ASX Announcement:

Annual General Meeting Notice



28th October 2026

5G Networks Limited (ASX:5GN) (**5GN**) announces that its 2026 **Annual General Meeting will be held at 1.00 pm (AEDT) on Thursday 26 November 2026.**

Information for AGM

The Annual General Meeting will be held as a virtual meeting. A copy of the Notice of Meeting and sample Proxy Form accompany this Announcement.

In accordance with the Corporations Act, 5GN will not be mailing physical copies of the Notice of Meeting to Shareholders, other than those who have elected to receive documents in hard copy. Shareholders whose email address is held by the Share Registry will be emailed the Notice of Meeting by 28 October 2026. All other Shareholders will be sent an access letter by mail by 28 October 2026 containing a URL from which the Notice of Meeting can be accessed and downloaded.

Shareholders will be able to attend, vote and ask questions at the meeting through the Automic online platform at https://portal.automic.com.au/investor/home. Shareholders who do not have an Automic account are strongly encouraged to register well in advance of the meeting using their SRN or HIN.

5GN encourages Shareholders to vote by lodging a directed Proxy Form before the meeting, in accordance with the instructions in the Notice of Meeting and Proxy Form. Questions may be submitted before the meeting by email to the Company Secretary, Adam Gallagher, at ag@5gn.com.au.

Investor Enquiries

Joe Demase
Managing Director
jd@5gn.com.au
1300 10 11 12

About 5GN

5GN is an Australian owned digital services company who empower more than 2,500 corporate clients to grow and thrive online. Our portfolio of digital services is extensive, with market leading offers across Cloud, Data networks, Data centre, managed IT services and digital marketing.

5GN currently owns and operates its own Nationwide and Internationally highspeed Data Network with points of presence in all major Australian capital cities, Singapore, USA, Hong Kong and New Zealand. In addition, the Company offers managed cloud solutions through its Cloud and Data Centre capabilities as well as managed services to optimise customers' IT and network environments. Supporting this is the Company's combined rack capacity of over 1,200 racks through its owned and operated Data Centres across Melbourne, Sydney, Brisbane and Adelaide.

Our customer focussed heritage has been built on expertise, innovation and personalised service; critical attributes delivered through our culture and embraced by our people.

The 5GN mission is dedicated to leading online success for our customers. We achieve this by building trusted and valued client relationships which convert successful business outcomes at each milestone across the customers' digital journey.

5G NETWORKS LIMITED ACN 073 716 793
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of 5G Networks Limited ACN 073 716 793 (the **Company**) will be held:

Date: Thursday, 26 November 2026

Time: 1.00 pm (AEDT)

Venue: Online only (virtual meeting)

The Annual General Meeting will be held as a virtual meeting. Shareholders are requested to participate in the Annual General Meeting virtually via the Company's online virtual platform, or by the appointment of a proxy. Please see the section headed "How to Access the Meeting & Vote" for details outlining the process Shareholders should follow to participate in the Annual General Meeting.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders (other than Shareholders who have elected to receive documents in hard copy), and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a postcard sent to them by mail. Please see the section headed "Virtual Annual General Meeting" for further details regarding the despatch of this Notice of Meeting to Shareholders.

Certain expressions, terms and abbreviations used in this Notice of Annual General Meeting and the Explanatory Statement are defined in the Glossary to, or elsewhere in, the Explanatory Statement.

ORDINARY BUSINESS

1. AGENDA ITEM 1: FINANCIAL STATEMENTS AND REPORT

To receive and consider the Company's Annual Report, which comprises the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

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

RESOLUTIONS

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following non-binding **ordinary resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial year ended 30 June 2026 as disclosed in the Directors' Report for the financial year ended 30 June 2026."

Note: This Resolution is advisory only and does not bind the Company or the Directors. This Resolution is subject to voting exclusions, which are set out below.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes, in accordance with section 250R(4) of the Corporations Act, by or on behalf of:

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

(b) a Closely Related Party of such member.

However, in accordance with section 250R(5) of the Corporations Act, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in section 250R(4) and either:

(a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or

(b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – NATALIE MACTIER

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

"That Natalie Mactier, who retires in accordance with rule 9.3 of the Company's Constitution and ASX Listing Rule 14.5 and, being eligible and offering herself for re-election, be re-elected as a Director of the Company."

4. RESOLUTION 3: GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO A DIRECTOR, HUGH ROBERTSON, UNDER ASX LISTING RULE 10.14

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 3,000,000 Options, exercisable at $0.10 per Option and expiring 5 years from the date of issue, to Hugh Robertson (or his nominee(s)), being a Director of the Company, under the Company's Employee Incentive Plan as part of his remuneration and, upon exercise of those Options, the acquisition of the Shares underlying those Options, on the terms and conditions set out in the Explanatory Statement."

Note: A voting exclusion statement and proxy appointment restriction is included below Resolution 5.

5. RESOLUTION 4: GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO A DIRECTOR, CHRIS SCOTT, UNDER ASX LISTING RULE 10.14

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 1,000,000 Options, exercisable at $0.10 per Option and expiring 5 years from the date of issue, to Chris Scott (or his nominee(s)), being a Director of the Company, under the Company's Employee Incentive Plan as part of his remuneration and, upon exercise of those Options, the acquisition of the Shares underlying those Options, on the terms and conditions set out in the Explanatory Statement."

Note: A voting exclusion statement and proxy appointment restriction is included below Resolution 5.

6. RESOLUTION 5: GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO A DIRECTOR, NATALIE MACTIER, UNDER ASX LISTING RULE 10.14

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 1,000,000 Options, exercisable at $0.10 per Option and expiring 5 years from the date of issue, to Natalie Mactier (or her nominee(s)), being a Director of the Company, under the Company's Employee Incentive Plan as part of her remuneration and, upon exercise of those Options, the acquisition of the Shares underlying those Options, on the terms and conditions set out in the Explanatory Statement."

VOTING EXCLUSION STATEMENT – Resolutions 3 to 5 (inclusive)

The Company will disregard any votes cast in favour of Resolutions 3 to 5 (inclusive) by or on behalf of:

(a) in the case of Resolution 3 – Hugh Robertson;

(b) in the case of Resolution 4 – Chris Scott;

(c) in the case of Resolution 5 - Natalie Mactier;

(d) any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan; or

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

However, this does not apply to a vote cast in favour of Resolutions 3 to 5 (inclusive) by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 3 to 5 (inclusive), in accordance with directions given to the proxy or attorney to vote on Resolutions 3 to 5 (inclusive) in that way; or

(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on Resolutions 3 to 5 (inclusive), in accordance with a direction given to the Chair to vote on Resolutions 3 to 5 (inclusive) as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 3 to 5 (inclusive); and
   (ii) the holder votes on Resolutions 3 to 5 (inclusive) in accordance with directions given by the beneficiary to the holder to vote in that way.

CORPORATIONS ACT VOTING PROHIBITION STATEMENT

In accordance with section 224 of the Corporations Act, a vote on Resolutions 3 to 5 (inclusive) must not be cast by or on behalf of:

(a) a related party of the Company to whom Resolutions 3 to 5 (inclusive) would permit a financial benefit to be given; or

(b) an associate of such a related party.

However, the above does not prevent the casting of a vote if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolutions 3 to 5 (inclusive); and

(b) it is not cast on behalf of a related party or associate of a kind referred to above.

PROXY APPOINTMENT RESTRICTION

As Resolutions 3 to 5 (inclusive) are connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolutions 3 to 5 (inclusive) by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as proxy unless:

(a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or

(b) the appointed proxy is the Chair of the Annual General Meeting and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on Resolutions 3 to 5 (inclusive); and

(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. RESOLUTION 6: GRANT OF PERFORMANCE RIGHTS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO AN ENTITY CONTROLLED BY JOSEPH DEMASE, A DIRECTOR OF THE COMPANY, UNDER ASX LISTING RULE 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 15,000,000 Performance Rights to J D Management Group Pty Ltd (an entity controlled by Joseph Demase, a Director of the Company), under the Company's Employee Incentive Plan as part of his remuneration and, upon conversion of those Performance Rights, the acquisition of the Shares underlying those Performance Rights, on the terms and conditions set out in the Explanatory Statement."

VOTING EXCLUSION STATEMENT

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

(a) Joseph Demase, and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan; or

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

However, this does not apply to a vote cast in favour of Resolution 6 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or

(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or

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

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and

(ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

PROXY APPOINTMENT RESTRICTION

As Resolution 6 is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 6 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as proxy unless:

(a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or

(b) the appointed proxy is the Chair of the Annual General Meeting and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on Resolution 6; and

(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7: APPROVAL TO ISSUE SHARES TO DIRECTOR, HUGH ROBERTSON, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11

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

"*That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Hugh Robertson (or his nominee(s)), a Director of the Company, up to that number of Shares determined by dividing $55,000 of cash remuneration accrued but unpaid for the period from 1 December 2025 to 30 November 2026 by the applicable issue price described in the Explanatory Statement, on the terms and conditions set out in the Explanatory Statement.*"

Note: A voting exclusion statement and proxy appointment restriction is included below Resolution 9.

9. RESOLUTION 8: APPROVAL TO ISSUE SHARES TO DIRECTOR, CHRIS SCOTT, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11

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

"*That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Chris Scott (or his nominee(s)), a Director of the Company, up to that number of Shares determined by dividing $45,000 of cash remuneration accrued but unpaid for the period from 1 December 2025 to 30 November 2026 by the applicable issue price described in the Explanatory Statement, on the terms and conditions set out in the Explanatory Statement.*"

Note: A voting exclusion statement and proxy appointment restriction is included below Resolution 9.

10. RESOLUTION 9: APPROVAL TO ISSUE SHARES TO DIRECTOR, NATALIE MACTIER, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11

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

"*That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Natalie Mactier (or her nominee(s)), a Director of the Company, up to that number of Shares determined by dividing $45,000 of cash remuneration accrued but unpaid for the period from 1 December 2025 to 30 November 2026 by the applicable issue price described in the Explanatory Statement, on the terms and conditions set out in the Explanatory Statement.*"

VOTING EXCLUSION STATEMENT – Resolutions 7 to 9 (inclusive)

The Company will disregard any votes cast in favour of Resolutions 7 to 9 (inclusive) by or on behalf of:

(a) in relation to Resolution 7 – Hugh Robertson;
(b) in relation to Resolution 8 – Chris Scott;
(c) in relation to Resolution 9 - Natalie Mactier;
(d) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
(e) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 7 to 9 (inclusive) by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 7 to 9 (inclusive), in accordance with directions given to the proxy or attorney to vote on Resolutions 7 to 9 (inclusive) in that way; or
(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on Resolutions 7 to 9 (inclusive), in accordance with a direction given to the Chair to vote on Resolutions 7 to 9 (inclusive) as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 7 to 9 (inclusive); and
    (ii) the holder votes on Resolutions 7 to 9 (inclusive) in accordance with directions given by the beneficiary to the holder to vote in that way.

CORPORATIONS ACT VOTING PROHIBITION STATEMENT

In accordance with section 224 of the Corporations Act, a vote on Resolutions 7 to 9 (inclusive) must not be cast by or on behalf of:

(a) a related party of the Company to whom Resolutions 7 to 9 (inclusive) would permit a financial benefit to be given; or
(b) an associate of such a related party.

However, the above does not prevent the casting of a vote if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolutions 7 to 9 (inclusive); and
(b) it is not cast on behalf of a related party or associate of a kind referred to above.

PROXY APPOINTMENT RESTRICTION

As Resolutions 7 to 9 (inclusive) are connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolutions 7 to 9 (inclusive) by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as proxy unless:

(a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
(b) the appointed proxy is the Chair of the Annual General Meeting and the appointment of the Chair as proxy:
    (i) does not specify the way the proxy is to vote on Resolutions 7 to 9 (inclusive); and
    (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

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

"*That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

VOTING EXCLUSION STATEMENT

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

(a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
(b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way; or
(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chair to vote on Resolution 10 as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 10; and
    (ii) the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

An Explanatory Statement in respect of the Resolutions set out above is attached to or otherwise accompanies this Notice of Meeting.

Expressions, terms or abbreviations defined in the Glossary to, or elsewhere in, the Explanatory Statement have the same meaning when used in this Notice of Annual General Meeting.

By Order of the Board

Adam Gallagher
Company Secretary
28 October 2026

VIRTUAL ANNUAL GENERAL MEETING

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- if the Share Registry has a record of a Shareholder's email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- if the Share Registry does not have a record of a Shareholder's email address, the Company will mail a physical postcard to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

Despite the above, for each Shareholder who has nominated (in accordance with the Corporations Act) to receive documents to which Division 3 of Part 2G.2 of the Corporations Act applies in hard copy only, this Notice of Meeting will be posted to that Shareholder's registered address.

Shareholders are requested to participate in the Annual General Meeting virtually via the Company's online virtual platform or via the appointment of a proxy.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00 pm (AEDT) on 24 November 2026.

NOTICE TO PERSONS OUTSIDE AUSTRALIA

This Notice of Meeting has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements, and accounting standards may differ from those in other countries.

The distribution of this document may be restricted in some countries by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe any such restrictions.

VOTING REQUIREMENTS

In accordance with section 250JA of the Corporations Act, all Resolutions to be considered at the Annual General Meeting as set out in the Notice of Annual General Meeting will be decided on a poll (and not a show of hands). In accordance with the Company's Constitution, the Corporations Act and the ASX Listing Rules, each Resolution put to Shareholders at the Annual General Meeting must be passed in accordance with its classification as either an ordinary resolution or special resolution. An ordinary resolution requires approval by a simple majority of votes cast by Shareholders entitled to vote on the Resolution. A special resolution requires approval by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

SHAREHOLDER QUESTIONS

A discussion will be held on the Resolutions to be considered at the Annual General Meeting.

All Shareholders will have a reasonable opportunity during the Annual General Meeting to ask questions about and make comments on the Company's Annual Report and the management or performance of the Company.

Shareholders will also have a reasonable opportunity to ask the Auditor or their representative (who will be present at the Annual General Meeting) questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following procedures at the Annual General Meeting:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Annual General Meeting (and for questions to the Auditor, relevant to the matters referred to above);
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Annual General Meeting regarding personal or irrelevant matters or matters that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Annual General Meeting are invited to do so. Questions submitted prior to the Annual General Meeting must be sent in writing to the Company Secretary, Adam Gallagher, by email to ag@5gn.com.au by 19 November 2026.

In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:
- the content of the Auditor's Report; and
- the conduct of the audit,

must be submitted no later than 5.00 pm on 19 November 2026 to the Company Secretary, Adam Gallagher, by email to ag@5gn.com.au.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

HOW TO ACCESS THE MEETING & VOTE

Using the online platform
The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online. Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link: https://portal.automic.com.au/investor/home and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:
1. Open your internet browser and go to https://portal.automic.com.au/investor/home
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Voting virtually at the Meeting
Shareholders who wish to vote virtually on the day of the Annual General Meeting can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to https://portal.automic.com.au/investor/home
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important****: Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/
It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.
Online voting will be open at the commencement of the Annual General Meeting at 1.00 pm (AEDT) on 26 November 2026 and will remain open for the duration of the Annual General Meeting.

Appointing a proxy
Shareholders who are entitled to vote at the Annual General Meeting have a right to appoint a proxy to attend the Annual General Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes, in which case any fraction of votes will be disregarded.

All Shareholders are invited and encouraged to participate in the Annual General Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Annual General Meeting.

Even if you plan to attend, you are encouraged to submit a Proxy Form before the Annual General Meeting so that your vote can be counted if you cannot attend for any reason.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au//login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on "*View Meetings*" – "*Vote*". To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on the top of your holding statement.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your proxy instruction must be received not later than 48 hours before the commencement of the Annual General Meeting (**Proxy Deadline**), i.e. not later than 1.00 pm (AEDT) on Tuesday, 24 November 2026. Proxy Forms received later than this time will be invalid.

VOTING INTENTIONS OF THE CHAIR

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of all Resolutions, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair of the Annual General Meeting may change their voting intention on any resolution, in which case an ASX announcement will be made.

BODY CORPORATE REPRESENTATIVES

A Shareholder that is a corporation may, by resolution of its directors or other governing body, appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the Annual General Meeting or in the capacity of a member's proxy.

Unless otherwise specified in the appointment, a representative appointed by a Shareholder that is a corporation may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.

The certificate or equivalent document must be produced prior to the Annual General Meeting.

5G NETWORKS LIMITED ACN 073 716 793
EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 1.00 pm (AEDT) on Thursday, 26 November 2026 via the Automic online platform.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward at the Annual General Meeting.

The Directors recommend that Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary of this Notice of Meeting.

1. AGENDA ITEM 1: FINANCIAL STATEMENTS AND REPORT

In accordance with section 317(1) of the Corporations Act, the Directors' Report, the Auditor's Report and the Financial Report must be laid before the Annual General Meeting.

The Annual Report for the financial year ended 30 June 2026 includes the Directors' Report, the Auditor's Report and the Financial Report.

Apart from the matters involving remuneration which are required to be voted upon, there is no requirement for Shareholders to approve the Annual Report. At the Annual General Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report, which is available online on the Company's ASX announcement platform at www.asx.com.au;

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

(c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the Auditor in relation to the conduct of the audit; and

(d) ask questions about, or make comments on, the Remuneration Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

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

(b) the conduct of the audit of the Financial Report to be considered at the Annual General Meeting,

must be submitted no later than 5.00 pm on 19 November 2026 to the Company Secretary, Adam Gallagher, by email to ag@5gn.com.au.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 Background

The Remuneration Report of the Company for the financial year ended 30 June 2026 is set out in the Directors' Report section of the Annual Report, which is available online on the Company's ASX Announcement platform at www.asx.com.au.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

Section 250R(2) of the Corporations Act requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2026 and sets out the remuneration policy for the Company and the remuneration arrangements in place for such persons.

2.2 Voting consequences

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 passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on a resolution for the adoption of a remuneration report are voted against such adoption, then:

(a) if comments are made on the remuneration report at the meeting, the Company's remuneration report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

(b) if at the next annual general meeting, at least 25% of the votes cast on the resolution for adoption of that remuneration report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

The Company received its first strike at the 2024 Annual General Meeting after the Remuneration Report for the financial year ended 30 June 2024 was not approved by Shareholders.

At the 2025 Annual General Meeting, the Company's Remuneration Report received 7.61% of votes cast in favour and 92.39% against, resulting in a second strike under the Corporations Act. Consequently, a Spill Resolution was put to Shareholders. The Spill Resolution received 16.09% of votes cast in favour and 83.91% against and, accordingly, was not passed.

As the Spill Resolution was not approved, no spill meeting was required to be held and the two-strike process has reset. Accordingly, any future strike against the Remuneration Report will be treated as a first strike.

2.3 Voting exclusion and Directors' recommendations

A voting exclusion statement for Resolution 1 is included in the Notice of Annual General Meeting.

What this means for Shareholders: If you intend to appoint a member of the Key Management Personnel (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Annual General Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

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

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution, subject to compliance with the Corporations Act.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – NATALIE MACTIER

3.1 General

Rule 9.3 of the Constitution provides that at each annual general meeting one-third of the Directors for the time being, or if their number is not three nor a multiple of three, then the number nearest one-third, and any other Director who has held office for three years or more since last being elected, must retire from office. ASX Listing Rule 14.5 provides that a listed entity which has directors must hold an election of directors at each annual general meeting.

Natalie Mactier retires from office in accordance with rule 9.3 of the Constitution and ASX Listing Rule 14.5 and, being eligible, offers herself for re-election.

3.2 Qualifications

Ms Mactier has over 23 years' experience in the online space having held senior management and executive roles at Australian start-up and scale-up organisations. With a background in sales and marketing, Ms Mactier helped build online brands SEEK and Kidspot before being approached by Square Peg Capital to create School Places, an online private school marketplace. Since 2018, Ms Mactier has been the CEO of [Vivi International], an EdTech software organisation helping drive student engagement and build teacher capacity globally. Ms Mactier has been an Independent Director of the Company since October 2020.

3.3 Independence

Natalie Mactier is considered an independent Director of the Company.

3.4 Directors' recommendation

The Directors, with Ms Mactier abstaining, support the re-election of Ms Mactier and recommend that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution and requires the approval of more than 50% of the votes cast by Shareholders entitled to vote on the Resolution.

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of Resolution 2, subject to compliance with the Corporations Act.

4. RESOLUTIONS 3 TO 5: GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO DIRECTORS, HUGH ROBERTSON, CHRIS SCOTT AND NATALIE MACTIER, UNDER ASX LISTING RULE 10.14

4.1 Background

Resolutions 3 to 5 seek Shareholder approval, pursuant to ASX Listing Rule 10.14, for the grant of Options (**Related Party Options**) to each of the following Directors (together, the **Proposed Optionholders**) under the Company's Employee Incentive Plan to incentivise their performance and align their personal interests with the interests of the Company's Shareholders:

Proposed Optionholders	**Details of Related Party Options**			
	No. of Options	**Exercise Price**	**Expiry Date**	**Vesting Conditions**
Hugh Robertson (or his nominee(s))	3,000,000	$0.10 per Related Party Option	5 years from date of issue	Vesting of the Related Party Options will be conditional on the Proposed Optionholders remaining in office for at least two years.
Chris Scott (or his nominee(s))	1,000,000	$0.10 per Related Party Option	5 years from date of issue	Vesting of the Related Party Options will be conditional on the Proposed Optionholders remaining in office for at least two years.

Natalie Mactier (or her nominee(s))	1,000,000	$0.10 per Related Party Option	5 years from date of issue	Vesting of the Related Party Options will be conditional on the Proposed Optionholders remaining in office for at least two years.

4.2 ASX Listing Rules

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders. Since the Proposed Optionholders are all Directors of the Company, the issue of the Related Party Options falls within ASX Listing Rule 10.14.1 and therefore requires the approval of the Shareholders under ASX Listing Rule 10.14.

ASX Listing Rule 10.11 also provides that the Company must not issue Equity Securities to a Related Party or an associate of a Related Party without shareholder approval. However, ASX Listing Rule 10.12 (Exception 8) provides that approval under ASX Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

Further, ASX Listing Rule 7.2 (Exception 14) provides that, where an issue of securities is approved by shareholders for the purposes of ASX Listing Rule 10.11 or ASX Listing Rule 10.14, it will be excluded from the calculation of the Company's placement capacity under ASX Listing Rule 7.1.

Accordingly, since Resolutions 3 to 5 are seeking Shareholder approval pursuant to ASX Listing Rule 10.14, the Board is not seeking Shareholder approval for the issue of the Related Party Options under ASX Listing Rule 10.11 (pursuant to Exception 8 in ASX Listing Rule 10.12) or under ASX Listing Rule 7.1 (pursuant to Exception 14 under ASX Listing Rule 7.2).

4.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) prior Shareholder approval is obtained for the giving of the financial benefit in accordance with sections 217 to 227 of the Corporations Act. In such cases, the financial benefit must be given within 15 months following Shareholder approval.

A 'related party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a related party, or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolutions 3 to 5, if passed, will confer financial benefits to the Proposed Optionholders (who, as discussed above, are related parties of the Company for the purposes of the Corporations Act). The Related Party Options are proposed to be issued as part of the remuneration package for Hugh Robertson, Chris Scott and Natalie Mactier.

As the Related Party Options are proposed to be issued to three of the four Directors, the Directors are unable to form a quorum to determine whether the Company can rely on the 'reasonable remuneration' exception such that approval under Chapter 2E of the Corporations Act is not required. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E and section 195(4) of the Corporations Act.

4.4 Section 195 of the Corporations Act

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

As three of the four Directors have a material personal interest in the outcome of Resolutions 3 to 5, the Directors have not been able to form a quorum at a Directors meeting, which is necessary to carry out the terms of Resolutions 3 to 5. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put Resolutions 3 to 5 to the Shareholders to resolve.

4.5 Information required under ASX Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of Related Party Options:

<table>
<tr><td>Name of the persons receiving the securities
ASX Listing Rule 10.15.1 and section 219(1)(a) of the Corporations Act</td><td>The following individuals are collectively the Proposed Optionholders:
1. Hugh Robertson (or his nominee(s))
2. Chris Scott (or his nominee(s))
3. Natalie Mactier (or her nominee(s))</td></tr>
<tr><td>Category under ASX Listing Rule 10.14
ASX Listing Rule 10.15.2</td><td>The Proposed Optionholders are current Directors of the Company and therefore fall within the category in ASX Listing Rule 10.14.1. Their nominees (if applicable) would fall within ASX Listing Rule 10.14.2.</td></tr>
<tr><td>Number and class of securities
ASX Listing Rule 10.15.3 and section 219(1)(b) of the Corporations Act</td><td>The number and class of securities proposed to be issued are 5,000,000 Options, which give the Proposed Optionholders the option to subscribe for fully paid ordinary shares, as follows:
1. Hugh Robertson: 3,000,000 Options
2. Chris Scott: 1,000,000 Options
3. Natalie Mactier: 1,000,000 Options</td></tr>
<tr><td>Remuneration package
ASX Listing Rule 10.15.4</td><td>The current total remuneration packages of the Proposed Optionholders are:
1. Hugh Robertson: $110,000
2. Chris Scott: $90,000 (excluding superannuation)
3. Natalie Mactier: $90,000
Further information regarding the remuneration of Directors is contained in the Company's Remuneration Report in the Annual Report.</td></tr>
<tr><td>Securities previously issued to the person under the scheme and the average acquisition price paid (if any)
ASX Listing Rule 10.15.5</td><td>The following securities have previously been issued to the Proposed Optionholders under the Company's previous Executive and Director Share Option Plan, in each case for a nil acquisition price:
1. Hugh Robertson – 3,000,000 Options, exercise price $0.15, issued 17/12/25
2. Chris Scott – 3,000,000 Options, exercise price $0.15, issued 17/12/25
In addition, the following securities have been issued to Ms Mactier under the Company's previous Executive and Director Share Option Plan:
<table>
<tr><th>Date</th><th>Director</th><th>Securities</th><th>Number issued</th><th>Issue price</th></tr>
<tr><td>18/12/20</td><td>Ms Mactier</td><td>Options, Ex. Price $0.20 (expired)</td><td>1,000,000</td><td>$0.00</td></tr>
<tr><td>20/12/21</td><td>Ms Mactier</td><td>Options, Ex. Price $0.45</td><td>1,500,000</td><td>$0.00</td></tr>
<tr><td>7/12/23</td><td>Ms Mactier</td><td>Options, Ex. Price $0.11</td><td>3,000,000</td><td>$0.00</td></tr>
</table></td></tr>
</table>

	17/12/25 | Ms Mactier | Options, Ex. Price $0.15 | 3,000,000 | $0.00
Details of the securities (if not fully paid ordinary shares) *ASX Listing Rule 10.15.6 and section 219(1)(b) of the Corporations Act*	**Summary of the material terms:** See Paragraph 4.1 and **Annexure A** of this Notice of Meeting for a summary of the material terms of the Related Party Options. **Explanation as to why Options are being used:** The Related Party Options are being issued in lieu of additional cash remuneration to incentivise the Proposed Optionholders, who are Directors of the Company, and align their personal interests with those of the Company's Shareholders. **The value the entity attributes to that security and its basis:** The Company attributes a total value of $123,500 to the Related Party Options, being $0.0247 per Related Party Option (Hugh Robertson: $74,100; Chris Scott: $24,700; Natalie Mactier: $24,700). The Related Party Options have been valued internally by the Company using the Black-Scholes option pricing model, consistent with the methodology applied in the independent valuation obtained by the Company in 2025. A summary of the valuation, including the key inputs, is set out in Annexure B.
Date of issue *ASX Listing Rule 10.15.7*	If the issue of the Related Party Options is approved, the Company will issue the Related Party Options on a single date following the Annual General Meeting, but in any case, no later than 15 months after the date of the Annual General Meeting in accordance with Chapter 2E of the Corporations Act.
Issue Price *ASX Listing Rule 10.15.8*	The Related Party Options will be issued for $nil cash consideration as part of the remuneration package of each of the Proposed Optionholders. Accordingly, no funds will be raised from the issue of Related Party Options. However, if all of the Related Party Options are exercised prior to the expiry date, the Company will raise $500,000 from payment of the exercise prices of those Related Party Options.
Summary of material terms of the scheme *ASX Listing Rule 10.15.9*	A summary of the material terms of the Employee Incentive Plan is set out in **Annexure A** of this Notice of Meeting. Shareholders should note that Resolutions 3 to 5 seek specific approval under ASX Listing Rule 10.14 for the issue of the Related Party Options to the Proposed Optionholders, rather than approval of the Employee Incentive Plan generally for the purposes of ASX Listing Rule 7.2 (Exception 13(b)).
Summary of material terms of any loan made in relation to the issue *ASX Listing Rule 10.15.10*	The Related Party Options will be issued for nil consideration. Further, the Company will not provide a loan to any of the Proposed Optionholders in relation to the acquisition of the Shares issued pursuant to the exercise of the Related Party Options.
10.15.11 Statement *ASX Listing Rule 10.15.11*	Details of any securities issued under the Employee Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Incentive Plan after Resolutions 3 to 5 are approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.
Voting exclusion statement *ASX Listing Rule 10.15.12*	A voting exclusion statement is set out in Resolutions 3 to 5.
Consideration of type and quantum of security to be issued	The quantum of Related Party Options is set out above in response to ASX Listing Rule 10.15.3. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities on the terms proposed.
Valuation	The value of the Related Party Options proposed to be granted to the Proposed Optionholders is set out above in response to ASX Listing Rule 10.15.6.

<table>
<tr>
<td>Directors' interest in the outcome
Section 219(1)(d) of the Corporations Act</td>
<td>The relevant interests of the Proposed Optionholders in Shares as at the date of this Notice of Meeting and upon issue of the Related Party Options and Remuneration Shares (the subject of Resolutions 7 to 9) are set out below:
As at the date of this Notice of Meeting
<table>
<tr><th>Proposed Optionholder</th><th>Securities</th></tr>
<tr><td>Hugh Robertson</td><td>876,990 Shares
3,000,000 Options</td></tr>
<tr><td>Chris Scott</td><td>257,188 Shares
3,000,000 Options</td></tr>
<tr><td>Natalie Mactier</td><td>1,000,000 Shares
7,500,000 Options</td></tr>
</table>
There will be no change in the number of Shares held by the Proposed Optionholders as a result of the issue of the Related Party Options until such time as they are exercised.
Upon issue of the Related Party Options and Remuneration Shares
Upon issue of the Related Party Options and Remuneration Shares (the subject of Resolutions 7 to 9), the securities held will be as follows:
<table>
<tr><th>Proposed Optionholder</th><th>Securities</th></tr>
<tr><td>Hugh Robertson</td><td>1,426,990 Shares
6,000,000 Options</td></tr>
<tr><td>Chris Scott</td><td>707,188 Shares
4,000,000 Options</td></tr>
<tr><td>Natalie Mactier</td><td>1,450,000 Shares
8,500,000 Options</td></tr>
</table>
Each of Mr Robertson, Mr Scott and Ms Mactier has an interest in the outcome of the Resolution under which Related Party Options are proposed to be issued to them. Mr Demase has no interest in the outcome of Resolutions 3 to 5.</td>
</tr>
<tr>
<td>Dilution</td>
<td>If the Related Party Options the subject of Resolutions 3, 4 and 5 are exercised, and the Shares the subject of Resolutions 7 to 9 are issued, a total of 6,450,000 Shares would be issued. This would increase the number of Shares on issue from 264,100,416 (being the number of Shares on issue as at the date of this Notice of Meeting) to 270,550,416, assuming no other Shares are issued and no other convertible securities are exercised or vest. The issue of the Shares resulting from the exercise of the Related Party Options in isolation would result in dilution of existing Shareholders' holdings by an aggregate of circa 1.86%, comprising 1.11% attributable to Hugh Robertson and 0.37% attributable to each of Chris Scott and Natalie Mactier.</td>
</tr>
<tr>
<td>Directors' recommendations
Section 219(1)(c) of the Corporations Act</td>
<td>The Proposed Optionholders comprise three of the four Directors. As those Directors have a material personal interest in the outcome of Resolutions 3 to 5, the Board is unable to form a quorum to make a recommendation on Resolutions 3 to 5.
Accordingly, the Directors do not consider it appropriate to make a recommendation to Shareholders as to how they should vote on Resolutions 3 to 5. Shareholders should have regard to the information set out in this Explanatory Statement when deciding how to vote.</td>
</tr>
<tr>
<td>Trading history</td>
<td>Over the last 12 months, Shares have traded between a high of $0.14 and a low of $0.055. The most recent closing price prior to the date of this Notice of Meeting was $0.058.</td>
</tr>
</table>

Other information *Section 219(1)(e) of the Corporations Act*	The Board is not aware of any other information that is reasonably required by Shareholders in deciding whether it is in the best interests of the Company to vote in favour of Resolutions 3 to 5.

4.6 Effect of Shareholder approval (ASX Listing Rule 14.1A)

If Resolutions 3 to 5 are passed, the Company will issue the Related Party Options to the Proposed Optionholders (or their nominees).

However, Shareholders should note that any approvals granted under Resolutions 3 to 5 are only 'one time' approvals. If the Company wishes to issue securities to Directors under the Employee Incentive Plan in the future, it will need to seek Shareholder approval for any such future issues.

If Resolutions 3 to 5 are not passed by Shareholders, then the Company will not issue the Related Party Options to the Proposed Optionholders (or their nominees).

4.7 Directors' recommendation

As the Proposed Optionholders include three of the four Directors, a quorum cannot be formed to consider and put forward a recommendation as to whether Shareholders should vote in favour of Resolutions 3 to 5. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 3 to 5.

Resolutions 3 to 5 are ordinary resolutions and so require the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of Resolutions 3 to 5.

5. RESOLUTION 6: GRANT OF PERFORMANCE RIGHTS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO AN ENTITY CONTROLLED BY JOSEPH DEMASE, A DIRECTOR OF THE COMPANY, UNDER ASX LISTING RULE 10.14

5.1 Background

The Company proposes, subject to obtaining Shareholder approval, to issue a total of 15,000,000 Performance Rights to J D Management Group Pty Ltd (an entity controlled by Joseph Demase, a Director of the Company), as part of Mr Demase's remuneration package.

The objective of the issue of the Performance Rights and of Resolution 6 is to provide Mr Demase with a mechanism to participate in the development of the Company and an incentive for his involvement with, and commitment to, the Company.

It is proposed that the Performance Rights will vest on the following conditions:

- Mr Demase continuing to remain employed by the Company as an executive or office holder for at least 2 years from the date of issue of the Performance Rights.

If approved, the Performance Rights will be issued under the Employee Incentive Plan.

5.2 Current remuneration package

Mr Demase's base salary is $350,000 (excluding superannuation) per annum. Mr Demase's total remuneration package for the financial year ended 30 June 2026 was $1,074,225. The Board (with Mr Demase abstaining) considers that providing Mr Demase with an additional long-term incentive in the form of Performance Rights preserves cash and aligns his personal interests with those of Shareholders.

5.3 ASX Listing Rules

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders. Since the Performance Rights are being issued to an entity controlled by a Director of the Company, the issue of the Performance Rights falls within ASX Listing Rule 10.14.2 and therefore requires

Shareholder approval under ASX Listing Rule 10.14.

ASX Listing Rule 10.11 also provides that the Company must not issue Equity Securities to a Related Party or an associate of a Related Party without shareholder approval. However, ASX Listing Rule 10.12 (Exception 8) provides that approval under ASX Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

Further, ASX Listing Rule 7.2 (Exception 14) provides that, where an issue of securities is approved by shareholders for the purposes of ASX Listing Rule 10.11 or ASX Listing Rule 10.14, it will be excluded from the calculation of the Company's placement capacity under ASX Listing Rule 7.1.

Accordingly, since Resolution 6 is seeking Shareholder approval pursuant to ASX Listing Rule 10.14, the Board is not seeking Shareholder approval for the issue of the Performance Rights under ASX Listing Rule 10.11 (pursuant to Exception 8 in ASX Listing Rule 10.12) or under ASX Listing Rule 7.1 (pursuant to Exception 14 under ASX Listing Rule 7.2).

5.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) prior Shareholder approval is obtained to the giving of the financial benefit. In such cases, the financial benefit must be given within 15 months following Shareholder approval.

A 'related party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a related party, or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

Resolution 6, if passed, will confer a financial benefit on J D Management Group Pty Ltd, which is a related party of the Company by virtue of being controlled by Mr Demase, a Director of the Company. The Performance Rights are proposed to be issued as part of Mr Demase's remuneration package.

The three non-associated Directors have separately considered the Performance Rights issue and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of Mr Demase, and the remuneration practices of other similar entities, consider that the financial benefits provided to Mr Demase by way of the issue of the Performance Rights constitute reasonable remuneration on the basis set out below:

(a) the grant of the Performance Rights to Mr Demase is a means of retaining on the Board a person with Mr Demase's calibre, skills and experience, and aligns the interests of Mr Demase with those of Shareholders;

(b) the issue of the Performance Rights is a reasonable and appropriate method of providing cost-effective remuneration, as the non-cash form of this benefit will allow the Company to apply a greater proportion of its cash reserves to its operations than it would if cash remuneration were given to Mr Demase; and

(c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed.

Accordingly, the Company considers that it can rely on the 'reasonable remuneration' exception under Chapter 2E of the Corporations Act. As such, approval under Chapter 2E of the Corporations Act is not being sought.

5.5 Effect of Shareholder approval (ASX Listing Rule 14.1A)

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Demase. Further, the issue of the Performance Rights will not take up any of the Company's 15% Placement Capacity.

However, Shareholders should note that approval granted under Resolution 6 is a 'one time' approval for the Performance Rights granted to Mr Demase. If the Company wishes to issue further securities to Mr Demase in excess of the Performance Rights approved in Resolution 6, it will need to seek further Shareholder approval for any such issues.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Demase, and the Company may choose to offer Mr Demase additional cash incentives.

5.6 Information required under ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights:

Name of the persons receiving the securities *ASX Listing Rule 10.15.1*	The securities will be issued to J D Management Group Pty Ltd, an entity controlled by Joseph Demase, a Director of the Company.
Category under ASX Listing Rule 10.14 *ASX Listing Rule 10.15.2*	Mr Demase is a current Director of the Company and the Performance Rights are being issued to an entity controlled by him. Therefore, the issue of the Performance Rights falls within ASX Listing Rule 10.14.2.
Number and class of securities *ASX Listing Rule 10.15.3*	The number and class of securities proposed to be issued are 15,000,000 Performance Rights, which are convertible into fully paid ordinary shares in the Company.
Remuneration package *ASX Listing Rule 10.15.4*	Mr Demase's base salary is $350,000 (excluding superannuation) per annum. Mr Demase's total remuneration package for the financial year ended 30 June 2026 was $1,074,225.
Securities previously issued to the person under the scheme and the average acquisition price paid (if any) *ASX Listing Rule 10.15.5*	Nil securities have previously been issued to Mr Demase under the Employee Incentive Plan.
Details of the securities (if not fully paid ordinary shares) *ASX Listing Rule 10.15.6*	**Summary of the material terms**: It is proposed that the Performance Rights will vest if Mr Demase remains employed by the Company as an executive or office holder for at least 2 years from the date of issue of the Performance Rights. When vested, the Performance Rights will convert on a 1:1 basis being 1 Performance Right converting to 1 Share. The Performance Rights will lapse if the Vesting Condition is not met and otherwise in five years from their date of issue. **Explanation as to why Performance Rights are being used**: The Performance Rights are being issued in lieu of additional cash remuneration to incentivise Mr Demase and to align his personal interests with those of the Company's Shareholders. **The value the entity attributes to that security and its basis:** The Company attributes a value of $870,000 to the Performance Rights, being $0.058 per Performance Right. As the Performance Rights have a nil exercise price, are not subject to any market-based vesting conditions and the Company does not currently pay dividends, each Performance Right has been valued internally by the Company at the market price of a Share, consistent with the methodology applied in the independent valuation obtained by the Company in 2025. A summary of the valuation is set out in Annexure B.

Date of Issue *ASX Listing Rule 10.15.7*	If the issue of the Performance Rights is approved, the Company intends to issue the Performance Rights as soon as practicable after the Annual General Meeting and, in any event, within 3 years after the date of the Annual General Meeting.
Issue Price *ASX Listing Rule 10.15.8*	The Performance Rights will be issued for $nil cash consideration as part of Mr Demase's remuneration package. Accordingly, no funds will be raised from the issue of the Performance Rights.
Summary of material terms of the scheme *ASX Listing Rule 10.15.9*	A Summary of the material terms of the Employee Incentive Plan is set out in Annexure A of this Notice of Meeting. Shareholders should note that Resolution 6 seeks specific approval under ASX Listing Rule 10.14 for the issue of Performance Rights to J D Management Group Pty Ltd, an entity controlled by Joseph Demase, a Director of the Company, rather than approval of the Employee Incentive Plan generally for the purposes of ASX Listing Rule 7.2 (Exception 13(b)).
Summary of material terms of any loan made in relation to the issue *ASX Listing Rule 10.15.10*	The Performance Rights will be issued for nil consideration. Therefore, the Company will not provide a loan to Mr Demase for the acquisition of the Performance Rights or the Shares underlying the Performance Rights.
10.15.11 Statement *ASX Listing Rule 10.15.11*	Details of any securities issued under the Employee Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Incentive Plan after Resolution 6 is approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.
Voting exclusion statement *ASX Listing Rule 10.15.12*	A voting exclusion statement is set out in Resolution 6.

5.7 Directors' recommendation

The Directors, with Mr Demase abstaining, recommend for the reasons given above that Shareholders vote in favour of Resolution 6.

Resolution 6 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

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

6. RESOLUTIONS 7 TO 9: APPROVAL TO ISSUE SHARES TO DIRECTORS, HUGH ROBERTSON, CHRIS SCOTT AND NATALIE MACTIER, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11

6.1 Background

Subject to Shareholder approval being obtained, Hugh Robertson, Chris Scott and Natalie Mactier (**Participating Directors**) have agreed to receive Shares in lieu of fees payable to them by the Company for the period from 1 December 2025 to 30 November 2026 (**Relevant Period**) (**Remuneration Shares**).

Accordingly, Resolutions 7 to 9 seek Shareholder approval to enable the Participating Directors to convert 50% of the fees payable by the Company to those Directors into Remuneration Shares. The purpose of the issue is to preserve the Company's cash reserves while aligning the interests of the Participating Directors with the interests of Shareholders.

The Remuneration Shares, if approved by Shareholders, will be issued in accordance with rule 9.10(b) of the Company's Constitution, which provides that Directors can be paid in any manner agreed by them, including

by way of cash or by way of the issue of securities, subject to compliance with all regulatory requirements. The Board considers that the proposed issue preserves cash while aligning the economic interests of the Participating Directors with those of Shareholders.

6.2 Accrued fees payable to Hugh Robertson, Chris Scott and Natalie Mactier

The total fees payable to each of the Participating Directors for the performance of Director and committee member services (as applicable) for the Relevant Period are set out in the table below:

Table A:

Participating Directors	Board
Hugh Robertson	$110,000
Chris Scott	$90,000
Natalie Mactier	$90,000

Note: all amounts shown in Table A are in AUD.

The Participating Directors have agreed, subject to Shareholder approval being obtained, to convert 50% of the fees owing to them (as set out in Table A above) (**Nominated Accrued Fees**) into equity at the 5-day VWAP on the Trading Day immediately before the date of issue (**Issue Price**):

For illustrative purposes, if the 5-day VWAP on the Trading Day immediately before the date of issue was $0.10, then the number of Remuneration Shares to be issued to the Participating Directors would be as follows:

The number of Remuneration Shares shown below is illustrative only. The final number of Remuneration Shares will be calculated using the applicable Issue Price determined at the time of issue and may differ from the figures shown in Table B.

For the purposes of ASX Listing Rule 10.11, Resolutions 7 to 9 seek approval for the issue of Remuneration Shares to related parties of the Company. If approval is obtained, the Remuneration Shares will be issued outside the Company's placement capacity under ASX Listing Rule 7.1. If approval is not obtained, the relevant accrued fees will remain payable in cash unless otherwise agreed.

Table B:

Participating Directors	Total Fees Accrued over Relevant Period	Percentage that the Participating Director has elected to be paid in Shares	Nominated Accrued Fees to be paid in Shares	Issue Price applied	Illustrative number of Remuneration Shares based on a VWAP of $0.10
Hugh Robertson	$110,000	50%	$55,000	$0.10	550,000
Chris Scott	$90,000	50%	$45,000	$0.10	450,000
Natalie Mactier	$90,000	50%	$45,000	$0.10	450,000
Total	**$290,000**	**N/A**	**$145,000**		**1,450,000**

Note: Table B is illustrative only. The final number of Remuneration Shares to be issued will be determined by dividing the relevant Nominated Accrued Fees by the applicable Issue Price, subject to the approval obtained under Resolutions 7 to 9.

The actual number of Shares to be issued to the Participating Directors will ultimately depend on the 5-day VWAP immediately prior to the date of issue.

Accordingly, the Company is seeking Shareholder approval to issue such number of Remuneration Shares to the Participating Directors (or their respective nominee(s)) that, when multiplied by the Issue Price, will satisfy the Company's obligation to pay the fees owed to the Participating Directors (up to their Nominated Accrued Fees).

6.3 Why Shareholder approval is being sought

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue Equity Securities to:

10.11.1 a Related Party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%) holder in the company and has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in the ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

As the Participating Directors are Related Parties of the Company by virtue of being Directors of the Company, the issue of the Remuneration Shares is subject to the approval of Shareholders in accordance with ASX Listing Rule 10.11, unless one of the exceptions within ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Resolutions 7 to 9 seek Shareholder approval for the issue of the Remuneration Shares to the Participating Directors pursuant to ASX Listing Rule 10.11.

6.4 ASX Listing Rule 7.1

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

ASX Listing Rule 7.2 (Exception 14) provides that ASX Listing Rule 7.1 does not apply to an issue of securities made with the approval of the holders of the entity's ordinary securities under ASX Listing Rules 10.11 or 10.14.

Accordingly, since Resolutions 7 to 9 seek Shareholder approval pursuant to ASX Listing Rule 10.11, the Board is not seeking Shareholder approval for the issue of the Remuneration Shares under ASX Listing Rule 7.1 (pursuant to Exception 14 under ASX Listing Rule 7.2).

6.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) prior Shareholder approval is obtained to the giving of the financial benefit. In such cases, the financial benefit must be given within 15 months following Shareholder approval.

A 'related party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a related party, or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolutions 7 to 9, if passed, will confer a financial benefit to the Participating Directors, who are related parties of the Company by virtue of being Directors of the Company. The Remuneration Shares are proposed to be issued in lieu of fees for the Relevant Period, which would otherwise be payable to the Participating Directors in cash.

As the Remuneration Shares are proposed to be issued to three of the four Directors, the Directors are unable to form a quorum to determine whether the Company can rely on the 'reasonable remuneration' exception such that approval under Chapter 2E of the Corporations Act is not required. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E and section 195(4) of the Corporations Act.

6.6 Section 195 of the Corporations Act

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

As three of the four Directors have a material personal interest in the outcome of Resolutions 7 to 9, the Directors have not been able to form a quorum at a Directors meeting, which is necessary to carry out the terms of Resolutions 7 to 9. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put Resolutions 7 to 9 to the Shareholders to resolve.

6.7 Effect of Shareholder approval (ASX Listing Rule 14.1A)

If Resolutions 7 to 9 are passed, the Company will be able to proceed with the proposed issue of Remuneration Shares to the Participating Directors. Further, the issue of the Remuneration Shares will not take up any of the Company's 15% Placement Capacity.

However, Shareholders should note that approval granted under Resolutions 7 to 9 is a 'one time' approval for the Remuneration Shares to the Participating Directors. If the Company wishes to issue securities to the Participating Directors in excess of the Remuneration Shares in the future, it will need to seek further Shareholder approval for any such issues.

If Resolutions 7 to 9 are not passed, the Company will not be able to proceed with the issue of the Remuneration Shares, and the Participating Directors will continue to be paid cash for their services, including outstanding fees owing to them for the Relevant Period.

6.8 Information required under ASX Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of Remuneration Shares:

Name of the persons receiving the securities *ASX Listing Rule 10.13.1 and section 219(1)(a) of the Corporations Act*	The Remuneration Shares are proposed to be issued to the following persons: • Hugh Robertson (or his nominee(s)) pursuant to Resolution 7; • Chris Scott (or his nominee(s)) pursuant to Resolution 8; and • Natalie Mactier (or her nominee(s)) pursuant to Resolution 9, (together, the **Participating Directors**)
Category under ASX Listing Rule 10.11 *ASX Listing Rule 10.13.2*	Hugh Robertson, Chris Scott and Natalie Mactier are current Directors of the Company and therefore fall within the category in ASX Listing Rule 10.11.1. Their respective nominees (if applicable) would fall within the category in ASX Listing Rule 10.11.4.
Number and class of securities *ASX Listing Rule 10.13.3 and section 219(1)(b) of the Corporations Act*	The maximum number of Remuneration Shares to be issued to the Participating Directors will be determined by reference to the Issue Price at the time of issue, but will be equivalent to no more than: • in the case of Shares to be issued to Hugh Robertson pursuant to Resolution 7, up to $55,000 worth of Remuneration Shares, being 100% of his Nominated Accrued Fees for the Relevant Period;

	• in the case of Shares to be issued to Chris Scott pursuant to Resolution 8, up to $45,000 worth of Remuneration Shares, being 100% of his Nominated Accrued Fees for the Relevant Period; and • in the case of Shares to be issued to Natalie Mactier pursuant to Resolution 9, up to $45,000 worth of Remuneration Shares, being 100% of her Nominated Accrued Fees for the Relevant Period. For an example of the maximum number of Remuneration Shares to be issued to Participating Directors, see section 6.2 above.
If not fully paid ordinary securities, a summary of material terms of the securities *ASX Listing Rule 10.13.4 and section 219(1)(b) of the Corporations Act*	N/A
Date of Issue *ASX Listing Rule 10.13.5*	If the issue of the Remuneration Shares is approved, the Company will issue the Remuneration Shares on a single date, immediately following the Annual General Meeting, but in any case, no later than 15 months after the date of the Annual General Meeting in accordance with Chapter 2E of the Corporations Act.
Issue Price *ASX Listing Rule 10.13.6*	The Remuneration Shares will be issued for $nil cash consideration, in satisfaction of the Nominated Accrued Fees at a deemed issue price equal to the Issue Price, as part of Hugh Robertson, Chris Scott and Natalie Mactier's remuneration packages. Accordingly, no funds will be raised from the issue of Remuneration Shares.
Purpose *ASX Listing Rule 10.13.7*	The Remuneration Shares are being granted in reduction of 50% of the fees owing to the Participating Directors for the period of 1 December 2025 to 30 November 2026.
Whether the issue is intended to remunerate or incentivise *ASX Listing Rule 10.13.8*	The Remuneration Shares are being granted in reduction of 50% of the fees owing to the Participating Directors for the period of 1 December 2025 to 30 November 2026 and is therefore intended to remunerate them. The current remuneration package for each of the Participating Directors is as follows: 1. Hugh Robertson: $110,000 2. Chris Scott: $90,000 3. Natalie Mactier: $90,000
If the securities are issued under an agreement, a summary of the material terms of the agreement *ASX Listing Rule 10.13.9*	The securities are being issued under each of the Participating Directors' respective Director Appointment Letter for their Director and committee member services. Please refer to the Remuneration Report in the Company's FY26 Annual Report for further information.
Voting exclusion statement *ASX Listing Rule 10.13.10*	A voting exclusion statement is set out in Resolutions 7, 8 and 9.
Consideration of type and quantum of security to be issued	The quantum of Remuneration Shares is set out above in response to ASX Listing Rule 10.13.3. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities on the terms proposed.
Valuation	The value of the Remuneration Shares proposed to be issued to the Participating Directors is set out above in response to ASX Listing Rule 10.13.6.

<table>
<tr><td>Directors' interest in the outcome
Section 219(1)(d) of the Corporations Act</td><td>The relevant interests of the Participating Directors in Shares as at the date of this Notice of Meeting and upon issue of the Related Party Options (the subject of Resolutions 3 to 5) and Remuneration Shares are set out below:
As at the date of this Notice of Meeting<table><tr><th>Participating Directors</th><th>Securities</th></tr><tr><td>Hugh Robertson</td><td>876,990 Shares
3,000,000 Options</td></tr><tr><td>Chris Scott</td><td>257,188 Shares
3,000,000 Options</td></tr><tr><td>Natalie Mactier</td><td>1,000,000 Shares
7,500,000 Options</td></tr></table>Upon issue of the Related Party Options and Remuneration Shares
Upon issue of the Related Party Options (the subject of Resolutions 3 to 5) and Remuneration Shares, the securities held will be as follows:<table><tr><th>Participating Directors</th><th>Securities</th></tr><tr><td>Hugh Robertson</td><td>1,426,990 Shares
6,000,000 Options</td></tr><tr><td>Chris Scott</td><td>707,188 Shares
4,000,000 Options</td></tr><tr><td>Natalie Mactier</td><td>1,450,000 Shares
8,500,000 Options</td></tr></table>Each of Mr Robertson, Mr Scott and Ms Mactier has an interest in the outcome of the Resolution under which Remuneration Shares are proposed to be issued to them. Mr Demase has no interest in the outcome of Resolutions 7 to 9.</td></tr>
<tr><td>Dilution</td><td>If the Related Party Options the subject of Resolutions 3, 4 and 5 are exercised, and the Shares the subject of Resolutions 7 to 9 are issued, a total of 6,450,000 Shares would be issued. This would increase the number of Shares on issue from 264,100,416 (being the number of Shares on issue as at the date of this Notice of Meeting) to 270,550,416, assuming no other Shares are issued and no other convertible securities are exercised or vest. The issue of the Remuneration Shares in isolation would result in dilution of existing Shareholders' holdings by an aggregate of circa 0.55%, comprising 0.21% attributable to Hugh Robertson and 0.17% attributable to each of Chris Scott and Natalie Mactier.</td></tr>
<tr><td>Directors' recommendations
Section 219(1)(c) of the Corporations Act</td><td>The Participating Directors comprise three of the four Directors. As those Directors have a material personal interest in the outcome of Resolutions 7 to 9, the Board is unable to form a quorum to make a recommendation on Resolutions 7 to 9
Accordingly, the Directors do not consider it appropriate to make a recommendation to Shareholders as to how they should vote on Resolutions 7 to 9. Shareholders should have regard to the information set out in this Explanatory Statement when deciding how to vote.</td></tr>
<tr><td>Trading history</td><td>Over the last 12 months, Shares have traded between a high of $0.14 and a low of $0.055. The most recent closing price prior to the date of this Notice of Meeting was $0.058.</td></tr>
<tr><td>Other information
Section 219(1)(e) of the Corporations Act</td><td>The Board is not aware of any other information that is reasonably required by Shareholders in deciding whether it is in the best interests of the Company to vote in favour of Resolutions 7 to 9.</td></tr>
</table>

6.9 Directors' recommendation

The Directors (with Mr Robertson, Mr Scott and Ms Mactier abstaining from making a recommendation with respect to the Resolution relating to them) recommend for the reasons given above, that Shareholders vote in favour of Resolutions 7, 8 and 9.

Resolutions 7, 8 and 9 are ordinary resolutions and so require the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of Resolutions 7, 8 and 9.

7. RESOLUTION 10: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

7.1 Background

Pursuant to Resolution 10, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12-month period pursuant to ASX Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with ASX Listing Rule 7.1A.2 (**Placement Securities**), each at an issue price of at least 75% of the VWAP for the Company's Equity Securities in that class, calculated over the last 15 Trading Days on which trades in that class of Equity Securities are recorded immediately before:

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

(b) if the Placement Securities are not issued within 10 Trading Days of that date, the date on which the Placement Securities are issued.

Under ASX Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12-month period from the date of the annual general meeting (**Additional 10% Capacity**). Approval is being sought under ASX Listing Rule 7.1A to give the Company the Additional 10% Capacity under ASX Listing Rule 7.1A which is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12-month period pursuant to ASX Listing Rule 7.1.

7.2 Effect of Shareholder approval (ASX Listing Rule 14.1A)

If Resolution 10 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

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

7.3 ASX Listing Rule 7.1A

(a) General

(i) Eligibility

An entity is eligible to seek shareholder approval for the Additional 10% Capacity if, at the time of its annual general meeting, it has a market capitalisation of $300 million or less and it is not included in the S&P/ASX300 Index.

As required by the ASX Listing Rules, the calculation of market capitalisation will be based on the closing price of Shares on the last Trading Day on which trades in the Shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement

basis).

For illustrative purposes only, on 7 October 2026 the Company's market capitalisation was approximately $15.32m based on the closing price of Shares on that date. The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting, and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the Annual General Meeting.

The Company is therefore an eligible entity and able to seek Shareholder approval for the Additional 10% Capacity under ASX Listing Rule 7.1A. Assuming Resolution 10 is approved, in the event that the Company is no longer an eligible entity to issue Equity Securities under its Additional 10% Capacity after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue Equity Securities under the Additional 10% Capacity until the Approval Period ends.

(ii) Special Resolution

ASX Listing Rule 7.1A requires this Resolution 10 to be passed as a special resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to ASX Listing Rule 7.1A, no Placement Securities will be issued until and unless this special resolution is passed at the Annual General Meeting.

(iii) Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a special resolution at the Annual General Meeting.

(b) Additional 10% Capacity Period – ASX Listing Rule 7.1A.1

Assuming Resolution 10 is passed, Shareholder approval of the Additional 10% Capacity under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting and expires on the earlier occurrence of:

(i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;

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

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

(**Approval Period**).

If Resolution 10 is passed by Shareholders, then the approval will expire on 26 November 2027, unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to ASX Listing Rules 11.1.2 or 11.2 prior to that date.

(c) Formula for calculating Additional 10% Capacity

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of such annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

(i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than Exceptions 9, 16 or 17;

(ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 (Exception 9) where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or

(B) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within ASX Listing Rule 7.2 (Exception 16) where:

(A) the agreement was entered into before the commencement of the 12 months; or

(B) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iv) plus the number of any other fully paid ordinary securities issued in the 12 months with approval under ASX Listing Rules 7.1 or 7.4;

(v) plus the number of partly paid ordinary securities that became fully paid in the 12 months; and

(vi) less the number of fully paid ordinary securities cancelled in the 12 months.

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) ASX Listing Rule 7.1A.3

(i) Equity Securities

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

As at the date of this Notice of Meeting, the Company has 264,100,416 Shares, 30,000,000 Performance Rights and 23,400,000 unlisted Options on issue.

(ii) Minimum Issue Price

The issue price for the Placement Securities issued under ASX 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 immediately before:

(A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or

(B) if the relevant Placement Securities are not issued within 10 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) Information to be given to ASX – ASX Listing Rule 7.1A.4

If Resolution 10 is passed and the Company issues any Placement Securities under ASX Listing Rule 7.1A, the Company will comply with the disclosure requirements under ASX Listing Rule 7.1A.4. Namely, upon issue of any Equity Securities:

(i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and

(ii) give to the ASX immediately after the issue, a list of names of the persons to whom the Equity Securities are issued and the number of Equity Securities issued to each.

(f) ASX Listing Rules 7.1 and 7.1A

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

As at the date of this Notice of Meeting, the Company has 264,100,416 Shares, 30,000,000 Performance Rights and 23,400,000 unlisted Options on issue, and has the capacity to issue:

(i) 39,615,062 Equity Securities under ASX Listing Rule 7.1; and

(ii) an additional 26,410,041 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Placement Securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as described above).

7.4 Specific information required by ASX Listing Rule 7.3A

(a) A statement of the period for which the approval will be valid (as set out in ASX Listing Rule 7.1A.1) – ASX Listing Rule 7.3A.1

Subject to Resolution 10 being approved by Shareholders, the Company will only issue and allot the Placement Securities during the Approval Period (described above), which will commence on the date of the Annual General Meeting and expire on the first to occur of:

(i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;

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

(iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities of the Company) or ASX Listing Rule 11.2 (disposal of the main undertaking of the Company).

(b) Minimum price of Equity Securities issued under ASX Listing Rule 7.1A – ASX Listing Rule 7.3A.2

Pursuant to and in accordance with ASX Listing Rule 7.1A.3, the Placement Securities issued under the Additional 10% Capacity must:

(i) be in an existing quoted class of Equity Securities;

(ii) be issued for cash consideration; and

(iii) have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days immediately before:

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

(B) if the Placement Securities are not issued within 10 Trading Days of the date in paragraph (A) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

(c) A statement of the purposes for which the funds raised by an issue of Equity Securities under ASX Listing Rule 7.1A.2 may be used – ASX Listing Rule 7.3A.3

The purpose for which the Placement Securities may be issued include to be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

(d) Risk of economic and voting dilution – ASX Listing Rule 7.3A.4

If Resolution 10 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 264,100,416

Shares, 30,000,000 Performance Rights and 23,400,000 unlisted Options. On this basis, following approval of the Additional 10% Capacity, the Company will have approval to issue 26,410,041 Equity Securities under ASX Listing Rule 7.1A in addition to its ability to issue 39,615,062 Equity Securities under ASX Listing Rule 7.1. The exact number of Placement Securities to be issued under the Additional 10% Capacity will be calculated in accordance with the formula contained in ASX Listing Rule 7.1A.2 as set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

(i) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Annual General Meeting; and

(ii) the Placement 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 Placement Securities.

As required by ASX Listing Rule 7.3A.4, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased by 50%, and the Market Price of shares has increased by 100%.

TABLE 1

		Dilution		
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
		$0.029 per Share	$0.058 per Share	$0.116 per Share
Current Variable "A"	10% voting dilution	26,410,041	26,410,041	26,410,041
264,100,416 Shares	Funds raised	765,891	1,531,782	3,063,565
50% increase in current Variable "A"	10% voting dilution	39,615,062	39,615,062	39,615,062
396,150,624 Shares	Funds raised	1,148,837	2,297,674	4,595,347
100% increase in current Variable "A"	10% voting dilution	52,820,083	52,820,083	52,820,083
528,200,832 Shares	Funds raised	1,531,782	3,063,565	6,127,130

Assumptions and explanations

- As at 8 October 2026, the date of preparation of this Notice of Meeting, there were 264,100,416 Shares on issue.
- The Market Price is $0.058 based on the closing price of the Shares on ASX on 7 October 2026.
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% Placement Capacity under ASX Listing Rule 7.1. This is why the voting dilution is shown in each example as 10%.
- Assumes that no Options or Performance Rights are exercised or converted into Shares before the date of issue of the Placement Securities.

- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The Company issues the maximum number of Equity Securities available under the Additional 10% Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issued share capital has been calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 8 October 2026.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(e) Company's allocation policy – ASX Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of 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, a rights issue, share purchase plan, placement or other issue in which existing Shareholders can participate;

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

(iii) the purpose of the issue;

(iv) the circumstances of the Company, including but not limited to the financial position and solvency of the Company;

(v) prevailing market conditions; and

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

The allottees of the Placement Securities have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Previous issues under Shareholder approval previously obtained under ASX Listing Rule 7.1A – ASX Listing Rule 7.3A.6

Shareholder approval under Listing Rule 7.1A was sought at the 2025 annual general meeting, however no issues have been made under Listing Rule 7.1A since the 2025 annual general meeting.

(g) Voting Exclusion Statement – ASX Listing Rule 7.3A.7

A voting exclusion statement has been included in the Notice of Annual General Meeting. As at the date of the Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, as such, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

7.5 Directors' recommendation

The Directors unanimously recommend, to provide additional capacity to raise additional funds should a requisite, appropriate, compliant, and compelling opportunity arise, that Shareholders vote in favour of Resolution 10.

This Resolution is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

15% Placement Capacity	Has the meaning given to that term in section 6.4 of the Explanatory Statement.
AEDT	Australian Eastern Daylight Time.
Annual General Meeting or **Meeting**	The annual general meeting of the Company convened by this Notice of Meeting.
Annual Report	The annual report of the Company for the financial year ended 30 June 2026 and includes the: • Financial Report; • Directors' Report; and • Auditor's Report.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The official listing rules of ASX, as amended or waived from time to time.
Auditor	The auditor of the Company.
Auditor's Report	The auditor's report contained in the Annual Report and prepared in accordance with the Corporations Act.
Board	The board of Directors of the Company and, where applicable, includes a committee of the Directors.
Chair	The chair of the Annual General Meeting.
Closely Related Party	A "Closely Related Party" of a member of the Key Management Personnel means: • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or the member's spouse; • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; • a company the member controls; or • a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company	5G Networks Limited ACN 073 716 793.
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	*Corporations Act 2001* (Cth).
Director	A director of the Company at the date of this Notice of Meeting.
Directors' Report	The report produced by the Board in relation to the Company's activities for the financial year ended 30 June 2026 as contained in the Annual Report.
Employee Incentive Plan	The Company's employee incentive scheme titled 'Employee Incentive Plan'.
Equity Securities	Any type of security in the Company, including a Share, Option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The Explanatory Statement that forms part of the Notice of Meeting and provides information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice of Annual General Meeting.

Financial Report	The financial report, which includes the financial statements and Directors' declaration, contained in the Annual Report.
Key Management Personnel	Has the definition given in Accounting Standards AASB 124 Related Party Disclosure as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of Annual General Meeting	The Notice of Annual General Meeting that sets out the Resolutions to be put to the Shareholders at the Annual General Meeting.
Notice of Meeting	The notice of meeting for the 2026 Annual General Meeting of the Company, comprising of the Notice of Annual General Meeting and the Explanatory Statement.
Option	An option to subscribe for a Share.
Performance Right	A right that will convert into a Share in the Company, subject to the satisfaction of any applicable vesting conditions.
Related Party	Has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
Proxy Form	The proxy form accompanying the Notice of Meeting.
Remuneration Report	The remuneration report of the Company included in the Directors' Report section of the Annual Report.
Resolution	A resolution referred to in the Notice of Meeting.
Share	A fully paid ordinary share in the Company.
Shareholder	A person who holds Shares in the Company.
Share Registry	Automic Registry Services.
Trading Day	Has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
VWAP	Volume weighted average market price, as defined in Chapter 19 of the ASX Listing Rules.

ANNEXURE A

SUMMARY OF EMPLOYEE INCENTIVE PLAN

Terms	Description
Purpose	The purpose of the Employee Incentive Plan (**Plan**) is to reward, motivate and retain 'Eligible Employees' for creating value for the shareholders of the Company (**Shareholders**) by providing Eligible Employees with an opportunity to gain an equity interest in 5G Networks Limited (**Company**).
Eligibility	An offer under the Plan may be made to any eligible employee, being a director, employee or consultant of the Company or related body corporate of the Company (**Group**) who is declared by the board to be eligible or any other person who is declared to be eligible by the board (**Eligible Employee**).
Form of equity	The following incentives may be issued under the Employee Incentive Plan: • Options, being an option granted under the Plan to subscribe for, acquire and/or be allocated one share subject to the rules of the Plan; • Performance Rights, being a right granted under the Plan to be issued one share subject to the rules of the Plan; • share(s) in the Company (**Shares**) issued pursuant to the exercise of an Option or conversion of a Performance Right; or • Incentive Shares, being any Shares issued as a result of an offer being accepted by the participant of the Plan, (each an **Incentive**).
Maximum allocation	An Offer of Options, Performance Rights or Incentive Shares may only be made under the Plan if the aggregation of the following: • number of Shares that may be issued if each outstanding Option and Performance Right were exercised; plus • the number of Incentive Shares issued, pursuant to the Plan or any other Group employee incentive scheme during the previous 3 years does not exceed 5% (increasing to 10% if Resolution 12 is passed) of the total number of Shares on issue at the time of the proposed issue. The maximum allocation of 5% (increasing to 10% if Resolution 12 is passed) does not include: • any Performance Rights, Options or Incentive Shares issued under section 708 of the Corporations Act or to participants lawfully made outside of Australia; • any Performance Rights or Incentive Shares where payment is not required from an Eligible Employee; and • any Incentive that lapses without being exercised.
Offer	The Board may make an offer to the determined Eligible Employee (**Offer**). The Board must give each Eligible Employee who is invited to apply for the Incentives under the Plan an offer letter which may specify the following information in relation to the Offer: • the number of Options, Performance Rights or Incentive Shares; • the conditions on the Offer (**Offer Conditions**); • the date on which the Incentives are granted to a Participant (**Grant Date**); • the fee payable by a Participant on the grant of the Incentives (**Fee**) (if any); • the performance requirements (as specified in the offer letter) which must be met prior to the vesting of an Incentive (**Performance Criteria**) (if any); • the time-based requirements or conditions (as specified in the Offer) which must be met prior to Incentives (as applicable) vesting in a Participant (**Vesting Conditions**) (if any); • the exercise price payable (if any) by a Participant to acquire a Share upon the exercise of an Option as specified in the Offer (Exercise Price); • the date when an Offer lapses (**Expiry Date**) and the period commencing on the Grant Date and ending on the Expiry Date (**Term**) (if applicable); • the period up to the Expiry Date during which a vested Option may be exercised (**Exercise Period**) (if applicable); and • the period in which the Performance Criteria must be satisfied in respect of an Incentive (**Performance Period**) (if applicable). An Offer must be accompanied by an application by an Eligible Employee to participate in the Plan (Application), the terms and conditions of the relevant Incentive and a copy of the Plan. Once the

	Application has been returned to the Company, the Eligible Employee becomes a participant in the Plan (**Participant**). A person to whom an Offer is made may accept the Offer by completing the Application.
Quotation	The Company will not seek official quotation of any Options or Performance Rights. The Company must use all reasonable endeavours to obtain the grant of quotation of Incentive Shares or Shares issued on exercise of Options or conversion of Performance Rights under this Plan on the ASX and, subject to the ASX Listing Rules, on any other exchange on which Shares are quoted.
Rights attaching to Shares	Any Shares allotted, issued or transferred by the Company to a Participant under the Plan will rank equally with all existing Shares on and from the date of allotment, issue or transfer in respect of all rights, bonus issues and dividends which have a record date for determining entitlements on or after the date of allotment, issue, or transfer of those Shares.
Lapse and forfeiture	An Eligible Employee's Options or Performance Rights will automatically lapse and be cancelled for no consideration at the earliest of the following to occur: • subject to the good and bad leaver provisions, 10 business days after the cessation of employment, contractual engagement or office of a Participant with the Company or any member of the Group such that the Participant is no longer an employee, contractor or officer of any member of the Group or the Company; • where fraudulent or dishonest actions have occurred or where the board has determined that the Participant has, by any act or omission, brought the Group into disrepute or acted contrary to the interests of the Company or the Group; • if applicable Performance Criteria and/or Vesting Conditions are not achieved by the relevant time; • the Expiry Date; • where the Board has determined that the Participant has, by any act or omission, brought the Group into disrepute or acted contrary to the interests of the Company or the Group; • the receipt by the Company of notice from the Participant, after a death or total and permanent disablement of the Participant, that the Participant has elected to surrender the Incentives; or • any other circumstances specified in any offer letter pursuant to which the Incentives were issued. An Offer of Options, Performance Rights and/or Incentive Shares can lapse before any of the securities detailed in such Offers are issued in the absolute discretion of the Board. With respect to Options, the Board may decide to allow a Participant to retain and exercise any or all of their Options, whether or not the Vesting Conditions or Performance Criteria (as applicable) have been satisfied, and whether or not the Options would otherwise have lapsed, provided that no Options will be capable of exercise later than the relevant Expiry Date for those Options. With respect to Performance Rights, the Board may, regardless of the expiry of the Performance Period or any failure to satisfy the Performance Criteria or Vesting Conditions, determine that any or all of those retained Performance Rights shall vest and the corresponding Shares shall be provided to the Eligible Employee, or determine a new Performance Period or Vesting Conditions for those retained Performance Rights and notify the Participant of the determination as soon as possible.

Good Leaver and Bad Leaver	**Good Leaver**
	Where a Participant who holds Incentives becomes a 'Good Leaver', being a Participant who ceases employment or office with the Company and is determined by the Board to be a Good Leaver:
	• all vested Options which have not been exercised in accordance with the rules of the Plan will continue in force and remain exercisable for 90 days after the date the Participant becomes a Good Leaver, unless the board determines otherwise in its sole and absolute discretion, after which the Options will lapse; and
	• the board may at any time, in its sole and absolute discretion (subject to the Corporations Act and ASX Listing Rules), do one or more of the following:
	  • permit unvested Incentives held by the Good Leaver to vest;
	  • permit such unvested Incentives held by the Good Leaver or his or her nominee(s) to continue to be held by the applicable holder, with the board having the discretion to amend the vesting criteria (including any Offer Conditions, Performance Criteria or Vesting Conditions) or reduce the exercise period of such unvested Incentives; or
	  • determine that the unvested Incentives will lapse.
	Bad Leaver

	Where a Participant who holds Incentives becomes a 'Bad Leaver', being a Participant who ceases employment or office with the Company and is determined at the discretion of the Board to be a Bad Leaver, and includes fraudulent or dishonest actions, unless the Board determines otherwise, all vested and unvested Incentives will lapse and the Board may determine to buy back any Shares issued upon exercise of an Option or conversion of a Performance Rights in accordance with the terms of the Plan.
Fraudulent or dishonest actions	Where, in the reasonable opinion of the Board, a Participant or former Participant (which may include a Good Leaver): (a) acts fraudulently or dishonestly; (b) wilfully breaches his or her duties to the Company or any member of the Group; (c) has, by any act or omission, in the opinion of the Board, either brought the Company, the Group or the business or reputation into disrepute, or behaved in a way that is contrary to the interests of the Company or the Group; (d) commits any material breach of any of the policies of the Group or procedures or any laws, rules or regulations applicable to the Company or Group; (e) commits a breach of any post-employment restraints; (f) commits any material breach of any of the policies of the Group or procedures or any laws, rules or regulations applicable to the Company or Group; (g) is subject to allegations, and has been accused of, charged with or convicted of fraudulent or dishonest conduct, which in the reasonable opinion of the relevant directors of the Group effects the Participant's suitability for employment with that member of the Group, or brings the Participant or the relevant member of the Group into disrepute or is contrary to the interests of the Company or the Group; (h) is subject to allegations, has been accused of, charged with or convicted of any criminal offence which involves fraud or dishonesty or any other criminal offence which the Board determines is of a serious nature; (i) has committed any wrongful or negligent act or omission which has caused any member of the Group substantial liability; (j) 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; or (k) has committed serious or gross misconduct, wilful disobedience or any other conduct justifying termination of employment without notice; (l) has wilfully or negligently failed to perform their duties under any employment contract entered into by the Participant with any member of the Group; (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) has acted in such a manner that could reasonably be seen as being inconsistent with the culture and values of the Company or the Group; or (o) any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant or former Participant; then the Board may, in its discretion, deem all Incentives held by the Participant or former Participant to be automatically forfeited. In such cases, the Company will notify the Participant or former Participant and cancel any Incentives, buy-back any Incentives or arrange for the Participant's agent or attorney to sign any transfer documents required to transfer or otherwise deal with the relevant Incentives, as the Board determines.
Buy-back	Incentives issued pursuant to the Plan will be subject to the Company's right to buy-back and may at any time be immediately bought-back by the Company: • if the Participant holding the Incentives ceases employment or office where the Offer Conditions, Performance Criteria and/or Vesting Conditions attaching to the Incentives have not been met by the time of cessation; • the bad leaver provisions set out in the Plan apply; • the fraudulent or dishonest actions provisions set out in the Plan apply; or • the Options, Performance Rights or offer of Incentive Shares have lapsed.

Amendment, Termination and suspension	The Board may at any time amend the rules of the Plan or the terms and conditions upon which any Incentives have been issued under the Plan. Other than to comply with any law or the ASX Listing Rules, no amendment to the Rules may be made if the amendment, in the opinion of the board, materially reduces the rights of any Participant in respect of Incentives granted to them prior to the date of the amendment. The Board may at any time terminate or suspend the operation of the Plan for such period or periods as it thinks fit.
Terms and conditions of Options	(**Entitlement**) Each vested Option entitles the Participant holding the Option to subscribe for, or to be transferred, one Share on payment of the Exercise Price. (**Exercise Period**) The Exercise Period will be determined by the board. (**Conditions for Vesting and Exercise**) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria and/or Vesting Conditions attaching to the Options. Upon receiving a vesting notification from the Company that the Participant's Incentives have vested and are exercisable, the Participant may exercise the Options within the Exercise Period by delivering a signed notice of exercise and the applicable payment to the Company, subject to the cashless exercise of the Options. (**Cashless settlement**) The Participant may elect to set off the exercise price for the Options against the number of Shares they are entitled to receive upon exercise, in which case the holder would receive Shares to the value of the surplus after the Exercise Price has been set off (Cashless Exercise Facility). For the avoidance of doubt, if the Cashless Exercise Facility is elected, the Participant will only be issued the number of Shares equal in value to the difference between the total Exercise Price otherwise payable on the Options being exercised and the then market value of the Shares. If the difference is zero or negative, then a Participant will not be entitled to use the Cashless Exercise Facility. (**Adjustments**) – • Reorganisation – In the event of any variation in the share capital (such as a consolidation, subdivision, reduction or capital return), the number of Incentives held will be adjusted in accordance with the applicable ASX Listing Rules so that the Participant does not suffer any material detriment following any variation in the share capital as allowed under the ASX Listing Rules. • Rights Issue – If there is a pro-rata issue of new Shares to Shareholders, the Exercise Price or number of underlying Shares into which one Option is exercisable will, in the case of a pro-rata issue, be adjusted in accordance with the ASX Listing Rules. • Bonus Issue – If the Company makes a bonus issue of Shares or other securities to existing Shareholders, the number of Shares which must be issued on the exercise of a Participant's Options will be increased to the number of Shares which the Participant would have received if the Participant had exercised those Options before the record date for the bonus issue. (New issue and other rights) A participant who holds Options is not entitled to: • notice of, or to vote or attend at, a meeting of the Shareholders; • receive any dividends declared by the Company; • participate in any new issues of securities offered to Shareholders during the term of the Options; or • cash for the Options or any right to participate in surplus assets of profits of the Company on winding up, unless and until the Options are exercised and the Participant holds Shares. (**Change of Control**) Where the Company announces a change of control event (i.e. approval of a scheme of arrangement, a takeover bid, a person acquiring more than 50.1% of the issued Shares or the sale of the business (Change of Control Event)) has occurred or is likely to occur: • a Participant may exercise their Options regardless of the Vesting Conditions having been satisfied; and • where an offer has been made to the Participants on like terms to the terms proposed in relation to issued Shares under the Change in Control Event and this offer has not been accepted by the end of the offer period, the Options will lapse within 10 days of the end of that offer period. (**No transfer**) Options granted under the Plan may not be assigned, transferred, encumbered with a security interest in or over them, or otherwise disposed of by a Participant unless with the prior consent of the Board 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.

Terms and conditions of Performance Rights	(**Entitlement**) The Board may offer Performance Rights to any Participant in its sole discretion. Each Performance Right confers an entitlement to be provided with one Share. (**Performance Criteria/Vesting Conditions and satisfaction and variation to Performance Criteria/Vesting Conditions**) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria, Vesting Conditions, Performance Period or Expiry Date attaching to the Performance Rights. The Board will determine at its sole discretion whether the Performance Criteria and/or Vesting Conditions have been satisfied. (**Lapse of Performance Rights**) Where Performance Rights have not satisfied the Performance Criteria by the end of the Performance Period or the Expiry Date (whichever occurs earlier), those Performance Rights will automatically lapse. (**Adjustment for reorganisation**) If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Participant who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the ASX Listing Rules that apply to the reorganisation as allowed under the ASX Listing Rules. (**Bonus Issue**) If, during the term of any Performance Rights, Shares are issued pro rata to Shareholders generally by way of bonus issue, the number of Performance Rights to which the Participant is then entitled, shall be increased to a number equal to the number of Shares which the Participant would have been entitled to receive if the Performance Rights then held by the Participant had vested immediately prior to the record date for the bonus issue. (**New issue and other rights**) A Participant who holds Performance Rights is not entitled by virtue of holding those Performance Rights to: • notice of, or to vote or attend at, a meeting of the Shareholders; • receive any dividends declared by the Company; • participate in any new issues of securities offered to Shareholders during the term of the Performance Rights; or • cash for the Performance Rights or any right to participate in surplus assets of profits of the Company on winding up, unless and until the Performance/Vesting Conditions are satisfied and the Participant holds Shares. (**Change of Control**) Where the Company announces a Change of Control Event has occurred or is likely to occur, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Performance Criteria or Vesting Conditions have been satisfied. (**No transfer**) Unless otherwise determined by the Board, Performance Rights cannot be transferred to or vest in any person other than the Participant.

ANNEXURE B

VALUATION OF THE RELATED PARTY OPTIONS & PERFORMANCE RIGHTS

The Related Party Options the subject of Resolutions 3 to 5 and the Performance Rights the subject of Resolution 6 have been valued internally by the Company in accordance with AASB 2 Share-based Payment. The valuation has been prepared as at 7 October 2026 (Valuation Date), being the most recent trading day before the date of this Notice of Meeting was finalised, and applies the same methodology as the independent valuation obtained by the Company for the options and performance rights approved by Shareholders at the Company's 2025 Annual General Meeting.

Methodology

(a) Related Party Options: the Related Party Options have been valued using the Black-Scholes option pricing model. The vesting condition (the holder remaining in office for at least two years) is a non-market service condition and, in accordance with AASB 2, is not taken into account in determining the value of each Related Party Option.

(b) Performance Rights: as the Performance Rights have a nil exercise price, are not subject to any market-based vesting conditions and the Company does not currently pay dividends, each Performance Right has been valued at the market price of a Share at the Valuation Date. The vesting condition (Mr Demase remaining employed as an executive or office holder for at least two years) is a non-market service condition and is not taken into account in determining the value of each Performance Right.

Key inputs

Input	Related Party Options (Resolutions 3 to 5)	Performance Rights (Resolution 6)
Number of securities	5,000,000	15,000,000
Valuation Date	7 October 2026	7 October 2026
Share price at Valuation Date	$0.058	$0.058
Exercise price	$0.10	Nil
Expiry date	5 years from date of issue	5 years from date of issue
Expected life	5.0 years	n/a
Vesting condition	2 years' continuous service	2 years' continuous service
Expected volatility	60.3%	n/a
Risk-free interest rate	4.96%	n/a
Dividend yield	Nil	Nil
Valuation methodology	Black-Scholes option pricing model	Share price (nil exercise price)
Value per security	$0.0247	$0.058

Valuation by Resolution

Resolution	Recipient	Number	Value per security	Total value
Resolution 3	Hugh Robertson	3,000,000 Options	$0.0247	$74,100
Resolution 4	Chris Scott	1,000,000 Options	$0.0247	$24,700
Resolution 5	Natalie Mactier	1,000,000 Options	$0.0247	$24,700
Resolution 6	J D Management Group Pty Ltd	15,000,000 Performance Rights	$0.058	$870,000
Total				**$993,500**

Notes

1. The share price is the closing price of Shares on ASX on 7 October 2026.
2. Expected volatility is based on the historical volatility of the Company's Shares, measured over a period consistent with the expected life of the Related Party Options.
3. The risk-free interest rate is based on the yield on 5-year Australian Government bonds, being a term consistent with the expected life of the Related Party Options.

4. The values above are indicative only. For accounting purposes, the fair value of the Related Party Options and Performance Rights will be determined at the grant date in accordance with AASB 2 and may differ from the values above, principally due to movements in the Share price.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

5G Networks Limited | ABN 80 620 305 393

Your proxy voting instruction must be received by **1:00pm (AEDT) 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 5G Networks Limited, to be held virtually at **1:00pm (AEDT) on Thursday, 26 November 2026** 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, 3, 4, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4, 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

5GN

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain		Resolutions	For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐	6	GRANT OF PERFORMANCE RIGHTS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO AN ENTITY CONTROLLED BY JOSEPH DEMASE, A DIRECTOR OF THE COMPANY, UNDER ASX LISTING RULE 10.1	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – NATALIE MACTIER	☐	☐	☐	7	APPROVAL TO ISSUE SHARES TO DIRECTOR, HUGH ROBERTSON, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11	☐	☐	☐
3	GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO A DIRECTOR, HUGH ROBERTSON, UNDER ASX LISTING RULE 10.14	☐	☐	☐	8	APPROVAL TO ISSUE SHARES TO DIRECTOR, CHRIS SCOTT, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11	☐	☐	☐
4	GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO A DIRECTOR, CHRIS SCOTT, UNDER ASX LISTING RULE 10.14	☐	☐	☐	9	APPROVAL TO ISSUE SHARES TO DIRECTOR, NATALIE MACTIER, IN LIEU OF FEES UNDER ASX LISTING RULE 10.11	☐	☐	☐
5	GRANT OF OPTIONS UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN TO A DIRECTOR, NATALIE MACTIER, UNDER ASX LISTING RULE 10.14	☐	☐	☐	10	APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A	☐	☐	☐

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).

All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288
664 ASX Code: 5GN
Email: hello@automicgroup.com.au

<<EntityRegistrationDetailsLine1Envelope>>
<<EntityRegistrationDetailsLine2Envelope>>
<<EntityRegistrationDetailsLine3Envelope>>
<<EntityRegistrationDetailsLine4Envelope>>
<<EntityRegistrationDetailsLine5Envelope>>
<<EntityRegistrationDetailsLine6Envelope>>

28 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

5G Networks Limited ACN 073 716 793 (ASX: 5GN or "the **Company**"), advises the 2026 Annual General Meeting will be held in as a virtual meeting on 26 November 2026 at 1:00pm (AEDT) (**Meeting**).

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://5gnetworks.au/company/investor-centre/live-stock-price/ or the Company's ASX market announcements platform at www.asx.com.au (ASX: 5GN).

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 your Proxy vote 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 '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 lodgement 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 ag@5gn.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 lodgement with the ASX by the Board.