12 November 2026

ASX: NGX

NOTICE OF GENERAL MEETING

NGX Limited (**ASX: NGX**) (**"NGX"** or **"Company"**) advises that a General Meeting (**Meeting**) of the Company will be held on 14 December 2026 at 10:00am (AWST) at the Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be dispatching physical copies of the Notice of Meeting (unless a shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act).

A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: https://www.ngxlimited.com/news-announcements/;
- A complete copy of the Meeting materials has been posted to the Company's ASX Market Announcements page at www.asx.com.au under the Company's ASX code "NGX"; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, investment advisor, accountant, solicitor, or other professional adviser.

How do I update my communications preference?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at https://investor.automic.com.au.

Yours sincerely



Lachlan Lynch
Company Secretary

NGX LIMITED

ACN 649 545 068

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on 14 December 2026 at 10:00am (AWST)

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter in relation to this Notice please do not hesitate to contact the Company Secretary by telephone on + 61 8 9322 6322.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice.

NGX LIMITED
ACN 649 545 068

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of NGX Limited (**Company**) will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on 14 December 2026 at 10:00am (AWST) (**Meeting**).

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

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 12 December 2026 at 4.00pm (AWST).

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

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

AGENDA

1 Resolution 1 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 13,591,776 Shares under Listing Rule 7.1 at an issue price of $0.06 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or an associate of those persons.

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

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

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

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

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

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

2 Resolution 2 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 9,061,184 Shares under Listing Rule 7.1A at an issue price of $0.06 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or an associate of those persons.

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

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

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

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

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

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

3 Resolution 3 – Approval to Issue Tranche 2 Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 28,347,040 Shares at an issue price of $0.06 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who intends to participate in the Tranche 2 Placement and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

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

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

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

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

4 Resolution 4 – Issue of Director Placement Shares to Mr Ian Middlemas

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

"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 2,500,000 Shares at an issue price of $0.06 per Share to Mr Ian Middlemas (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Middlemas (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Ian Middlemas or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

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

(b) it is not cast on behalf of Mr Ian Middlemas or his nominee(s) or any of his, or their, associates.

5 Resolution 5 – Issue of Director Placement Shares to Mr Peter Fox

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

"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 2,000,000 Shares at an issue price of $0.06 per Share to Mr Peter Fox (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Peter Fox (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Peter Fox or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

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

(b) it is not cast on behalf of Mr Peter Fox or his nominee(s) or any of his, or their, associates.

6 Resolution 6 – Issue of Director Placement Shares to Mr Mark Pearce

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

"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 2,000,000 Shares at an issue price of $0.06 per Share to Mr Mark Pearce (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Pearce (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Mark Pearce or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

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

(b) it is not cast on behalf of Mr Mark Pearce or his nominee(s) or any of his, or their, associates.

7 Resolution 7 – Issue of Director Placement Shares to Mr Matthew Syme

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

"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve

the issue of 1,666,667 Shares at an issue price of $0.06 per Share to Mr Matthew Syme (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Syme (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Matthew Syme or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

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

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

8 Resolution 8 – Issue of Director Placement Shares to Mr Matthew Bungey

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

"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 833,333 Shares at an issue price of $0.06 per Share to Mr Matthew Bungey (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Bungey (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Matthew Bungey or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

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

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

9 Resolution 9 – Issue of Incentive Options to a Director - Mr Peter Fox

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of:

(a) *750,000 Incentive Options, exercisable at $0.10 each on or before 30 June 2029;*

(b) *1,000,000 Incentive Options, exercisable at $0.15 each on or before 30 June 2029; and*

(c) *1,250,000 Incentive Options, exercisable at $0.20 each on or before 30 June 2029,*

to Mr Peter Fox (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Peter Fox (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

10 Resolution 10 – Issue of Incentive Options to Key Employees

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

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

(a) *3,000,000 Incentive Options, exercisable at $0.10 each on or before 30 June 2029;*

(b) *4,000,000 Incentive Options, exercisable at $0.15 each on or before 30 June 2029; and*

(c) *5,000,000 Incentive Options, exercisable at $0.20 each on or before 30 June 2029,*

to Key Employees of the Company (and/or their nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Key Employee of the Company who will receive the Incentive Options and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

11 Resolution 11 – Section 195 Approval

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

"That, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 4, 5, 6, 7 and 8."

BY ORDER OF THE BOARD



Lachlan Lynch
Company Secretary
Dated: 12 November 2026

NGX LIMITED
ACN 649 545 068

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting on 14 December 2026 at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

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

Section 2:	Action to be taken by Shareholders
Section 3:	Background
Section 4:	Resolution 1 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1
Section 5:	Resolution 2 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1A
Section 6:	Resolution 3 – Approval to Issue Tranche 2 Placement Shares
Section 7:	Resolutions 4 to 8 (inclusive) – Issue of Director Placement Shares – Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey
Section 8:	Resolution 9 – Issue of Incentive Options to a Director - Mr Peter Fox
Section 9:	Resolution 10 – Issue of Incentive Options to Key Employees
Section 10:	Resolution 11 – Section 195 Approval
Schedule 1:	Definitions
Schedule 2:	Terms and Conditions – Incentive Options

A Proxy Form is enclosed with the Explanatory Memorandum.

2 Action to be taken by Shareholders

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

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

2.1 Proxies

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

Please note that:

(a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a Shareholder; and

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

Proxy Forms must be received by the Company no later than 12 December 2026 at 10:00am (AWST), being at least 48 hours before the Meeting.

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

2.2 Attendance at the Meeting

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting.

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

3 Background

3.1 Background to the Placement

On 27 October 2026, the Company announced that it had received firm commitments from institutional, professional and sophisticated investors to raise gross proceeds of $3.6 million (before costs) through a placement of 60,000,000 new Shares (**Placement Shares**) at an issue price of $0.06 per Share (**Placement**).

The Placement comprises:

(a) 22,652,960 Placement Shares (**Tranche 1 Placement Shares**) issued on 2 November 2026 under the Company's existing placement capacity, of which 13,591,776 Shares were issued under Listing Rule 7.1 and 9,061,184 Shares were issued under Listing Rule 7.1A; and

(b) 28,347,040 Placement Shares (**Tranche 2 Placement Shares**) to be issued to unrelated institutional, professional and sophisticated investors under Listing Rule 7.1, subject to Shareholder approval pursuant to Resolution 3.

The balance of the Placement comprises 9,000,000 Placement Shares, which are to be issued to Directors, Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey, at an issue price of $0.06 per Share, on the same terms as other participants in the Placement (**Director Placement Shares**), to raise $540,000 (before costs), subject to Shareholder approval.

The Director Placement Shares comprise:

(a) 2,500,000 Director Placement Shares to be issued to Mr Ian Middlemas (Chairman) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 4;

(b) 2,000,000 Director Placement Shares to be issued to Mr Peter Fox (Executive Director) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 5;

(c) 2,000,000 Director Placement Shares to be issued to Mr Mark Pearce (Non-Executive Director) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 6;

(d) 1,666,667 Director Placement Shares to be issued to Mr Matthew Syme (Non-Executive Director) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 7; and

(e) 833,333 Director Placement Shares to be issued to Mr Matthew Bungey (Non-Executive Director) (and/or his nominee(s)), subject to Shareholder approval pursuant to Resolution 8.

Funds raised from the Placement (including the Director Placement Shares) will be used to fund exploration activities and commitments at the Company's new Erongo, Otjikoto, and Karas projects in Namibia, as well as the Company's existing projects in Namibia and Malawi, and for general working capital purposes.

Please refer to the Company's ASX announcement dated 27 October 2026 for further details regarding the Placement.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 13,591,776 Tranche 1 Placement Shares issued under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 9,061,184 Tranche 1 Placement Shares issued under Listing Rule 7.1A.

Resolution 3 seeks Shareholder approval for the issue of 28,347,040 Tranche 2 Placement Shares under Listing Rule 7.1.

Resolutions 4 to 8 (inclusive) seek Shareholder approval for the issue of Director Placement Shares pursuant to Listing Rule 10.11.

4 Resolution 1 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1

4.1 Background

Refer to Section 3.1 for further details on the Placement.

13,591,776 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 13,591,776 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

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

4.2 Listing Rule 7.1

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

The issue of the Tranche 1 Placement Shares under Listing Rule 7.1 does not fall within any of the exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following 2 November 2026.

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the issue of the 13,591,776 Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following 2 November 2026.

If Resolution 1 is not passed, the 13,591,776 Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following 2 November 2026.

4.3 Specific information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval:

(a) the 13,591,776 Shares were issued to institutional, professional and sophisticated investors who were identified through a bookbuild process, with the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Investor was issued Shares under Resolution 1 equal to more than 1% of the issued capital of the Company;

(b) the 13,591,776 Shares were issued pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1;

(c) the Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the 13,591,776 Shares were issued at an issue price of $0.06 per Share, raising $815,506 (before costs);

(e) the 13,591,776 Shares were issued on 2 November 2026;

(f) funds raised from the issue of the Tranche 1 Placement Shares will be used as detailed in Section 3.1;

(g) the Tranche 1 Placement Shares were issued under short form subscription letters pursuant to which the participants received Shares at an issue price of $0.06 per Share. There was no lead manager to the Placement; and

(h) a voting exclusion statement is included in the Notice for Resolution 1.

4.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

5 Resolution 2 – Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1A

5.1 Background

Refer to Section 3.1 for further details on the Placement.

9,061,184 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 9,061,184 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolution 2 is an ordinary resolution.

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

5.2 Listing Rule 7.1A

In addition to its 15% Placement Capacity, the Company obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2025 annual general meeting held on 18 November 2025 to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after that meeting, without needing prior Shareholder approval (**10% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 10% Placement Capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the 9,061,184 Shares will be excluded in calculating the Company's 10% Placement Capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the last Shareholder approval of the Company's 10% Placement Capacity.

If Resolution 2 is not passed, the 9,061,184 Shares will be included in calculating the Company's 10% Placement Capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the last Shareholder approval of the Company's 10% Placement Capacity.

5.3 Specific information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval:

(a) the 9,061,184 Shares were issued to institutional, professional and sophisticated investors who were identified through a bookbuild process, with the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Investor was issued Shares under Resolution 2 equal to more than 1% of the issued capital of the Company;

(b) the 9,061,184 Shares were issued pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2;

(c) the Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the 9,061,184 Shares were issued at an issue price of $0.06 per Share, raising $543,671 (before costs);

(e) the 9,061,184 Shares were issued on 2 November 2026;

(f) funds raised from the issue of the Tranche 1 Placement Shares will be used as detailed in Section 3.1;

(g) the Tranche 1 Placement Shares were issued under short form subscription letters pursuant to which the participants received Shares at an issue price of $0.06 per Share. There was no lead manager to the Placement; and

(h) a voting exclusion statement is included in the Notice for Resolution 2.

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Approval to Issue Tranche 2 Placement Shares

6.1 General

Refer to Section 3.1 for further details on the Placement.

Resolution 3 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, for the issue of up to 28,347,040 Tranche 2 Placement Shares to participants in the Placement (and/or their nominee(s)), to raise gross proceeds of $1,700,822 (before costs).

Resolution 3 is an ordinary resolution.

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

6.2 Listing Rule 7.1

Refer to Section 4.2 for a summary of Listing Rule 7.1.

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

Given the Tranche 2 Placement Shares to be issued under Resolution 3 will exceed the balance of the Company's 15% Placement Capacity and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of up to 28,347,040 Tranche 2 Placement Shares during the three-month period after the Meeting, without using the Company's 15% Placement Capacity, and the Company will receive gross proceeds of $1,700,822.

If Resolution 3 is not passed, the Company will not issue the Tranche 2 Placement Shares, will not receive the proceeds of the Tranche 2 Placement and may need to consider alternative funding options.

6.3 Specific Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval and the requirements of Listing Rule 7.3:

(a) the Tranche 2 Placement Shares will be issued to institutional, professional and sophisticated investors identified by the Company through a bookbuild process. The Company confirms that no Material Investor will be issued Shares under Resolution 3 equal to more than 1% of the issued capital of the Company;

(b) the maximum number of Shares the Company will issue to participants (and/or their nominee(s)) under the Tranche 2 Placement is 28,347,040 Shares;

(c) the Tranche 2 Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;

(d) the Company will issue the Tranche 2 Placement Shares no later than three months after the date of the Meeting;

(e) the Tranche 2 Placement Shares will each be allotted at an issue price of $0.06 per Share, raising $1,700,822 (before costs);

(f) funds raised from the issue of the Tranche 2 Placement Shares will be used as detailed in Section 3.1;

(g) the Tranche 2 Placement Shares are to be issued pursuant to short form subscription letters pursuant to which participants agreed to subscribe for the relevant Tranche 2 Placement Shares at an issue price of $0.06 per Share, subject to Shareholder approval. There was no lead manager to the Placement; and

(h) a voting exclusion statement is included in the Notice for Resolution 3.

6.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

7 Resolutions 4 to 8 (inclusive) – Issue of Director Placement Shares – Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey

7.1 General

Refer to Section 3.1 for further details on the Placement.

Resolutions 4 to 8 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of an aggregate 9,000,000 Director Placement Shares to the Directors (and/or their nominee(s)) to raise gross proceeds of $540,000, as follows:

Name	No. of Director Placement Shares
Ian Middlemas	2,500,000
Peter Fox	2,000,000
Mark Pearce	2,000,000
Matthew Syme	1,666,667
Matthew Bungey	833,333
Total	**9,000,000**

The terms and conditions upon which Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey will subscribe for the Director Placement Shares will be on the same terms as other investors in the Placement.

Resolutions 4 to 8 (inclusive) are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 4 to 8 (inclusive).

7.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval, unless the giving of the financial benefit falls within an exception to sections 210 to 216 of the Corporations Act.

Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey are related parties of the Company for the purposes of section 208 of the Corporations Act. The issue of Director Placement Shares to each of Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey (and/or their respective nominee(s)) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act.

As Director Placement Shares are proposed to be issued to all of the Directors under Resolutions 4 to 8 (inclusive), the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue

of the Director Placement Shares. Accordingly, shareholder approval for the issue of the Director Placement Shares is also sought for the purposes of section 208 of the Corporations Act.

7.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

(a) a related party;

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

(c) a person who is, or was at any time in the six 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); or

(e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of Director Placement Shares to Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey (and/or their respective nominee(s)) falls within Listing Rule 10.11.1, as they are related parties of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

In accordance with Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval.

Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey are related parties of the Company as they are Directors.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1 pursuant to Listing Rule 7.2, exception 14.

If Resolutions 4 to 8 (inclusive) are passed, the Company will issue up to:

(a) 2,500,000 Shares to Mr Ian Middlemas (and/or his nominee(s)) pursuant to Resolution 4;

(b) 2,000,000 Shares to Mr Peter Fox (and/or his nominee(s)) pursuant to Resolution 5;

(c) 2,000,000 Shares to Mr Mark Pearce (and/or his nominee(s)) pursuant to Resolution 6;

(d) 1,666,667 Shares to Mr Matthew Syme (and/or his nominee(s)) pursuant to Resolution 7; and

(e) 833,333 Shares to Mr Matthew Bungey (and/or his nominee(s)) pursuant to Resolution 8,

and the Company will receive gross proceeds of $540,000.

If Resolution 4 is not passed, the Company will not issue the 2,500,000 Shares to Mr Ian Middlemas (and/or his nominee(s)), the Company will not receive proceeds of $150,000 from Mr Ian Middlemas and may need to consider alternative funding options.

If Resolution 5 is not passed, the Company will not issue the 2,000,000 Shares to Mr Peter Fox (and/or his nominee(s)), the Company will not receive proceeds of $120,000 from Mr Peter Fox and may need to consider alternative funding options.

If Resolution 6 is not passed, the Company will not issue the 2,000,000 Shares to Mr Mark Pearce (and/or his nominee(s)), the Company will not receive proceeds of $120,000 from Mr Mark Pearce and may need to consider alternative funding options.

If Resolution 7 is not passed, the Company will not issue the 1,666,667 Shares to Mr Matthew Syme (and/or his nominee(s)), the Company will not receive proceeds of $100,000 from Mr Matthew Syme and may need to consider alternative funding options.

If Resolution 8 is not passed, the Company will not issue the 833,333 Shares to Mr Matthew Bungey (and/or his nominee(s)), the Company will not receive proceeds of $50,000 from Mr Matthew Bungey and may need to consider alternative funding options.

7.4 Specific information required by Listing Rule 10.13 and section 219 of the Corporations Act

Listing Rule 10.13 requires that the following information be provided to Shareholders:

(a) up to 2,500,000 Director Placement Shares will be issued to Mr Ian Middlemas (and/or his nominee(s)) under Resolution 4, 2,000,000 Director Placement Shares will be issued to Mr Peter Fox (and/or his nominee(s)) under Resolution 5, 2,000,000 Director Placement Shares will be issued to Mr Mark Pearce (and/or his nominee(s)) under Resolution 6, 1,666,667 Director Placement Shares will be issued to Mr Matthew Syme (and/or his nominee(s)) under Resolution 7 and up to 833,333 Director Placement Shares will be issued to Mr Matthew Bungey (and/or his nominee(s)) under Resolution 8;

(b) Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey are related parties of the Company as they are Directors and are therefore related parties of the Company under Listing Rule 10.11.1;

(c) the maximum number of Director Placement Shares the Company will issue to the Directors and the value of the Director Placement Shares based on the issue price under the Placement is set out below:

Name	No. of Director Placement Shares	Value
Ian Middlemas	2,500,000	$150,000
Peter Fox	2,000,000	$120,000
Mark Pearce	2,000,000	$120,000
Matthew Syme	1,666,667	$100,000
Matthew Bungey	833,333	$50,000
Total	**9,000,000**	**$540,000**

(d) the Director Placement Shares to be issued to the Directors (and/or their respective nominee(s)) are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;

(e) the Company will issue the Director Placement Shares to Messrs Middlemas, Fox, Pearce, Syme and Bungey (and/or their respective nominee(s)) no later than 1 month after the date of the Meeting;

(f) the Director Placement Shares to be issued to Messrs Middlemas, Fox, Pearce, Syme and Bungey (and/or their respective nominee(s)) will each be issued at an issue price of $0.06 per Director Placement Share (being the same issue price as the Placement Shares), to raise approximately $540,000;

(g) proceeds from the issue of the Director Placement Shares will be used as detailed in Section 3.1;

(h) the Director Placement Shares will be issued to Messrs Middlemas, Fox, Pearce, Syme and Bungey (and/or their respective nominee(s)) pursuant to placement letters pursuant to which the Directors agreed to subscribe for the relevant Director Placement Shares at an issue price of $0.06 per Share, subject to Shareholder approval;

(i) as at the date of the Notice, Messrs Middlemas, Fox, Pearce, Syme and Bungey's interests in the securities of the Company are as follows:

Director	Shares	Unlisted Options
Mr Ian Middlemas	4,000,000	-
Mr Peter Fox	100,000	2,000,000[1]
Mr Mark Pearce	781,062	250,000[2]
Mr Matthew Syme	1,240,000	750,000[2]
Mr Matthew Bungey	340,908	250,000[2]

Notes:
[1] comprising 1,000,000 unlisted options exercisable at $0.30 each on or before 30 June 2027 and 1,000,000 unlisted options exercisable at $0.40 each on or before 30 June 2028.

[2] unlisted options exercisable at $0.30 each on or before 13 June 2027.

(j) the issue of the Director Placement Shares is not intended to incentivise the Directors and does not form part of any remuneration for those Directors;

(k) voting exclusion statements are included in the Notice for Resolutions 4 to 8 (inclusive);

(l) If all the Director Placement Shares subject to Resolutions 4 to 8 (inclusive) are issued a total of 9,000,000 Shares would be issued. This will increase the number of Shares on issue from 113,264,800 (being the total number of Shares on issue as at the date of the Notice) to 122,264,800 (assuming no further issues of Shares and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7%;

(m) Mr Ian Middlemas has an interest in Resolution 4 and therefore believes it inappropriate to make a recommendation;

(n) Mr Peter Fox has an interest in Resolution 5 and therefore believes it inappropriate to make a recommendation;

(o) Mr Mark Pearce has an interest in Resolution 6 and therefore believes it inappropriate to make a recommendation;

(p) Mr Matthew Syme has an interest in Resolution 7 and therefore believes it inappropriate to make a recommendation;

(q) Mr Matthew Bungey has an interest in Resolution 8 and therefore believes it inappropriate to make a recommendation; and

(r) Other than the information above and otherwise detailed in the Notice, the Company believes there is no other information that would be reasonably required by Shareholders to pass Resolutions 4 to 8 (inclusive).

7.5 Board recommendation

The Board (excluding Mr Ian Middlemas, due to his personal interest in Resolution 4) recommends that Shareholders vote in favour of Resolution 4.

The Board (excluding Mr Peter Fox, due to his personal interest in Resolution 5) recommends that Shareholders vote in favour of Resolution 5.

The Board (excluding Mr Mark Pearce, due to his personal interest in Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

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

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

8 Resolution 9 – Issue of Incentive Options to a Director - Mr Peter Fox

8.1 General

Resolution 9 seeks Shareholder approval, pursuant to Listing Rule 10.11, for the issue of up to 3,000,000 unlisted incentive options (**Incentive Options**) to Mr Peter Fox (and/or his nominee(s)), as part of the long-term incentive component of his remuneration as Executive Director of the Company, as follows:

Tranche	Incentive Options	Exercise Price	Vesting Date	Expiry Date
1	750,000	$0.10	Immediately	30 June 2029
2	1,000,000	$0.15	Immediately	30 June 2029
3	1,250,000	$0.20	12 months' service	30 June 2029
Total	**3,000,000**			

The Company notes that the terms of the Incentive Options were determined prior to 27 October 2026 when the proposed issue of the Incentive Options was announced. At that time the Incentive Options were out of the money.

In the Company's present circumstances, the Board considers that the issue of the Incentive Options to Mr Fox is a cost effective and efficient reward for the Company to make to appropriately incentivise the continued performance of Mr Fox and is consistent with the strategic goals and targets of the Company.

Details of Mr Fox's qualifications and experience are set out in the 2026 Annual Report.

Mr Fox was appointed a Director of the Company on 1 July 2024 and an Executive Director of the Company on 2 December 2024.

The terms and conditions of the Incentive Options to be issued to Mr Fox (and/or his nominee(s)) are summarised in Schedule 2.

Resolution 9 is an ordinary resolution.

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

8.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval, unless the giving of the financial benefit falls within an exception to sections 210 to 216 of the Corporations Act.

Mr Peter Fox is a related party of the Company for the purposes of section 208 of the Corporations Act. The issue of Incentive Options to Mr Fox (and/or his nominee(s)) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act.

Section 211 of the Corporations Act provides an exception to the requirement to obtain Shareholder approval for giving a financial benefit if:

(a) the benefit is remuneration of a related party as an officer (including a Director) of the Company; and

(b) to give the remuneration would be reasonable given the circumstances.

The Board (excluding Mr Fox) considers that the proposed issue of Incentive Options to Mr Fox (and/or his nominee(s)) is reasonable in all the circumstances and that the exception in section 211 of the Corporations Act applies. Accordingly, the Board (excluding Mr Fox) considers that Shareholder approval under section 208 of the Corporations Act is not required for the issue of Incentive Options to Mr Fox (and/or his nominee(s)).

8.3 Listing Rule 10.11

Refer to Section 7.3 for a summary of Listing Rule 10.11.

In accordance with Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval.

The effect of passing Resolution 9 will be to allow the Company to issue up to 3,000,000 Incentive Options to Mr Fox (and/or his nominee(s)), without using up the Company's 15% Placement Capacity under Listing Rule 7.1.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required, in accordance with Listing Rule 7.2 Exception 14.

If Resolution 9 is passed, the Company will be able to proceed with the issue of Incentive Options to Mr Fox (and/or his nominee(s)). If Resolution 9 is not passed, the Company will not issue the Incentive Options to Mr Fox (and/or his nominee(s)) and may consider alternative forms of remuneration for Mr Fox in lieu of such issue.

8.4 Specific Information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the issue of the Incentive Options to Mr Fox (and/or his nominee(s)):

(a) the Incentive Options will be issued to Mr Peter Fox, an Executive Director of the Company (and/or his nominee(s));

(b) Mr Fox is a Director of the Company and is a related party under Listing Rule 10.11.1;

(c) the maximum number of Incentive Options to be issued to Mr Fox (and/or his nominee(s)) is 3,000,000;

(d) the material terms of the Incentive Options are detailed in Schedule 2;

(e) the Company will issue the Incentive Options no later than 1 month after the date of the Meeting;

(f) the Incentive Options will be issued for nil consideration;

(g) the Incentive Options to be issued to Mr Fox, valued utilising a Black Scholes Option Pricing Model as at 1 November 2026, have a total value of $225,275, which will be expensed over the vesting period, utilising the following assumptions:

Assumption	Tranche 1	Tranche 2	Tranche 3
Valuation Date	1 November 2026	1 November 2026	1 November 2026
Exercise Price	$0.10	$0.15	$0.20
Share Price	$0.13	$0.13	$0.13

Risk Free Rate	4.879%	4.879%	4.879%
Volatility	100%	100%	100%
Dividend Yield	Nil	Nil	Nil
Expiry Date	30 June 2029	30 June 2029	30 June 2029
Time to Expiry	2.66 years	2.66 years	2.66 years
Value per Option	$0.0863	$0.0758	$0.0678
Number of Options	750,000	1,000,000	1,250,000
Total Value	$64,725	$75,800	$84,750

(h) the Incentive Options are being issued as a cost effective and efficient reward for the Company to make to appropriately incentivise the continued performance of Mr Fox and are considered by the Board to be consistent with the strategic goals and targets of the Company;

(i) the current remuneration package of Mr Fox as Executive Director is as follows:

a. a daily rate of $1,500 per day, for a minimum of 15 days per month, and a bi-annual bonus of $15,000. Mr Fox (and/or his nominee(s)) was previously issued the following incentive securities, which remain on issue:

i. 1,000,000 incentive options exercisable at $0.30 expiring on 30 June 2027; and

ii. 1,000,000 incentive options exercisable at $0.40 expiring on 30 June 2028.

(j) the Incentive Options are being issued pursuant to Mr Fox's role as an Executive Director of the Company. Mr Fox is engaged as an Executive Director under a consulting agreement. Other than as disclosed in this Notice, there are no other material terms of the consulting agreement; and

(k) a voting exclusion statement is included in the Notice for the purposes of Resolution 9.

8.5 Board recommendation

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

9 Resolution 10 – Issue of Incentive Options to Key Employees

9.1 General

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 and for all other purposes, for the issue of up to 12,000,000 Incentive Options to key employees of the Company, being Mr Sam Cordin and Mr Sam Moyle (and/or their nominee(s)) (**Key Employees**), as part of the long-term incentive component of their remuneration. Each of Mr Cordin and Mr Moyle will be issued 1,500,000 Incentive Options exercisable at $0.10, 2,000,000 Incentive Options exercisable at $0.15 and 2,500,000 Incentive Options exercisable at $0.20, as follows:

Tranche	Incentive Options	Exercise Price	Vesting Date	Expiry Date
1	3,000,000	$0.10	Immediately	30 June 2029
2	4,000,000	$0.15	Immediately	30 June 2029
3	5,000,000	$0.20	12 months' service	30 June 2029
Total	**12,000,000**			

None of the Key Employees who will be issued Incentive Options are related parties of the Company. The terms and conditions of the Incentive Options are summarised in Schedule 2.

The Company notes that the terms of the Incentive Options were determined prior to 27 October 2026 when the proposed issue of the Incentive Options was announced. At that time the Incentive Options were out of the money.

Resolution 10 is an ordinary resolution.

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

9.2 Listing Rule 7.1

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

The proposed issue of the Incentive Options to Key Employees does not fall within any of the exceptions contained in Listing Rule 7.2 and accordingly, Shareholder approval is sought in accordance with Listing Rule 7.1.

The effect of passing Resolution 10 will be to allow the Company to issue the Incentive Options to Key Employees during the three-month period after the Meeting, without using the Company's 15% Placement Capacity.

If Resolution 10 is not passed, the Company will not issue the Incentive Options to Key Employees and the Company will need to consider alternative remuneration arrangements for the relevant Key Employees.

9.3 Specific Information Required by Listing Rule 7.3

For the purposes of Shareholder approval for the issue of the Incentive Options to Key Employees and the requirements of Listing Rule 7.3, the following information is provided:

(a) the Incentive Options will be issued to the Key Employees, being Mr Sam Cordin (6,000,000 Incentive Options) and Mr Sam Moyle (6,000,000 Incentive Options) (and/or their respective nominee(s));

(b) the maximum number of Incentive Options the Company will issue to Key Employees (and/or their nominee(s)) is 12,000,000 Incentive Options;

(c) the material terms of the Incentive Options are detailed in Schedule 2;

(d) the Incentive Options to be issued to Key Employees have a total value of $901,145 (being $258,900 for Tranche 1, $303,200 for Tranche 2 and $339,000 for Tranche 3, or $0.0863, $0.0758 and $0.0678 per Incentive Option respectively), determined using a Black Scholes Option Pricing Model as at 1 November 2026 and the assumptions set out in Section 8.4(g);

(e) the Company will issue the Incentive Options to Key Employees (and/or their nominee(s)) no later than three months after the date of the Meeting;

(f) the Incentive Options will be issued for nil consideration and, accordingly, no funds will be raised from their issue;

(g) the Incentive Options are being issued pursuant to the Key Employees' roles with the Company and are a cost effective and efficient reward for the Company to appropriately incentivise continued performance, and are considered by the Board to be consistent with the strategic goals and targets of the Company;

(h) the Incentive Options will be issued pursuant to the employment and engagement arrangements with the Key Employees; and

(i) a voting exclusion statement is included in the Notice for Resolution 10.

9.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

10 Resolution 11 – Section 195 Approval

10.1 General

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

Mr Ian Middlemas, Mr Peter Fox, Mr Mark Pearce, Mr Matthew Syme and Mr Matthew Bungey have a material personal interest in the outcome of Resolutions 4 to 8 (inclusive).

In the absence of Resolution 11, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 4 to 8 (inclusive).

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Resolution 11 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 11.

10.2 Board Recommendation

The Board considers that, given the subject matter of Resolution 11, it would be inappropriate for the Board to make a recommendation to Shareholders on Resolution 11.

Schedule 1

Definitions

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

$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 5.2.

15% Placement Capacity has the meaning given in Section 4.2.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

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

Board means the board of Directors of the Company.

Business Day means any day except a Saturday, Sunday or public holiday in Perth.

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Company means NGX Limited ACN 649 545 068.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Placement Shares has the meaning given in Section 3.1.

Equity Security has the meaning given to that term in the Listing Rules.

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

Incentive Options has the meaning given in Section 8.1.

Key Employees has the meaning given in Section 9.1.

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

Listing Rules means the listing rules of ASX.

Material Investor means a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting has the meaning given to that term in the introductory paragraph of the Notice.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form enclosed with the Notice.

Resolution means a resolution proposed pursuant to the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 3.1.

Schedule 2

Terms and Conditions of Incentive Options

1 Entitlement

Each Incentive Option (**Option**) entitles the holder (**Holder**) to subscribe for one (1) fully paid ordinary share in the capital of NGX Limited (ACN 649 545 068) (**Share**) (**NGX**) upon exercise of each Option.

2 Exercise Price, Expiry Date and Vesting Condition

Exercise Price per Option	Expiry Date	Vesting Conditions
$0.10	30 June 2029	Immediately
$0.15	30 June 2029	Immediately
$0.20	30 June 2029	12 months' service

Each Option will only vest and be exercisable if the applicable Vesting Conditions (if any) have been satisfied.

3 Exercise Period

Each Option is exercisable at any time prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

4 Notice of Exercise

The Options may be exercised by notice in writing to NGX and payment of the applicable Exercise Price for each Option being exercised. Any exercise form for an Option (**Option Exercise Form**) received by NGX will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5 Cashless Exercise of Options

a) Subject to item 5(b), the holder may elect to pay the Exercise Price for each Incentive Option by setting off the total Exercise Price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set off.

b) If the holder elects to use the Cashless Exercise Facility, the holder will only be issued that number of Shares (rounded down to the nearest whole number) as is equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Incentive Options

O = Number the Incentive Options being exercised

MSP = Market value of the Shares calculated using the volume weighted average of the Shares on ASX for the 5 trading days immediately prior to (and excluding) the date of the Notice of Exercise

EP = Exercise Price

c) If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (calculated in accordance with

item 5(b)) is zero or negative, then the holder will not be entitled to use the Cashless Exercise Facility.

6 Minimum Exercise

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

7 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued Shares and are free of all encumbrances, liens and third-party interests.

8 Quotation of Shares

If admitted to the official list of ASX at the time, NGX will apply to ASX for official quotation of the Shares issued upon the exercise of the Options.

9 Timing of Issue of Shares and Quotation of Shares on Exercise

(a) Within 5 Business Days after the later of the following:

(i) receipt of an Option Exercise Form given in accordance with these terms and conditions and payment of the applicable Exercise Price for each Option being exercised; and

(ii) when excluded information in respect to NGX (as defined in section 708A(7) of the *Corporations Act 2001* (Cth) (**Corporations Act**)) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of an Option Exercise Form as set out above,

NGX will:

(iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Option Exercise Form and for which cleared funds have been received by NGX;

(iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if NGX is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(b) If, for any reason, a notice delivered under paragraph 9(a)(iv) is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, NGX must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with the Australian Securities and Investments Commission (**ASIC**) a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

10 Participation in New Issues

A Holder who holds Options is not entitled to:

(a) notice of, or to vote or attend at, a meeting of the shareholders;

(b) receive any dividends declared by NGX; or

(c) participate in any new issues of securities offered to shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

11 Adjustment for Bonus Issues of Shares

If NGX makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

12 Adjustment for Rights Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Incentive Option will be reduced according to the following formula:

New exercise price = O - (E[P-(S+D)] divided by N+1)

O = the old Exercise Price of the Incentive Option.

E = the number of underlying Shares into which one Incentive Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

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

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

13 Adjustment for Reorganisation

If there is any reconstruction of the issued share capital of NGX, the rights of the Holder will be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

14 Quotation of Options

NGX will not seek official quotation of any Options.

15 Options Transferable

The Options are transferable provided that the transfer of the Incentive Options complies with section 707(3) of the Corporations Act.

16 Lodgement Requirements

Cheques shall be in Australian currency made payable to NGX and crossed 'Not Negotiable' for the application for Shares on the exercise of the Options.

Proxy Voting Form

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

NGX Limited | ABN 35 649 545 068

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 12 December 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of NGX Limited, to be held at **10:00am (AWST) on Monday, 14 December 2026 at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia** hereby:

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

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

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

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

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1	☐	☐	☐
2	Ratify the Issue of Tranche 1 Placement Shares under Listing Rule 7.1A	☐	☐	☐
3	Approval to Issue Tranche 2 Placement Shares	☐	☐	☐
4	Issue of Director Placement Shares to Mr Ian Middlemas	☐	☐	☐
5	Issue of Director Placement Shares to Mr Peter Fox	☐	☐	☐
6	Issue of Director Placement Shares to Mr Mark Pearce	☐	☐	☐
7	Issue of Director Placement Shares to Mr Matthew Syme	☐	☐	☐
8	Issue of Director Placement Shares to Mr Matthew Bungey	☐	☐	☐
9	Issue of Incentive Options to a Director - Mr Peter Fox	☐	☐	☐
10	Issue of Incentive Options to Key Employees	☐	☐	☐
11	Section 195 Approval	☐	☐	☐

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

AUTOMIC

NGX