A **654,446,869 Shares**	**10% Voting Dilution**	65,444,686 Shares	65,444,686 Shares	65,444,686 Shares
	Funds raised	$327,223	$654,447	$1,308,894
50% increase in current Variable A **981,670,304 Shares**	**10% Voting Dilution**	98,167,030 Shares	98,167,030 Shares	98,167,030 Shares
	Funds raised	$490,835	$981,670	$1,963,341
100% increase in current Variable A **1,308,893,738 Shares**	**10% Voting Dilution**	130,889,373 Shares	130,889,373 Shares	130,889,373 Shares
	Funds raised	$654,447	$1,308,894	$2,617,787

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.

(ii) No Options (including any Options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.

(vii) The issue price is A$0.01, being the closing price of the Shares on ASX on 27 October 2026;

(e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), continued commercialisation activities on the Company's current business and/or general working capital.

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

(h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors, including but not limited to, the following:

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

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

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

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

(i) The subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but, may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(j) In the 12 months preceding the date of the Meeting, the Company has not issued any Equity Securities under Listing Rule 7.1A.2.

(k) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2025 annual general meeting held on 25 November 2025.

(l) A voting exclusion statement is included in the Notice for Resolution 6.

(m) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder 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.

9.5 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 6.

10 Resolutions 7 to 10 – Issue of Options to Directors under the Plan

10.1 **General**

Resolutions 7 to 10 seek Shareholder approval pursuant to and in accordance with Listing Rule 10.14, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) (and for all other purposes) for the issue under the Plan of up to:

(a) 10,000,000 Options to Mr Justin Brown (and/or his nominee(s)), the non-executive Chairman of the Company, pursuant to Resolution 7 (Brown Options);

(b) 4,000,000 Options to Mr Vincent Lauwerier (and/or his nominee(s)), a non-executive Director of the Company, pursuant to Resolution 8 (Lauwerier Options);

(c) 4,000,000 Options to Mr Matthew Skinner (and/or his nominee(s)), a non-executive Director of the Company, pursuant to Resolution 9 (Skinner Options); and

(d) 4,000,000 Options to Mr Jack Guidry (and/or his nominee(s)), a non-executive Director of the Company, pursuant to Resolution 10 (Guidry Options),

(together, the Director Options, and Mr Brown, Mr Lauwerier, Mr Skinner and Mr Guidry together, the Related Parties).

As announced on 4 May 2026, following the renewal of the Board the Board agreed to offer the Director Options to the incoming and continuing Directors in order to align Director remuneration with the creation of value for Shareholders, subject to Shareholder approval. The Director Options will be issued under the Company's Employee Incentive Plan, which was approved by Shareholders at the 2024 annual general meeting held on 28 November 2024 for the purposes of Listing Rule 7.2, Exception 13(b) (Plan), and for nil cash consideration. The terms and conditions of the Director Options, including the exercise prices, vesting conditions and expiry dates of each tranche, are set out in Schedule 2. A summary of the material terms of the Plan is set out in Schedule 3.

Offers of the Lauwerier Options and the Skinner Options were made to Mr Lauwerier and Mr Skinner under the Plan on 25 March 2026, in each case conditional on Shareholder approval. Offers of the Brown Options and the Guidry Options will be made under the Plan following the Meeting if Resolutions 7 and 10 are passed.

Resolutions 7 to 10 are not conditional on one another. Each of Resolutions 7 to 10 is an ordinary resolution.

10.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must obtain the approval of its shareholders in accordance with the procedure set out in Part 2E.1 Division 3 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

"Financial benefit" has a wide meaning and includes the issue of securities by a public company. The issue of the Director Options (and their exercise resulting in the issue of Shares) constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Board (with each Related Party abstaining in respect of the Options proposed to be issued to him) has resolved that the reasonable remuneration exception provided in section 211 of the Corporations Act applies to the issue of the Director Options, having regard to the circumstances of the Company, the responsibilities of the Related Parties, the modest cash fees payable to the Related Parties (which have been deferred since the June 2026 quarter) and the value of the Director Options. Accordingly, the Company is not seeking approval for the issue of the Director Options pursuant to section 208 of the Corporations Act.

10.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of shareholders: a director of the company (Listing Rule 10.14.1); an associate of a director (Listing Rule 10.14.2); or a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3).

The issue of the Director Options falls within Listing Rule 10.14.1 as each of the Related Parties is a Director. Accordingly, the issue of the Director Options under the Plan requires the approval of Shareholders under Listing Rule 10.14.

If Resolutions 7 to 10 are passed, the Company will be able to proceed with the issue of the Director Options to the relevant Related Party (and/or his nominee(s)) under the Plan. Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.14 (Exception 14 of Listing Rule 7.2). Accordingly, the issue of the Director Options (and any Shares issued on their exercise) will not be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, and will not count towards the maximum number of Employee Incentives approved by Shareholders for the purposes of Listing Rule 7.2, Exception 13(b).

If any of Resolutions 7 to 10 is not passed, the Company will not be able to issue the relevant Director Options under the Plan and the Board will need to consider alternative forms of remuneration to appropriately incentivise the relevant Related Party, which may include the payment of additional cash fees.

10.4 **Section 200B of the Corporations Act**

The Corporations Act restricts the benefits which can be given to a person in connection with that person's or someone else's retirement from an office, or position of employment, in the Company or its related bodies corporate if the office or position is a managerial or executive office (as defined in the Corporations Act), or if the retiree held such a managerial or executive office at any time during the last three years. In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

The term "benefit" is open to a potentially wide interpretation and may include automatic, or accelerated, vesting of share-based payments for a person or the exercise of discretion to allow a person to maintain a benefit they would not otherwise be entitled to retain, on, or as a result of, retirement from their position with the Company.

The benefits for which approval is being sought under Resolutions 7 to 10 include benefits that may result from the Board exercising discretions conferred under the terms of the Plan. In particular, when a Related Party is no longer an Eligible Participant or upon a change of control event occurring, the Board will have the discretion to permit the relevant Director Options held by the Related Party to automatically vest or accelerate vesting, or to continue to be held by the Related Party (and/or his nominee(s)) upon ceasing to be an Eligible Participant. Another benefit for which approval is sought is the potential for Shares to be issued to the relevant Related Party (and/or his nominee(s)) upon the vesting and exercise of the Director Options as a result of the Board exercising a discretion to vest those Director Options as a termination benefit or upon a change of control event occurring.

Therefore, the Company is seeking Shareholder approval under section 200B of the Corporations Act in connection with the potential vesting of the Director Options proposed to be issued to the Related Parties (and/or their respective nominee(s)) pursuant to Resolutions 7 to 10.

10.5 **Specific information required by section 200E of the Corporations Act**

The amount or value of the benefit relating to the Shares to be issued upon exercise of the Director Options in connection with a Related Party ceasing to hold his managerial or executive office cannot presently be ascertained. However, the manner in which the amount or value of the potential benefits will be calculated, and the matters, events and circumstances that will, or are likely to, affect the calculation of that amount or value include:

(a) the number of Director Options held by the Related Party prior to ceasing his office with the Company;

(b) the outstanding conditions (if any) of vesting and exercise of the Director Options and the number that the Board determines to (or which automatically) vest, lapse, forfeit or leave on foot;

(c) the applicable vesting conditions and the achievement of such conditions;

(d) the portion of the relevant vesting periods for the Director Options that have expired at the time the Related Party ceases his office with the Company;

(e) the circumstances of, or reasons for, the Related Party ceasing his office with the Company;

(f) the Related Party's length of service with the Company and performance over that period of time;

(g) any other factors that the Board determines to be relevant when exercising its discretion to provide potential termination benefits to the Related Party, and the manner in which the Board exercises its discretions;

(h) the market price of the Shares on ASX at the relevant time when the amount or value of the Director Options is determined, the risk free rate of return in Australia and the estimated volatility of the Shares on ASX at the relevant time; and

(i) any changes in law.

The Company will likely calculate the value of the benefit relating to the Shares to be issued upon exercise of the Director Options at the relevant time based on the above factors and using the Share value at that time.

10.6 **Specific information required by Listing Rule 10.15 and section 219 of the Corporations Act**

The following information in relation to Resolutions 7 to 10 is provided to Shareholders for the purposes of Listing Rule 10.15 and section 219 of the Corporations Act:

(a) The Director Options will be issued to the Related Parties (and/or their respective nominee(s)) under the Plan as follows: up to 10,000,000 Options to Mr Justin Brown (Resolution 7); up to 4,000,000 Options to Mr Vincent Lauwerier (Resolution 8); up to 4,000,000 Options to Mr Matthew Skinner (Resolution 9); and up to 4,000,000 Options to Mr Jack Guidry (Resolution 10). Each Related Party has an interest in the Resolution relating to the Options proposed to be issued to him, but not in the other Resolutions.

(b) Each of the Related Parties falls within category 10.14.1 of the Listing Rules as a related party of the Company by virtue of being a Director. Any party a Related Party nominates to receive his Director Options may fall within category 10.14.2 of the Listing Rules as an associate of that Related Party.

(c) Details of the current total remuneration package of each Related Party (other than the Director Options the subject of Resolutions 7 to 10) is set out below. Directors' fees have been deferred by agreement since the June 2026 quarter.

Director	Annual fees (exclusive of superannuation)
Mr Justin Brown	A$50,000
Mr Vincent Lauwerier	A$40,000
Mr Matthew Skinner	A$40,000
Mr Jack Guidry	A$40,000

(d) The following securities have previously been issued to the Related Parties under the Plan, in each case for nil consideration:

Director	Securities previously issued under the Plan
Mr Justin Brown	Nil
Mr Vincent Lauwerier	1,000,000 Options (exercisable at A$0.03, expiring 1 December 2028), issued on 2 December 2025 for nil consideration
Mr Matthew Skinner	1,000,000 Options (exercisable at A$0.03, expiring 9 December 2027), issued on 9 December 2024 for nil consideration while Chief Financial Officer
Mr Jack Guidry	Nil

(e) The maximum number of Options to be issued under the Plan pursuant to Resolutions 7 to 10 is 22,000,000, comprising 10,000,000 Brown Options, 4,000,000 Lauwerier Options, 4,000,000 Skinner Options and 4,000,000 Guidry Options. Each Option is an unlisted option to acquire one Share. The Director Options will be issued in the tranches, and with the exercise prices, vesting conditions and expiry dates, set out in Schedule 2. The Brown Options have a nil exercise price and the Lauwerier Options, Skinner Options and Guidry Options are

exercisable at A$0.04 (Tranches A and B) and A$0.06 (Tranche C). The Director Options will otherwise be issued on the terms and conditions set out in Schedule 2.

(f) The Director Options are being issued to provide a cost effective and efficient form of remuneration and incentive to the Related Parties, in place of additional cash remuneration, and to align the interests of the Related Parties with those of Shareholders through vesting conditions linked to the delivery of first product from the Company's scale-up program and increases in the Company's share price. Options were chosen as the form of incentive, rather than Shares, because they only deliver value to the Related Parties if the vesting conditions are satisfied and, in the case of the Lauwerier Options, Skinner Options and Guidry Options, if the Share price exceeds the exercise price. The numbers of Director Options are considered appropriate based on the objectives of limiting the dilution of existing Shareholders whilst appropriately remunerating the Related Parties.

(g) The values which the Company attributes to the Director Options (including the financial benefits inherent in their proposed issue), determined using the Black-Scholes option pricing model, are summarised below. Tranches with vesting conditions linked to the Company's share price have been valued without discount for those conditions and the values shown are therefore considered to be conservative.

Director	Tranche A	Tranche B	Tranche C	Total
Mr Justin Brown	$50,000	$25,000	$25,000	$100,000
Mr Vincent Lauwerier	$4,386	$2,193	$1,495	$8,074
Mr Matthew Skinner	$4,386	$2,193	$1,495	$8,074
Mr Jack Guidry	$4,386	$2,193	$1,495	$8,074

The values above have been calculated using a Share price of A$0.01 (being the closing price of the Shares on ASX on 27 October 2026), volatility of 80%, a risk-free rate of 3.75% and nil dividend yield, and a life equal to the full term of each tranche. The values will be updated for the Share price at the date of issue in the Company's financial statements.

(h) The Director Options will be issued to the relevant Related Party (and/or his nominee(s)) no later than three years following the date of the Meeting. It is anticipated that the Director Options will be issued shortly after the Meeting and on one date.

(i) The Director Options will be issued for nil cash consideration. No funds will be raised from the issue of the Director Options. Funds raised from the exercise of any Lauwerier Options, Skinner Options or Guidry Options will be applied towards the Company's general working capital.

(j) A summary of the material terms of the Plan is set out in Schedule 3. A full copy of the Plan is available on request from the Company Secretary.

(k) The Company will not make any loans to any Related Party in relation to the acquisition of the Director Options under the Plan.

(l) Details of any securities issued under the Plan will be published in the annual report of the Company for the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 7 to 10 are approved and who were not named in the Notice will not participate until approval is obtained under that rule.

(n) As at the date of the Notice, the Related Parties hold the following interests in the Company's securities (exclusive of the Director Options the subject of Resolutions 7 to 10):

Director	Shares	Options
Mr Justin Brown	1,760,994	3,869,565
Mr Vincent Lauwerier	Nil	1,000,000
Mr Matthew Skinner	854,768	2,475,440
Mr Jack Guidry	400,000	Nil

(o) If the maximum number of Director Options is issued and exercised into Shares, a total of 22,000,000 Shares would be issued. This would increase the number of Shares on issue from 654,446,869 to 676,446,869, in each case excluding the issue of any other Shares or Equity Securities being exercised or converted, with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 3.3% based on the current number of Shares on issue.

(p) Voting exclusions and voting prohibitions are included in the Notice for each of Resolutions 7 to 10.

(q) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to approve Resolutions 7 to 10.

10.7 **Board Recommendation**

Each Related Party has an interest in the Resolution relating to the Options proposed to be issued to him and therefore believes it inappropriate to make a recommendation on that Resolution.

The Board (excluding Mr Brown due to his personal interest in Resolution 7) recommends that Shareholders vote in favour of Resolution 7.

The Board (excluding Mr Lauwerier due to his personal interest in Resolution 8) recommends that Shareholders vote in favour of Resolution 8.

The Board (excluding Mr Skinner due to his personal interest in Resolution 9) recommends that Shareholders vote in favour of Resolution 9.

The Board (excluding Mr Guidry due to his personal interest in Resolution 10) recommends that Shareholders vote in favour of Resolution 10.

Schedule 1

Definitions

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

A$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 9.1.

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

15% Placement Capacity has the meaning given in Section (d).

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

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

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

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

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Child Entity has he meaning given in the Listing Rules.

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

Company means Wide Open Agriculture Limited (ACN 604 913 822).

Constitution means the constitution of the Company at the commencement of the Meeting.

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

Director means a director of the Company.

Director Options has the meaning given in Section 10.

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

Eligible Entity has the same meaning as in the Listing Rules.

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

Eligible Participant has the meaning given in the Plan.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Managing Director means the managing director of the Company.

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

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Proxy Form means the proxy form attached to the Notice.

Plan means the Wide Open Agriculture Ltd Employee Incentive Plan approved by Shareholders at the annual general meeting held on 28 November 2024, a summary of which is set out in Schedule 3.

Relevant Interest has the meaning given in the Corporations Act.

Related Parties has the meaning given in Section 10.

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

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Strike has the meaning given in Section 4.

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

VWAP means volume weighted average price.

Schedule 2

Terms and Conditions of the Director Options

Entitlement

Each option entitles the holder (Holder) to subscribe for one (1) fully paid ordinary share in the capital of Wide Open Agriculture Ltd (ACN 604 913 822) (Share) (Company) upon exercise (Option). The Options are issued under, and subject to the rules of, the Plan. In the event of any inconsistency between these terms and the rules of the Plan, the rules of the Plan prevail.

Exercise Price, Expiry Date and Vesting Conditions

The Director Options will be issued in the following tranches. The Expiry Date of each Option is 5:00pm (AWST) on the date that is three (3) years (Lauwerier Options, Skinner Options and Guidry Options) or four (4) years (Brown Options) after the date of issue of the Option.

Brown Options (Resolution 7)	**Number of Options**	**Exercise Price**	**Vesting Condition**	**Expiry Date**
Tranche A	5,000,000	Nil	Upon first product successfully delivered from the Company's scale-up program by one week prior to the Expiry Date	4 years from the date of issue
Tranche B	2,500,000	Nil	Upon the Company achieving a 5-day VWAP of A$0.04 (4 cents)	4 years from the date of issue
Tranche C	2,500,000	Nil	Upon the Company achieving a 5-day VWAP of A$0.06 (6 cents)	4 years from the date of issue

Lauwerier, Skinner and Guidry Options (each) (Resolutions 8 to 10)	**Number of Options**	**Exercise Price**	**Vesting Condition**	**Expiry Date**
Tranche A	2,000,000	A$0.04	Upon first product successfully delivered from the Company's scale-up program by one week prior to the Expiry Date	3 years from the date of issue
Tranche B	1,000,000	A$0.04	Upon the Company achieving a 5-day VWAP of A$0.06 (6 cents)	3 years from the date of issue
Tranche C	1,000,000	A$0.06	Upon the Company achieving a 5-day VWAP of A$0.10 (10 cents)	3 years from the date of issue

Vesting Conditions

Options will only vest and become exercisable if the applicable Vesting Condition has been satisfied (or waived by the Board) prior to the date that is one week before the Expiry Date, following which the Company will issue the Holder a Vesting Notification to that effect. The Board will determine in its sole discretion whether the Holder has satisfied the Vesting Conditions applicable to the Options and will issue a Vesting Notification. Any Options that have not vested by the date that is one week before the Expiry Date will lapse.

Exercise of Options

Options may only be exercised when the Company has issued the Holder a Vesting Notification. Following the issuing of a Vesting Notification, Options are exercisable by the Holder at any time prior to the Expiry Date, subject to the Holder delivering to the registered office of the Company (or such other address as determined by the Board) a signed Notice of Exercise and, subject to the cashless exercise facility, payment of the Exercise Price (if any) in a form determined by the Board.

Cashless Exercise of Options

A Holder of Options with an Exercise Price may elect to pay the Exercise Price for each Option by setting off the total Exercise Price against the number of Shares which they are entitled to receive upon exercise (Cashless Exercise Facility). If the Holder elects to use the Cashless Exercise Facility, the Holder will only be issued that number of Shares (rounded down to the nearest whole number) as is equal in value to the difference between the total Exercise Price otherwise payable for the Options being exercised and the then market value of the Shares at the time of exercise, calculated in accordance with the following formula:

$S = O \times (MSP – EP) / MSP$

Where: S = the number of Shares to be issued on exercise of the Options; O = the number of Options being exercised; MSP = the market value of the Shares calculated using the volume weighted average price of the Shares on ASX for the 5 trading days immediately prior to (and excluding) the date of the Notice of Exercise; and EP = the Exercise Price. If the difference between the total Exercise Price otherwise payable and the then market value of the Shares is zero or negative, the Holder will not be entitled to use the Cashless Exercise Facility.

Minimum Exercise

Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder or the Board otherwise agrees.

Timing of the Issue of Shares on Exercise and Quotation

Within five (5) Business Days after the later of receipt of a Notice of Exercise and payment of the Exercise Price (if any), and the date on which any excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) ceases to be excluded information, the Company will allot and issue the Shares, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (or, if unable to do so, lodge a prospectus with ASIC), and apply for official quotation on ASX of the Shares issued on exercise of the Options. Following the exercise of Options, the Options will automatically lapse and the Company will allot and issue the number of Shares to which the Holder is entitled.

Shares Issued on Exercise

Shares issued on the exercise of the Options rank equally with all existing Shares. If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

Transferability

The Options are not transferable, except with the prior written consent of the Board. The Company will not apply for quotation of the Options on ASX.

Cessation of Office

If the Holder ceases to be an Eligible Participant, the Options will be dealt with in accordance with the leaver provisions of the Plan (summarised in Schedule 3). Unless the Board determines otherwise in its sole discretion, any Options which have not vested at the date of cessation will lapse.

Adjustment for Reorganisation

If there is any reorganisation of the issued share capital of the Company (including a reduction, subdivision or consolidation of share capital), the terms of the Options and the rights of the Holder will be varied, including an adjustment to the number of Options and/or the Exercise Price, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

Participation in New Issues and Other Rights

A Holder of Options is not entitled to notice of, or to vote or attend at, a meeting of the Shareholders, to receive any dividends declared by the Company, or to participate in any new issues of securities offered to Shareholders during the term of the Options, unless and until the Options are exercised and the Holder holds Shares.

Adjustment for Rights Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be reduced in accordance with the formula in Listing Rule 6.22.2.

Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue, and no change will be made to the Exercise Price.

Change of Control

A Change of Control Event occurs if: the Company announces that its Shareholders have, at a Court convened meeting, voted in favour by the necessary majority of a proposed scheme of arrangement (other than a scheme for the purposes of a corporate restructure) and the Court, by order, approves the scheme; a Takeover Bid is announced, has become unconditional and the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares; any person acquires a Relevant Interest in fifty and one tenth percent (50.1%) or more of the issued Shares by any other means; or the Company announces that a sale or transfer of the whole or substantially the whole of the undertaking and business of the Company has been completed.

Where a Change of Control Event has occurred or, in the opinion of the Board, there is a state of affairs that will or is likely to result in a Change of Control Event occurring, all Options will automatically and immediately vest (to the extent they have not already vested), regardless of whether the Vesting Conditions have been satisfied, and may be exercised by the Holder (utilising the Cashless Exercise Facility, to the extent the Options have an Exercise Price) prior to the earlier of the Expiry Date and the date determined by the Board, failing which the Options will lapse.

Schedule 3

Summary of the Plan

The material terms of the Plan are summarised below:

1. Eligible Participant: means Directors and Employees who are determined by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives or any other person who is determined by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives.

   Offer: The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for Employee Incentives, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (Offer).

2. Consideration: Employee Incentives issued under the Plan will be issued for nil cash consideration unless otherwise required in the Offer.

3. Vesting conditions: Employee Incentives issued under the Plan may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the Offer (Vesting Conditions). The Board may vary Vesting Conditions and/or the performance period after the grant of those Employee Incentives, subject to:

   (a) the Company complying with any applicable laws;

   (b) the Vesting Conditions and/or the performance period as varied being no less favourable to the Participant than the terms upon which the Employee Incentives were originally granted; and

   (c) the Board promptly notifying a Participant of any such variation.

   The Board will determine in its sole discretion whether (and, where applicable, to what extent) the Participant has satisfied the Vesting Conditions applicable to the relevant performance period. As soon as practicable after making that determination the Board must inform the Participant of that determination by issuing the Participant a vesting notification. Where Employee Incentives have not satisfied the Vesting Conditions within the performance period, those Employee Incentives will automatically lapse.

4. Lapse of an Award: Subject to clause 6 or the Board deciding otherwise, a Participant's Employee Incentives shall automatically lapse and be cancelled for no consideration on the earliest to occur of the following:

   (a) where the Participant is a Non-Agreed Leaver, upon the occurrence of a lapsing event in accordance with clause 7;

   (b) where clause 8 applies;

   (c) if the applicable Vesting Conditions are not achieved by the end of the relevant performance period;

   (d) if the Board determines in its reasonable opinion that the applicable Vesting Conditions have not been met or cannot be met prior to the expiry date or the end of the relevant performance period (as applicable);

   (e) the expiry date;

   (f) the receipt by the Company of notice from the Participant that the Participant has elected to surrender the Employee Incentives; or

   (g) any other circumstances specified in any Offer pursuant to which the Employee Incentives were issued.

5. Agreed Leaver: Where a Participant who holds Employee Incentives becomes an Agreed Leaver, the Board may at any time, in its sole and absolute discretion, do one or more of the following:

   (a) permit the unvested Employee Incentives to continue in force;

(b) permit unvested Employee Incentives held by the Agreed Leaver to vest;

(c) amend the Vesting Conditions or reduce the performance period of unvested Employee Incentives; or

(d) determine that the unvested Employee Incentives will lapse.

Where a person is an Agreed Leaver due to:

(e) the death of the Participant; or

(f) the total and permanent disablement of the Participant such that the Participant is unlikely ever to engage in any occupation for which the Participant is reasonably qualified by education, training or experience,

(each a Special Circumstance), the nominated beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.

Agreed Leaver means a Participant who ceases to be an Eligible Participant in any of the following circumstances:

(g) the Participant and Board have agreed in writing that the Participant has entered into bona fide retirement;

(h) the Participant and the Board have agreed in writing that the Participant's role has been made redundant;

(i) the Board has determined that:

(i) Special Circumstances apply to the Participant; or

(ii) the Participant is no longer able to perform their duties under their engagement or employment arrangements with the Company due to poor health, injury or disability;

(j) the Participant's death; or

(k) any other circumstance determined by the Board in writing.

6. Non-Agreed Leaver: Where a Participant who holds Employee Incentives becomes a Non-Agreed Leaver:

unless the Board determines otherwise in its sole and absolute discretion, all unvested Employee Incentives will immediately lapse;

unless the Board determines otherwise in its sole and absolute discretion, all vested Employee Incentives will lapse 30 days after the Participant who holds Employee Incentives becomes a Non-Agreed Leaver (if they have not already lapsed by the end of that period); and

the Board may determine to exercise the right to Buy-Back any Employee Incentives in accordance with the Plan.

Non-Agreed Leaver means a Participant who ceases to be an Eligible Participant and:

(a) does not meet the Agreed Leaver criteria; or

(b) meets the Agreed Leaver criteria but the Board has determined in writing that they be treated as a Non-Agreed Leaver.

7. Forfeiture Events:

Where, in the reasonable opinion of the Board, a Participant or former Participant (which for the avoidance of doubt may include an Agreed Leaver):

(a) acts fraudulently or dishonestly;

(b) wailfully breaches his or her duties to any Group Member;

(c) has, by any act or omission, in the opinion of the Board (determined in its absolute discretion):

(i) brought the Company, the Group, its business or reputation into disrepute; or

(ii) is contrary to the interest of the Company or the Group;

(d) commits any material breach of the provisions of any employment contract or services contract entered into by the Participant with any Group Member;

(e) commits any material breach of any of the policies of the Group or procedures or any applicable laws applicable to the Company or Group;

(f) is subject to allegations concerning, or has been accused of, charged with or convicted of, fraudulent or dishonest conduct in the performance of the Participant's (or former Participant's) duties, which in the reasonable opinion of the Board affects the Participant's suitability for employment with any Group Member, or brings the Participant or the relevant Group Member into disrepute or is contrary to the interests of the Company or the Group;

(g) is subject to allegations concerning, or has been accused of, charged with or convicted of any criminal offence which involves, fraud or dishonesty or any other criminal offence which Board determines (in its absolute discretion) is of a serious nature;

(h) has committed any wrongful or negligent act or omission which has caused any Group Member substantial liability;

(i) has become disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act or has committed any act that, pursuant to the Corporations Act, may result in the Participant being banned from managing a corporation;

(j) has committed serious or gross misconduct, willful disobedience or any other conduct justifying termination of employment without notice;

(k) has willfully or negligently failed to perform their duties under any employment contract or services contract entered into by the Participant with any Group Member;

(l) has resigned from their employment and the Company determines in its absolute discretion is not an Agreed Leaver;

(m) has engaged in a transaction which involves a conflict of interest to their employment with the Company resulting in the Participant or former Participant obtaining a personal benefit;

(n) accepts a position to work with a competitor of the Company or Group;

(o) acting in such a manner that could be seen as being inconsistent with the culture and values of the Company or Group; or

(p) any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant or Former Participant for the purposes of this clause 7,

then the Board may (in its absolute discretion) deem that all Employee Incentives, or Shares issued upon the vesting of such Employee Incentives (Allocated Shares), held by the Participant or former Participant will automatically be forfeited.

Where any Employee Incentives are subject to forfeiture pursuant to clause 7, the Company will:

(q) notify the Participant or former Participant that the relevant Employee Incentives or Allocated Shares held by them have been forfeited;

(r) cancel any Employee Incentives, buy-back any Allocated Shares or arrange for the Participant's agent or attorney to sign any transfer documents required to transfer or rely on the power of attorney granted under the Plan and otherwise deal with the relevant Employee Incentives as the Board determines in its absolute discretion; and

(s) not be liable for any damages, compensation or other amounts to the Participant in respect of the relevant Employee Incentives or Allocated Shares that were subject to such forfeiture.

8. Buy-Back: Each Participant is deemed to agree to sell such Allocated Shares to the Company and will do all acts, matters and things at any time which are necessary or desirable in the sole opinion of the Board to give effect to any buy-back of his or her Allocated Shares, including but not limited to:

   (a) authorising and appointing the company secretary of the Company holding office at the relevant time (or their delegate) as their agent or attorney to sell the Allocated Shares; or

   (b) notwithstanding the other provisions of the Plan, where any Allocated Shares have been sold by the Participant, no buy-back of those sold Allocated Shares will occur; or

   If there are insufficient proceeds received by the Company from the sale of Allocated Shares, the Participant will owe a debt to the Company for the difference between the proceeds received from the sale of the Allocated Shares and the Buy-Back Price but only to the extent that the Participant has sold Allocated Shares prior to the Company exercising its Buy-Back rights under the Plan.

   Unless determined otherwise by the Board in its absolute discretion, the total price on which Allocated Share(s) may be bought-back by the Company is the lesser of the:

   (c) market value for those Shares; and

   (d) consideration paid to acquire the Allocated Shares, or if no consideration was paid $1.00,

   (Buy-Back Price).

9. Not transferable: Options and Performance Rights may not be assigned, transferred, encumbered with a security interest in or over them, or otherwise disposed of by a Participant, unless the prior consent of the Board is obtained, which consent may be withheld in the Board's sole discretion and which, if granted, may impose such terms and conditions on such assignment, transfer, encumbrance with a security interest or disposal as the Board sees fit, or such assignment or transfer occurs by force of law upon the death or total and permanent disablement of a Participant to the Participant's legal personal representative.

10. Maximum Allocation: The maximum number of Employee Incentives that may be granted pursuant to the Plan must not at any time exceed 10% of the total number of Shares on issue (Maximum Allocation) and:

   (a) in respect of an Offer of Employee Incentives for monetary consideration, an offer of Employee Incentives may only be made if the Company reasonably believes that:

      (i) the total number of Shares that may be issued upon conversion of Employee Incentives; and

      (ii) the total number of Shares that have been issued, or may be issued, comprising:

         (A) Shares (including upon conversion of Employee Incentives) issued, or which may be issued, under offers that were both received in Australia and made in connection with the Plan; and

         (B) ESS Interests (as defined in the Corporations Act) (including upon exercise or conversion of ESS Interests) issued, or which may be issued, under offers that were both received in Australia and made in connection with any employee share scheme other than the Plan,

         (in aggregate, and whether offered for monetary consideration or no monetary consideration) during the previous three years ending on the day the proposed offer is made,

         does not exceed 5% of the total number of Shares on issue as at the start of the day on which the proposed offer is made (or if the Constitution specifies an issue cap percentage, that percentage); and

   (b) in respect of an offer of Employee Incentives for no monetary consideration:

      (i) the Maximum Allocation must not be exceeded; and

      (ii) such offer must not cause the limit under clause 10(a) to be exceeded.

11. Shares: The Company will issue Shares or procure the acquisition of Shares to be held by or on behalf of the Eligible Participant where Shares are to be provided under the Plan, unless the Board determines otherwise. Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

12. Sale restrictions: A Participant must not assign, transfer, sell, or grant an encumbrance over, or otherwise deal with, an interest in an Allocated Share of that Participant during any applicable restriction period (if any). The Company may enter into such arrangements as they consider necessary to enforce the restrictions in this clause 12.

13. Quotation of Shares: If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX. The Company will not apply for quotation of any Performance Rights or Options on the ASX.

14. Trust: The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Performance Rights or Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust.

15. Amendments: Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Employee Incentives granted under the Plan including giving any amendment retrospective effect.

Wide Open Agriculture

Proxy Voting Form

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

Wide Open Agriculture Ltd | ABN 86 604 913 822

Your proxy voting instruction must be received by **2:00pm (AWST) on Tuesday, 24 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Wide Open Agriculture Ltd, to be held at **2:00pm (AWST) on Thursday, 26 November 2026 at 2/284 Oxford Street, Leederville, Western Australia at 2:30pm (AWST)** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Election of Mr Justin Brown as Director	☐	☐	☐
3	Election of Mr Vincent Lauwerier as Director	☐	☐	☐
4	Election of Mr Matthew Skinner as Director	☐	☐	☐
5	Election of Mr Jack Guidry as Director	☐	☐	☐
6	Approval of 10% Placement Capacity	☐	☐	☐
7	Issue of Options to Mr Justin Brown under the Plan	☐	☐	☐
8	Issue of Options to Mr Vincent Lauwerier under the Plan	☐	☐	☐
9	Issue of Options to Mr Matthew Skinner under the Plan	☐	☐	☐
10	Issue of Options to Mr Jack Guidry under the Plan	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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