ASX:VHL

29 October 2026

Dear Shareholder,

2026 ANNUAL GENERAL MEETING

Vitasora Health Limited ("the **Company**") advises that its 2026 Annual General Meeting of the shareholders ("**Shareholders**") of the Company is scheduled to be held as an in-person meeting on Monday 30 November 2026 at 2:00pm (AEDT) at Level 3, 80 Dorcas Street, Southbank, Victoria (the "**Meeting**").

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) ("Corporations Act"), the Company will not be despatching physical copies of the Notice of General Meeting ("**Notice of Meeting**") unless a Shareholder has requested a hard copy or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The Notice of Meeting can be viewed, accessed and downloaded via the following direct link to the ASX announcements platform of the Company: https://www2.asx.com.au/markets/trade-our-cash-market/announcements.vhl

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as their proxy in relation to the Meeting before 2:00pm (AEDT) on 28 November 2026, being the cut-off time for delivery of proxies. A personalised proxy form is enclosed with this letter ("**Proxy Form**"). Proxies can be lodged in accordance with the instructions provided with the Proxy Form.

Shareholders attending the Meeting will be able to ask questions and cast their votes on the proposed resolutions at the Meeting.

The meeting can be attended using the following details:

When:	Monday, 30 November 2026 at 2:00pm AEDT
Topic:	Vitasora Health Limited – Annual General Meeting
Location:	Level 3, 80 Dorcas Street, Southbank, Victoria

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to the Company Secretary: tony.pietro@vistra.com.

If it becomes necessary or appropriate to make alternative arrangements to those set out above and in the Notice of Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website (https://www2.asx.com.au/), search code "VHL".

The Company thanks shareholders for their ongoing support.

For and on behalf of the Board:



Nicholas Smedley
Chairman

VITASORA HEALTH LIMITED
ACN 009 234 173

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 30 November 2026

Time of Meeting:
2.00PM (AEDT)

Location:
Level 3, 80 Dorcas Street
Southbank Victoria 3006

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

VITASORA HEALTH LIMITED

ACN 009 234 173
Registered office: Suite 1, Level 9, 432 St Kilda Road, Melbourne Victoria 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Vitasora Health Limited (the "Company") will be held in person at Level 3, 80 Dorcas Street, Southbank VIC 3006 on Monday, 30 November 2026 at 2.00pm (AEDT) ("Annual General Meeting" or "Meeting").

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your specialised proxy form.

Shareholders attending the Meeting will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions at the Meeting.

The meeting can be attended using the following details:

When:	Monday, 30 November 2026 at 2:00pm AEDT
Where:	Level 3, 80 Dorcas Street, Southbank VIC 3006
Topic:	Vitasora Health Limited – Annual General Meeting

Unless individual Shareholders have previously opted to receive hard-copy communications, the Notice of Meeting will not be mailed to Shareholders. Instead, it is available for you to view and download on the Vitasora website at: https://vitasorahealth.com.au/investor-centre/.

Voting can be undertaken at any time up to 48 hours prior to the Meeting in accordance with the instructions on your Proxy form.

Further details in respect of the resolutions proposed in this notice of Meeting (**Notice**) are set out in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with, and forms part of, this Notice.

Please read this Notice carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the Proxy Form and Voting Instructions appended to this Notice. Voting prior to the meeting is encouraged.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2026.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2026 be adopted."

Resolution 2: Affirmation of Mr Marjan Mikel as a Director of the Company

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Marjan Mikel, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Affirmation of Mr Nicholas Smedley as a Director of the Company

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Nicholas Smedley, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Affirmation of Mr Jonathan Adams as a Director of the Company

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Jonathan Adams, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 5: Ratification of prior issue of 81,499,999 Shares issued on 2 March 2026 under LR7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 81,499,999 fully paid ordinary shares as described in the Explanatory Statement."

Resolution 6: Ratification of prior issue of 180,000,000 shares issued on 18 June 2026 under LR7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 180,000,000 fully paid ordinary shares as described in the Explanatory Statement."

Resolution 7: Ratification of prior issue of 182,284,914 Shares issued on 18 June 2026 under LR7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 182,284,914 fully paid ordinary shares as described in the Explanatory Statement."

Resolution 8: Approval to issue Shares to Mr Marjan Mikel (or his nominee(s)) as part of the June 2026 Placement

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 3,000,000 Shares to Mr Marjan Mikel (or his nominee(s)) under the June 2026 Placement, as described in the Explanatory Statement."

Resolution 9: Approval to issue Shares to Mr Nicholas Smedley (or his nominee(s)) as part of the June 2026 Placement

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 22,000,000 Shares to Mr Nicholas Smedley (or his nominee(s)) under the June 2026 Placement, as described in the Explanatory Statement."

Resolution 10: Renewal of Employee Share Option Plan

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

"That, for the purpose of Listing Rule 7.2, Exception 13(b) and for all other purposes including section 259B and 260C of the Corporations Act 2001 (Cth), Shareholders approve the renewal of the Employee Share Option Plan on the basis set out in the Explanatory Statement."

Resolution 11: Consolidation of Share Capital and Unlisted Options

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

"That, pursuant to section 254H of the Corporations Act, ASX Listing Rules 7.20 & 7.22 and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that:
(a) every fifty (50) Shares be consolidated into one (1) Share; and
(b) every fifty (50) Unlisted Options be consolidated into one (1) Unlisted Option,
and where this consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security."

SPECIAL BUSINESS

Resolution 12: Approval of 10% Placement Facility

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

"'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the

formula prescribed for in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice."

By order of the Board



Tony Di Pietro
Company Secretary

Dated: 29 October 2026

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. **Proxies**

   All voting will be conducted by poll.

   The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Saturday, 28 November 2026 at 2:00pm (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

   Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. **Asking questions**

   A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting, including an opportunity to ask questions of the Company's external auditor.

   To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

   (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
   (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
   (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

   If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to tony.pietro@vistra.com. We will attempt to address the more frequently asked questions at the Meeting.

5. **Corporate Representative**

   Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. **How the Chairman will vote undirected proxies**

   Subject to the restrictions set out below, the Chairman of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

   If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

7. **Voting Exclusion Statement:**

   The Corporations Act and the Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on certain resolutions to be considered at the Meeting. These voting exclusions are described below.

   Resolution 1

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

   A vote may be cast as proxy by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

   (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
   (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

   Resolutions 2, 3, 4 and 11

There are no voting exclusions for Resolutions 2, 3, 4, and 11.

Resolution 5

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of Shares in the Placement, or any associates of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(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:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 6 and 7

The Company will disregard any votes cast in favour of the Resolutions 6 and 7 by or on behalf of any person who participated in the issue of Shares in the June 2026 Placement, or any associates of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(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:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 8 and 9

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of

(a) in relation to Resolution 8, Mr Marjan Mikel or any associate of Mr Marjan Mikel;
(b) in relation to Resolution 9, Mr Nicholas Smedley or any associate of Mr Nicholas Smedley;
(c) any other person who will obtain a material benefit as a result of the issues of the securities under these Resolutions (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(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:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Employee Share Option Plan and any associates of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(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:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with section 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this Resolution by, or on behalf of, a member of a KMP voter, unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

(a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
(b) the KMP voter is the Chair of the meeting and, the appointment of the Chair as proxy:
    - does not specify the way the proxy is to vote on the Resolution; and
    - expressly authorises e Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 10, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 10. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act

Resolution 12

If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under rule 7.1A.2, the Company will disregard any votes cast in favour of Resolution 12 by or on behalf of any persons who are 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 Shareholder), or any associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(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:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Enquiries

Shareholders are invited to contact the Company Secretary, Tony Di Pietro on 1300 384 692 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2026 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 384 692, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website www.vitasorahealth.com.au or via the Company's announcement platform on the ASX. Except as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act 2001 requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2026 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that is in accordance with Division 9 of Part 2G.2 of the Corporations Act 2001, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast and accordingly, a Spill Resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolutions 2 to 4: Director Elections

Interdependency

The Directors have determined to have their re-appointments or re-elections to the Company be inter-connected and conditional upon all of the Directors being re-appointed or re-elected. Resolution 2, Resolution 3 and Resolution 4 being the resolutions dealing with the re-election of each of the Directors, are collectively referred to as the **Director Resolutions**. The rationale for the interdependency of the Director Resolutions is that the Directors are presently working closely with each other in respect of the Company's direction. Therefore, in order to facilitate execution of the Company's strategic objectives as efficiently as possible, the Directors wish to make their elections inter-conditional so as to ensure that they can continue working together and as a team or otherwise not at all.

Shareholders should note that the Director Resolutions are interdependent. Therefore, failure of any of the Director Resolutions to be passed will result in all of the Director Resolutions being deemed not to have been passed.

In the event that all of the Director Resolutions are approved by way of ordinary resolution, then the Directors will continue to hold office in the Company. In the event that one or more of the Director Resolutions are not approved by way of ordinary resolution, then the Company will follow the procedures set out below.

a) the Directors will call a meeting within 90 days within the end of this Annual General Meeting (**Spill Meeting**);
b) the Company will invite Shareholders to nominate persons for election as directors;
c) all three existing Directors, Mr Marjan Mikel, Mr Nicholas Smedley, and Mr Jonathan Adams, will be put up for re-election on a conditional basis at the Spill Meeting;
d) Mr Jonathan Adams and Mr Marjan Mikel's appointments will automatically end with effect and from the close of this Meeting. Mr Nicholas Smedley will resign with immediate effect before the end of the Spill Meeting;
e) if Mr Nicholas Smedley has his Director appointment affirmed by shareholders or Mr Jonathan Adams and Mr Marjan Mikel are re-elected, they will all still need to be re-elected at any Spill Meeting to remain in office after that time;
f) resolutions to appoint individuals to the offices that would be vacated (either at the end of this Meeting or immediately before the end of the Spill Meeting) will be put to the vote at any Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution; and
g) during the intervening period between the end of this Meeting and any Spill Meeting, pursuant to clause 15.8 of the Company's Constitution, the Company's Directors may act only for the purpose of increasing the number of Directors to the minimum required under clause 13.1 of the Company's Constitution.

Resolution 2: Affirmation of Mr Marjan Mikel as a Director of the Company

Mr Mikel seeks Shareholder affirmation of his appointment as Director of the Company by way of ordinary resolution. In the event that Mr Mikel's appointment is not affirmed by the Company, then he will resign from his Office as Director with immediate effect before the end of the Spill Meeting.

Mr Mikel was appointed a Director of the Company on 25 November 2019 and was last re-elected as a Director at the 2025 AGM.

Marjan Mikel is a highly experienced managing director and board member with a career spanning Australia, Europe and Japan, Marjan's focus has been in the healthcare industry, from pharmaceuticals and information services and technology to medical devices and sleep disorder solutions. He founded and subsequently sold Healthy Sleep Solutions after developing it into Australia's largest provider of home-based sleep diagnostic and treatment services, with Resmed Ltd as a joint venture/shareholder partner. Marjan has held a number of Board and advisory roles in public and private companies in the areas of healthcare, SaaS and medical devices.

Board Recommendation

The Board (with Mr Mikel abstaining) recommends that shareholders vote in favour of the re-election of Mr Mikel. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Mikel's re-election.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 3: Affirmation of Mr Nicholas Smedley as a Director of the Company

Mr Smedley seeks Shareholder affirmation of his appointment as Director of the Company by way of ordinary resolution. In the event that Mr Smedley's appointment is not affirmed by the Company, then he will resign from his Office as Director with immediate effect before the end of the Spill Meeting.

Mr Smedley was appointed a Director of the Company on 29 October 2019 and was last re-elected as a Director at the 2025 AGM.

Nicholas Smedley is an experienced Investment Banker and M&A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A$9bn defence of WMC Resources through to the investment of $65m into Catch.com.au. Nicholas currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space. Key areas of expertise include M&A, debt structuring, corporate governance and innovation. Mr Smedley holds a Bachelor of

Commerce degree from Monash University. Mr Smedley is also a Non-executive Chairman of AdNeo Limited (ASX: AD1) and Executive Chair of Findi Limited (ASX:FND).

Board Recommendation

The Board (with Mr Smedley abstaining) recommends that shareholders vote in favour of the affirmation of Mr Smedley. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Smedley 's re-election.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 4: Affirmation of Mr Jonathan Adams as a Director of the Company

Mr Adams seeks Shareholder affirmation of his appointment as Director of the Company by way of ordinary resolution. In the event that Mr Adams' appointment is not affirmed by the Company, then he will resign from his Office as Director with immediate effect before the end of the Spill Meeting.

Mr Adams was appointed a Director of the Company on 24 February 2025 and was last re-elected as a Director at the 2025 AGM.

Jonathan Adams, CFA, is the Chief Investment Officer of Mt. Vernon Investments, LP, a Dallas-based family office where he has spent nearly two decades building his investment career. Since stepping into the CIO role in 2025, he has led the firm's investment platform, overseeing all investment decisions, asset allocation, risk management, and portfolio construction across both public and private equity, venture capital, real estate, and commodities. Mr. Adams guides the Investment Team's strategy, policy, and long-term initiatives, drawing on more than 20 years of experience sourcing and underwriting investments across the full spectrum of asset classes.

Prior to becoming CIO, Mr. Adams served as Investment Director, where he was responsible for deal sourcing and execution primarily within private equity, venture capital, and commodities. His transaction experience spans many deals from leveraged buyouts to growth equity infusions, early-stage venture investments across many sectors including healthcare, to commodity and real estate investments. Prior to joining Mt. Vernon Investments, Mr. Adams worked as an accountant at PricewaterhouseCoopers. Mr. Adams holds both a BBA and an MPA from The University of Texas at Austin. Mr. Adams is a CFA® charterholder and a Certified Public Accountant in the State of Texas.

Mr. Adams served as Chairman of the Board for Orb Health, Inc. and also serves as a Board Director for TTI Acquisition, LLC, parent company of TTI Sports International. Mr. Adams serves as a Board Observer for multiple portfolio company investments of Mt. Vernon Investments. Mr. Adams resides in Dallas, TX with his wife and family.

Board Recommendation

The Board (with Mr Adams abstaining) recommends that shareholders vote in favour of the election of Mr Adams. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Adams' election.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 5: Ratification of prior issue of 81,499,999 Shares issued on 2 March 2026 under LR7.1

Background

On 2 July 2025, the Company announced it had received firm commitments to raise approximately $11 million (before expenses) via a placement to sophisticated, professional, and institutional investors ("**July 2025 Placement**"). Securities offered under the Placement were fully paid ordinary shares in the Company at $0.03 (3 cents) per Share (Issue Price). A total of 81,499,999 Shares related to this Placement ("**July 2025 Placement Shares**") were issued under the Company's placement capacity under Listing Rule 7.1 on 2 March 2026.

ASX Listing Rule

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The July 2025 Placement Shares were issued solely using the Company's 15% placement capacity under Listing Rule 7.1.

Under Listing Rule 7.4, an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of Listing Rules 7.1 and 7.1A if the issue did not breach Listing Rules 7.1 and 7.1A at the time and Shareholders subsequently approve it. The issue of the July 2025 Placement Shares was within the Company's Listing Rules 7.1 placement capacity, did not fall within any of the exceptions in Listing Rule 7.2, and were not previously approved by Shareholders. The Company now seeks Shareholder approval of the issue pursuant to Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without Shareholder approval under Listing Rules 7.1.

If Resolution 5 is approved, the prior issue of 81,499,999 July 2025 Placement Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 81,499,999 July 2025 Placement Shares counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1.

If Resolution 5 is not approved, the prior issue of 81,499,999 July 2025 Placement Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have 81,499,999 July 2025 Placement Shares as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule Disclosure Requirements

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

(a) the July 2025 Placement Shares were issued to professional and sophisticated investors who were identified through a bookbuild process, which involved the joint lead managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company. There was no participant in the issue of the New Shares that was an investor required to be disclosed under ASX Guidance Note 21 which includes;

i. related party of the Company;

ii. member of key management personnel;

iii. substantial holder in the Company;

iv. adviser to the Company; or

v. associate of any of the above

(b) the number and class of securities issued was 81,499,999 fully paid ordinary shares in the Company, issued on the same terms and conditions as the Company's existing Shares;

(c) the July 2025 Placement Shares were issued on 2 March 2026 for cash, at an issue price of $0.03 (3 cents) per New Share; and

(d) Proceeds from the Placement were used to expand clinical operations and program delivery, technology platform enhancements and client system integration, client account management, sales, business development, and marketing as well as regulatory and compliance costs, working capital, and offer-related costs.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 5.

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

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 6: Ratification of prior issue of 180,000,000 Shares issued on 18 June 2026 under LR7.1A
Resolution 7: Ratification of prior issue of 182,284,914 Shares issued on 18 June 2026 under LR7.1

Background

On 11 June 2026, the Company announced that it had received firm commitments to raise approximately $4.0 million (before expenses) via a placement to sophisticated, professional and institutional investors ("**June 2026 Placement**"). The June 2026 Placement was strongly supported, closing at approximately 2.7 times the Company's original $1.5 million target. Securities offered under the June 2026 Placement were fully paid ordinary shares in the

Company at $0.01 (1 cent) per Share (Issue Price). The Shares were issued under the Company's placement capacity under Listing Rule 7.1 and 7.1A.

Under the June 2026 Placement, the Company issued a total of 400,000,000 Shares, comprising 220,000,000 Shares issued under Listing Rule 7.1 and 180,000,000 Shares issued under Listing Rule 7.1A, on 18 June 2026. The Company was made aware of a breach of Listing Rule 7.1 by the ASX in relation to the 220,000,000 Shares issued under Listing Rule 7.1, as announced by VHL on 7 October 2026 via the ASX market announcements platform. Whilst the Company had available placement capacity under Listing Rule 7.1 of 191,334,914.25 Shares, it had inadequate capacity to issue all 220,000,000 Shares under Listing Rule 7.1 given the Company had incorrectly relied on shareholder approval provided at the EGM held on 1 September 2025 to issue 81,499,999 Shares on 3 March 2026 as part of tranche 2 of a placement capital raising. These details were disclosed in the Appendix 2A lodged on the ASX market announcements platform on 3 March 2026. As the breach was noted by the ASX on 18 June 2026, 800,000 Shares issued on 2 July 2026, and 8,250,000 Shares issued on 3 September 2026 under Listing Rule 7.1 were issued outside the available capacity under Listing Rule 7.1. As a result, the total number of shares issued in breach of Listing Rule 7.1 was 37,715,085.75 Shares and these Shares cannot be ratified by shareholders at a general meeting under Listing Rule 7.4.

As a result of the above the Company is seeking shareholders' approval to ratification of 182,284,914 Shares issued under listing rule 7.1 and 180,000,000 Shares issued under listing rule 7.1A connected with the June 2026 Placement ("**June 2026 Placement Shares**").

ASX Listing Rule

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The June 2026 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1 and 7.1A.

Under Listing Rule 7.4, an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of Listing Rules 7.1 and 7.1A if the issue did not breach Listing Rules 7.1 and 7.1A at the time and Shareholders subsequently approve it. The issue of the June 2026 Placement Shares, 182,284,914 under ASX Listing Rule 7.1 and 180,000,000 under ASX Listing Rule 7.1A, was within the Company's placement capacity, did not fall within any of the exceptions in Listing Rule 7.2, and were not previously approved by Shareholders. The Company now seeks Shareholder approval of the June 2026 Placement Shares pursuant to Listing Rule 7.4.

If Resolutions 6 and 7 are approved, the issue of the June 2026 Placement Shares will be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.4 and those securities will no longer count towards the Company's available placement capacity under Listing Rule 7.1 and 7.1A.

If Resolutions 6 and 7 are not approved, the June 2026 Placement Shares will continue to count towards the Company's available placement capacity under Listing Rule 7.1 and 7.1A, reducing the Company's ability to issue additional Equity Securities under that Rule without first obtaining Shareholder approval.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

a) 180,000,000 fully paid ordinary shares in the Company were issued on 18 June 2026 (*Resolution 6*);
b) 182,284,914 (220,000,000 less the 37,715,085.75 unable to be ratified) fully paid ordinary shares in the Company were issued on 18 June 2026 (*Resolution 7*);
c) The June 2026 Placement Shares were issued at an issue price of $0.01 (1 cent);
d) The Placement Shares were issued and allotted to sophisticated, professional and institutional investors; and
e) The net proceeds raised from the June 2026 Placement provided the Company with funding to support patient management and account management, sales, business development, and marketing, vCare platform enhancement & roll-out, and working capital and offer-related costs.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolutions 6 and 7.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 8: Approval to issue Shares to Mr Marjan Mikel (or his nominee(s)) on the same terms as the June 2026 Placement
Resolution 9: Approval to issue Shares to Mr Nicholas Smedley (or his nominee(s)) on the same terms as the June 2026 Placement

Background

On 11 June 2026, the Company announced the June 2026 Placement, with the full details provided in Resolutions 6 and 7.

The Company is seeking Shareholder's approval, pursuant to ASX Listing Rule 10.11 for Directors Mr Marjan Mikel and Mr Nicholas Smedley, (or their respective nominees), to participate in the June 2026 Placement. The Company proposes to issue up to a total of 250,000 fully paid ordinary shares at the issue price of $0.01 (1 cent) per Share to these directors, which are the same terms as the June 2026 Placement. The willingness of each of the Directors to subscribe for securities under the June 2026 Placement reflects their support for the Company.

The details of the securities proposed to be issued under these Resolutions are as follows:

Resolution	Proposed Allotees (Directors)	Up to a Maximum Number of Shares	Issue Price per Share	Funds to be raised from the issue of Shares
Resolution 8	Mr Marjan Mikel	3,000,000	$0.01	$30,000
Resolution 9	Mr Nicholas Smedley	22,000,000	$0.01	$220,000

ASX Listing Rules

As noted above, the Company is proposing to issue securities to Mr Marjan Mikel and Mr Nicholas Smedley (or their respective nominees).

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

a) a related party;
b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
c) 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 who 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;
d) an associate of a person referred to in (a) to (c) above; and
e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

The proposed Issues to be made to Mr Marjan Mikel and Mr Nicholas Smedley fall within Listing Rule 10.11 above as the proposed allottees are Directors of the Company and are, therefore, each a related party of the Company.

The issue of these Shares do not fall within any of the exceptions in Listing Rules 10.12. The issues of these Shares therefore require the approval of the Company's shareholders under Listing Rule 10.11.

The effect of passing of these Resolutions are set out as follows:

Resolution	Passing	Not Passing
Resolution 8	The Company will be able to proceed with the issue to Mr Marjan Mikel, allowing Mr Marjan Mikel (or his nominees) to subscribe for and receive up to 3,000,000 Shares under the June 2026 Placement at an issue price of $0.01 per Share.	The Company will not proceed with the issue to Mr Marjan Mikel and he will not receive the Shares as described above and the Company will not receive the subscription funds for those Shares.

Resolution 9	The Company will be able to proceed with the issue to Mr Nicholas Smedley, allowing Mr Nicholas Smedley (or his nominees) to subscribe for and receive up to 22,000,000 Shares under the June 2026 Placement at an issue price of $0.01 per Share.	The Company will not proceed with the issue to Mr Nicholas Smedley and he will not receive the Shares as described above and the Company will not receive the subscription funds for those Shares.

If approvals are obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approvals are not required under Listing Rule 7.1.

Information required by ASX Listing Rule 10.13

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares:

a) The proposed recipients are:
   i. Resolution 8: Mr Marjan Mikel (and/or his nominee(s)); and
   ii. Resolution 9: Mr Nicholas Smedley (and/or his nominee(s));

b) Each of the proposed recipients are related parties of the Company as per Listing Rule 10.11.1;

c) The number and class of securities to be issued to the proposed recipients are as follows:
   i. Resolution 8: Up to 3,000,000 Shares to be issued to Mr Marjan Mikel (and/or his nominee(s)); and
   ii. Resolution 9: Up to 22,000,000 Shares to be issued to Mr Nicholas Smedley (and/or his nominee(s));

d) The securities will be issued no later than one month after the date of the Meeting;

e) The Shares will be issued at an issue price of $0.01 per Share; and

f) The purpose of the issue is to raise capital to support patient management and account management, sales, business development, and marketing, vCare platform enhancement & roll-out, and working capital and offer-related costs.

Board Recommendation

The Board (with Mr Marjan Mikel abstaining) recommends that shareholders vote in favour of Resolution 8.

The Board (with Mr Nicholas Smedley abstaining) recommends that shareholders vote in favour of Resolution 9.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 10: Renewal of Employee Share Option Plan

Background

The Board is committed to incentivising and retaining the Company's directors, employees, or such other persons as the Board should deem fit (**Eligible Participants**) in a manner which promotes alignment of their interests with Shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The Employee Share Option Plan ("**ESOP**") enables Eligible Participants to receive Options or Performance Rights. No Directors or their associates will be issued any securities or rights under the ESOP unless Shareholder approval for the issue has been obtained for the purpose of Listing Rule 10.14.

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

Shareholders last approved the ESOP at the 2023 Annual General Meeting held on 15 November 2023.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can agree to issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 Exception 13(b) provides an exception to Listing Rule 7.1 for Equity Securities issued under an employee incentive scheme within 3 years after Shareholder approval of the scheme. The Company is seeking approval of the ESOP under Listing Rule Exception 13(b) so that issues of Equity Securities under the ESOP do not otherwise utilise the Company's 15% capacity under Listing Rule 7.1.

If Shareholders approve Resolution 10, the Company will be able to proceed with continuing the ESOP and incentivising Eligible Employees without using the Company's 15% capacity under Listing Rule 7.1.

If Shareholders do not approve Resolution 10, the Company may proceed with incentivising Eligible Employees through the ESOP, but the issue of any Equity Securities in these circumstances would utilise the Company's 15% capacity under Listing Rule 7.1.

Since 15 November 2023, being the date on which Shareholders previously approved the ESOP, the Company has issued 60,000,000 Options under the ESOP. As at the date of this Notice of Meeting, there were 60,000,000 Options on issue pursuant to the ESOP.

The maximum number of securities proposed to be issued under the ESOP within the three-year period from the date of the passing of this Resolution is 121,943,860 Shares, being 5% of the total Equity Securities on issue as at the date of this Notice (being 2,438,877,201, comprised of 2,348,677,201 Shares and 90,200,000 Options). Any additional issues under the ESOP above that number would require further Shareholder approval. The issue of any securities to Directors under the ESOP would utilise this capacity even where Shareholder approval is obtained under Listing Rule 10.11.

A summary of the key terms of the ESOP is set out in Annexure A and a copy of the ESOP is available upon request.

In the Board's opinion, this Resolution will assist the Company in managing its capital requirements efficiently by ensuring that the Company's Listing Rule 7.1 capacity is not diminished by the issue of Equity Securities under the ESOP and instead remains available for capital management initiatives as necessary and appropriate.

Corporations Act

The ESOP provides for the Company to take security over Shares issued under the ESOP and to place restrictions on transfer and voting which may constitute taking security over its own shares. Section 259B(1) of the Corporations Act provides that a company must not take security over shares in itself except as permitted by the Corporations Act. Section 259B(2) of the Corporations Act provides that the Company may take security over shares in itself under an employee share scheme that has been approved by shareholders at a general meeting.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general meeting. The ESOP provides that the Company may make loans in respect of Shares or other Equity Securities issued or to be acquired under the ESOP and/or to acquire Shares or other Equity Securities to be held on trust for Eligible Participants. This may be considered as the Company providing financial assistance for the acquisition of its own shares or other Equity Securities.

Accordingly, Resolution 10 also seeks approval of Shareholders under sections 259B and 260C of the Corporations Act.

Board Recommendation

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the Shareholders in respect of Resolution 10.

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 11: Consolidation of Share Capital and Unlisted Options

Background

Resolution 11 seeks Shareholder approval to consolidate the number of issued Shares and Unlisted Options on a one (1) for fifty (50) basis ("**Consolidation"**). Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

This section of the Explanatory Memorandum includes the information required by ASX Listing Rule 7.20 & 7.22 to be provided to Shareholders in relation to Resolution 11.

Reason for the Consolidation

As at the date of this Notice, the Company had a total of 2,348,677,201 Shares on issue. The Consolidation is expected to result in a simplified and more effective capital structure for the Company and a more appealing share price to a wider range of investors.

Shares

If Resolution 11 is approved, every fifty (50) Shares on issue will be consolidated into one (1) Share (subject to rounding). Overall, this will result in the number of Shares on issue reducing from 2,348,677,201 fully paid ordinary shares to approximately 46,973,544 Shares (subject to rounding and any changes to the share capital following the date of this Notice).

As the proposed Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of Shareholders. Similarly, the enterprise value of the Company should not (in theory) change as a result of the Consolidation. The theoretical price per Share, should increase in inverse ratio to the consolidation (to reflect the reduced number of Shares on issue). The Directors do not anticipate the price of Shares trading on the ASX to change proportionally to the Consolidation ratio but note that it is possible that the immediate post Consolidation price per Share may be equal to, more or less than the mathematical result.

Unlisted Options

As at the date of the Notice, the Company had 90,200,000 Unlisted Options on issue. In accordance with ASX Listing Rule 7.22, these Unlisted Options will be consolidated on the same basis as the Company's Shares with the effect that the number of underlying Shares the subject of each Unlisted Option will be reduced by a factor of 50, with the exercise price of the Unlisted Options increasing in inverse proportion to the consolidation ratio. After the Consolidation, there will be approximately 1,804,000 Unlisted Options (subject to rounding and any changes to the share capital following the date of this Notice) on issue.

Other than the number and exercise price of Unlisted Options, there are no other changes to the terms of the Unlisted Options. In all other respects, the terms of the Unlisted Options are confirmed and remain in full force and effect.

Capital Structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

	Shares	**Unlisted Options**
Current issued capital (on a pre-Consolidation basis)	2,348,677,201	90,200,000
Post 50:1 Consolidation of Securities	46,973,544	1,804,000

Fractional Entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by 50. Where the Consolidation results in an entitlement to a fraction of a Share that fraction will be rounded up to the nearest whole number of Shares.

Taxation

It is not considered that any taxation implications will exist for Shareholders or holders of Unlisted Options arising from the Consolidation. However, Shareholders and holders of Unlisted Options are advised to seek their own tax advice on the effect of the Consolidation. The Company, the Directors and their advisors do not accept any responsibility for the individual taxation implications arising from the Consolidation.

Holding Statements

From the date of the Consolidation, all holding statements for previously quoted Shares will cease to have any effect as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to holders of those Shares together with new certificates for Unlisted Options.

Indicative Timetable

If Resolution 11 is passed, the Consolidation is proposed to take effect pursuant to the following timetable in in accordance with Appendix 7A (section 8) of the ASX Listing Rules:

Event	**Date**
Meeting held, including Resolution to approve Share Consolidation	30 November 2026
Company notifies ASX that Shareholders have approved the Share Consolidation	30 November 2026
Last day for trading pre-Consolidation securities	3 December 2026
Trading in reorganised securities commences on a deferred settlement basis	4 December 2026
Record Date for Consolidation. Last day for Company to register transfers on a pre-Consolidation basis	7 December 2026
Registration of securities on a post-Consolidation basis. First day to send new Holding Statements	8 December 2026
Deferred settlement trading ends. Last day to update register and send notice to all shareholders and notification to ASX that this has occurred.	14 December 2026
Normal trading in reorganised securities commences	15 December 2026

Consequences of the Resolution

If this Resolution is passed, the Company will be able to proceed with the Consolidation and the number of securities in the Company will be consolidated as set out above.

If this Resolution is not passed, the Company will not proceed with the Consolidation and the Company's current capital structure will remain unchanged.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 11.

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

Voting Exclusions

Refer to Note 7 for voting exclusions.

Resolution 12: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company obtained shareholder approval for the 10% Placement Facility at its 2025 Annual General Meeting on 19 November 2025.

If shareholders approve Resolution 12 then the Company will be able to issue Equity Securities under the 10% Placement Facility for the 10% Placement Period (defined below). If shareholders do not approve Resolution 12 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

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

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it anticipates using the funds to either accelerate the work on its current projects, acquire new assets, or to meet additional working capital requirements.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

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

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Fully Paid Ordinary Shares.

(c) Formula for calculating 10% Placement Facility

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

(A x D)–E

A is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

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

(B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
   (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
   (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
   (i) the agreement was entered into before the commencement of the relevant period; or
   (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.4;

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

(F) less the number of fully paid shares cancelled in the relevant period.

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

D is 10%

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

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

(e) Nature and Consideration for issue and Minimum Issue Price

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

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
(ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
(ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
(iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

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

Specific information required by Listing Rule 7.3A

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

(a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 30 November 2026, and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 30 November 2027 if shareholders approve Resolution 12;
(ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
(iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

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

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
(ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:

(i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
(ii) continued expenditure on the Company's current business and/or general working capital.

(d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

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

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at close of trade on 9 October 2026 **(Current Share Price)** and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

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

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

Variable 'A' in Listing Rule 7.1A.2		**Issue Price**		
		\$0.0055 **50% decrease in Current Share Price**	\$0.011 **Current Share Price**	\$0.022 **100% increase in Current Share Price**
Current Variable A 2,348,677,201 Shares	**10% Voting Dilution**	234,867,720 Shares		
	Funds raised	\$1,291,772	\$2,583,545	\$5,167,090
50% increase in current Variable A 3,523,015,802 Shares	**10% Voting Dilution**	352,301,580 Shares		
	Funds raised	\$1,937,659	\$3,875,317	\$7,750,635
100% increase in current Variable A 4,697,354,402 Shares	**10% Voting Dilution**	469,735,440 Shares		
	Funds raised	\$2,583,545	\$5,167,090	\$10,334,180

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares before the date of the issue of the Equity Securities.

- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The Current Share Price is $0.011 (1.1 cents), being the closing price of the Shares on the ASX on 9 October 2026.

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

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

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
(ii) the effect of the issue of the Equity Securities on the control of the Company;
(iii) the financial situation and solvency of the Company; and
(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

(f) Previous issues over the Last 12 Months – Listing Rule 7.3A.6

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting under Listing Rule 7.1A.2, and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period.

Number of Equity Securities on issue at commencement of 12-month period	1,739,493,870 fully paid ordinary shares
Equity Securities issued in the prior 12-month period under Listing Rule 7.1A.2	180,000,000
Percentage of Equity Securities representative of the total number of Equity Securities on issue at commencement of 12-month period	10.35%[#]

**See Annexure B for full details of issues of equity securities made by the Company under listing rule 7.1A.2 since the date of the last Annual General Meeting.*
[#] It should be noted that 118,633,332 fully paid ordinary shares issued under ASX Listing Rule 7.1 on 1 December 2025 were approved by shareholders to be issued at a general meeting of shareholders held on 1 September 2025.

Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Board Recommendation

The Board believes that Resolution 12 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 7 for voting exclusions.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**$**" means Australian Dollars;

"**10% Placement Facility**" has the meaning as defined in the Explanatory Statement for Resolution 12;

"**10% Placement Period**" has the meaning as defined in the Explanatory Statement for Resolution 12;

"**Annual Report**" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026;

"**ASX**" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"**ASX Settlement Operating Rules**" means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**AEDT**" means Australian Eastern Daylight Time.

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Chairman**" means the person appointed to chair the Meeting of the Company convened by the Notice and **Chair** shall have a corresponding meaning;

"**CHESS**" has the meaning in Section 2 of the ASX Settlement Operating Rules**;**

"**Closely Related Party**" means:

(a) a spouse or child of the member; or
(b) has the meaning given in section 9 of the Corporations Act.

"**Company**" means Vitasora Health Limited ABN 98 009 234 173;

"**Consolidation**" has the meaning given in the Background of Resolution 11;

"**Constitution**" means the constitution of the Company as at the date of the Meeting;

"**Convertible Security**" means a security of the Company which is convertible into shares;

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

"**Director**" means a Director of the Company;

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

"**Equity Security**" has the same meaning as in the Listing Rules;

"**Explanatory Statement**" means the explanatory statement which forms part of the Notice;

"**EGM"** means Extraordinary General Meeting Statement;

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

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

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" has the meaning given in the introductory paragraph of the Notice;

"**Notice**" means this Notice of Meeting including the Explanatory Statement;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of Vitasora Health Limited for the financial year ended 30 June 2026 and which is set out in the 2026 Annual Report.

"**Resolution**" means a resolution referred to in the Notice;

"**Section**" means a section of the Explanatory Statement;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means shareholder of the Company;

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

"**VWAP**" means volume weighted average price.

Topic	Summary
Eligible Participant	A person is eligible to participate in the ESOP if that person is declared by the Board to be eligible to participate in the ESOP and that person is a Director, a full-time or part-time employee of any member of the Company, or any other person declared by the Board to be eligible (**Eligible Participant**).
Securities to be issued	As part of the ESOP, Eligible Participants may be issued the following securities in the Company (**Awards**): • options to acquire Shares (**Options**); and • entitlements to subscribe for, acquire and/or be allocated Shares for nil consideration (**Performance Rights**).
Payment for the exercise of Awards	The Board may determine, in its absolute discretion, the fee (if any) payable by an Eligible Participant who has been granted an Award (**Participant**) for the exercise of Award, which are Options.
Number of Awards granted	The number of Awards offered to a Participant from time to time will be determined by the Board in its absolute discretion and in accordance with the terms of the ESOP.
Vesting of Awards	The Board may determine, in its absolute discretion, the terms and conditions (including performance hurdles and/or vesting conditions) which apply to the vesting of any Awards. If no vesting conditions or vesting events are specified certain default vesting conditions will apply to the Awards.
Lapsing of Awards	Unless otherwise specified in the vesting conditions or vesting events applicable to Award or determined otherwise by the Board an Award will lapse on the earlier of: • the Board determining that a vesting condition or vesting event applicable to an Award has not been satisfied, reached or met or is not capable of being satisfied; • the day immediately following the relevant expiry date of the Award; • where a holder of an Award purports to deal with an Award other than in accordance with the ESOP; • the Holder of the Award ceasing employment with the Company, in which case the Award will lapse in accordance with the 'cessation of employment' section as outlined below; or • the Board making a determining following a 'Change of Control Event'.
Cessation of employment	Where a Participant ceases employment or office with the Company as a result of a resignation of the Participant or a termination of that Participant's employment or office in certain circumstances (ie due to poor performance, serious or persistent breaches of their employment or engagement contract, becoming disqualified from managing corporations, or serious or gross misconduct): • vested Options may continue to be exercisable up to the expiry date unless otherwise determined by the Board; and • any unvested Options and/or Performance Rights will immediately lapse and be forfeited for nominal consideration. If a Participant ceases employment or office with the Company for another reason other than those specified above (i.e. dies, becomes permanently disabled, retires from the workforce or is made redundant):

	• vested Options which have not been exercised will continue to be exercisable up to the expiry date; and • unvested Options and/or Performance Rights will vest in accordance with the rules of vesting otherwise applicable to Awards granted under the ESOP.
Variation of ESOP	Subject to the Listing Rules and the Constitution, the Board will have the power to vary the terms of the ESOP at any time and in manner in which it thinks fit. However, the Board may only amend a provision of the ESOP rules or to Options and/or Performance Rights granted under the Plan, which adversely affects the rights of Participants in respect of existing Awards, with the consent of those Eligible Participants and holders of the Awards, unless the amendment is required for the purposes of complying with any law or the Listing Rules.
Change of control	If: • an offer is made for all of the Shares in the Company pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and results in the compulsory acquisition of Shares under Chapter 6C; or • the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or • any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 100% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or • any of the Company or its wholly-owned subsidiaries (**Group**) enters into agreements to sell in aggregate a majority in value of the businesses or assets (whether or not in the form of shares in the relevant Group entity) of the Group to a person, or a number of persons, none of which are members of the Group; or • the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons, none of which are members of the Group, then the Board may in its sole and absolute discretion, and subject to the Listing Rules determine how unvested Options or unvested Performance Rights held by a holder will be treated, including but not limited to: • determining that unvested Options or Performance Rights (or a portion of unvested Options or Performance Rights) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the relevant event, regardless of whether or not the employment, engagement or office of the holder is terminated or ceases in connection with the event; and/or • reducing or waiving any of the vesting conditions applicable to those unvested Options or unvested Performance Rights.
Restrictions on disposal	Awards issued to a Participant may not be assigned, transferred or encumbered with a security interest unless: • otherwise agreed by the Board; • that assignment or transfer occurs by force of law on the death of a Participant; • in the case of Options, 3 years from the issue of the Options; or • the Participant becomes a 'Good Leaver'. The Board may determine, in its absolute discretion whether there will be any restrictions on the disposal of or the granting of any security interests over the Shares issued on the exercise of Awards.

Voting rights	The Awards will not give a Participant any voting rights until the relevant Awards are exercised and the Participants holds Shares.
Dividend rights	The Awards will not give a Participant any right to participate in any dividends until the relevant Awards are exercised and the Participants holds Shares.

ANNEXURE B – PREVIOUS ISSUES UNDER LISTING RULE 7.1A.2

The 12 months preceding the date of the meeting under Listing Rule 7.3A.6	1 December 2025 – 30 November 2026
Total number of fully paid ordinary securities on issue at the commencement of the 12 months preceding the date of the meeting	1,739,493,870 fully paid ordinary shares
Equity Securities issued in the prior 12 month period under Listing Rule 7.1A.2	180,000,000 fully paid ordinary shares *
Date of issue	18 June 2026
Consideration amount	$1,800,000
Rank Equally from the date of issue	Yes
Participants	Institutional and sophisticated investors

*Shares issued under listing rule 7.1A during this period were not issued to:
- a related party of the Company;
- a member of key management personnel;
- a substantial holder in the Company;
- an advisor to the Company; or
- an associate of any of the above.

Vitasora HEALTH

Vitasora Health Limited
ABN 98 009 234 173

VHL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Saturday, 28 November 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form: XX

Online:

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

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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

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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Vitasora Health Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vitasora Health Limited to be held at Level 3, 80 Dorcas Street, Southbank VIC 3006 on Monday, 30 November 2026 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.
Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.
Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 and 10 by marking the appropriate box in step 2.

Step 2 Items of Business

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

ORDINARY BUSINESS		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Affirmation of Mr Marjan Mikel as a Director of the Company	☐	☐	☐
Resolution 3	Affirmation of Mr Nicholas Smedley as a Director of the Company	☐	☐	☐
Resolution 4	Affirmation of Mr Jonathan Adams as a Director of the Company	☐	☐	☐
Resolution 5	Ratification of prior issue of 81,499,999 Shares issued on 2 March 2026 under LR7.1	☐	☐	☐
Resolution 6	Ratification of prior issue of 180,000,000 shares issued on 18 June 2026 under LR7.1A	☐	☐	☐
Resolution 7	Ratification of prior issue of 182,284,914 Shares issued on 18 June 2026 under LR7.1	☐	☐	☐
Resolution 8	Approval to issue Shares to Mr Marjan Mikel (or his nominee(s)) as part of the June 2026 Placement	☐	☐	☐
Resolution 9	Approval to issue Shares to Mr Nicholas Smedley (or his nominee(s)) as part of the June 2026 Placement	☐	☐	☐
Resolution 10	Renewal of Employee Share Option Plan	☐	☐	☐
Resolution 11	Consolidation of Share Capital and Unlisted Options	☐	☐	☐
SPECIAL BUSINESS				
Resolution 12	Approval of 10% Placement Facility	☐	☐	☐

329262_01_V1

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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