Schoolblazer Limited

ACN 009 657 961

Notice of Extraordinary General Meeting

Director participation in the November 2026 Placement

Date: Friday, 18 December 2026

Time: 5.00pm (Sydney time)

Place: Level 11, Suite 11.02, 68 Pitt Street, Sydney, NSW 2000

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

The accompanying Explanatory Memorandum forms part of this Notice of Meeting.

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Schoolblazer Limited ACN 009 657 961 (Company) will be held at 5.00pm (Sydney time) on Friday, 18 December 2026 at Level 11, Suite 11.02, 68 Pitt Street, Sydney, NSW 2000.

Agenda

The only business of the Meeting is the four ordinary resolutions below, approving director participation in the Placement. Capitalised terms are defined in Schedule 1.

Resolution 1 - Issue of Placement Shares to Mr Alexander (Sandy) Beard

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 5,000,000 fully paid ordinary shares in the Company at an issue price of A$0.10 per share to Mr Alexander (Sandy) Beard (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Alexander (Sandy) Beard (or his nominee), any other person who will obtain a material benefit as a result of the issue of the shares (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 in that way;

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the beneficiary provides written confirmation that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution, and the holder votes in accordance with directions given by the beneficiary to vote in that way.

Resolution 2 - Issue of Placement Shares to Mr Timothy James

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 10,000,000 fully paid ordinary shares in the Company at an issue price of A$0.10 per share to Mr Timothy James (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Timothy James (or his nominee), any other person who will obtain a material benefit as a result of the issue of the shares (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 in that way;

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the beneficiary provides written confirmation that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution, and the holder votes in accordance with directions given by the beneficiary to vote in that way.

Resolution 3 - Issue of Placement Shares to Mr Kevin Eley

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 1,500,000 fully paid ordinary shares in the Company at an issue price of A$0.10 per share to Mr Kevin Eley (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Kevin Eley (or his nominee), any other person who will obtain a material benefit as a result of the issue of the shares (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 in that way;

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the beneficiary provides written confirmation that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution, and the holder votes in accordance with directions given by the beneficiary to vote in that way.

Resolution 4 - Issue of Placement Shares to Mr Angus Murnaghan

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 1,000,000 fully paid ordinary shares in the Company at an issue price of A$0.10 per share to Mr Angus Murnaghan (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Angus Murnaghan (or his nominee), any other person who will obtain a material benefit as a result of the issue of the shares (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 in that way;

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the beneficiary provides written confirmation that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution, and the holder votes in accordance with directions given by the beneficiary to vote in that way.

Dated: Monday, 16 November 2026

By order of the Board

Mr Nishantha Seneviratne
Company Secretary

Notes

1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the General Meeting will be as it appears in the share register at 7pm (Sydney time) Wednesday, 16 December 2026. Accordingly, those persons are entitled to attend and vote at the General Meeting.

2 If you are eligible, you may vote by attending the General Meeting in person or by proxy. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

4 A member who is entitled to vote at the General Meeting may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.

5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

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

7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the General Meeting or any adjourned meeting (or such lesser period as the Directors may permit):

(a) **By mail** to Computershare Investor Services Pty Limited (**Computershare**) using the reply-paid envelope or GPO Box 242, Melbourne VIC 3001;

(b) **By fax** to Computershare on 1800 783 447 (inside Australia) or +61 3 9473 2555 (outside Australia);

(c) **Online** via the Company's share registry website at www.investorvote.com.au – please refer to the Proxy Form for more information; or

(d) **By hand delivery** to Computershare at Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067.

8 Any proxy form received after this deadline will be treated as invalid.

9 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except where the proxy holds a Directed Proxy Form or is required by law or the Company's constitution to vote in a certain manner or abstain from voting.

10 Note 9 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy.

11 The Chairman intends to vote all Undirected Proxy Forms **in favour** of all resolutions. If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with this intention.

12 Capitalised terms in this document are defined in Schedule 1.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of Resolutions 1 to 4 at the Extraordinary General Meeting to be held on Friday, 18 December 2026. It should be read with, and forms part of, the accompanying Notice of Meeting.

1. Background to the Placement

On 3 November 2026, the Company announced it had received binding commitments to raise approximately $5.33 million (before costs) through a placement (**Placement**) of approximately 53.3 million new fully paid ordinary shares at $0.10 per share (**Placement Shares**).

The Placement includes $1.75 million (before costs) of commitments from Directors through the issue of 17.5 million Placement Shares (**Director Shares**), subject to Shareholder approval under ASX Listing Rule 10.11.The Placement Shares comprise:

- Tranche 1 of approximately 14.4 million Placement Shares to raise approximately A$1.44 million (before costs);
- Tranche 2 of approximately 38.8 million shares to raise approximately $3.88 million (before costs). Tranche 2 includes 17.5 million Director Shares and approximately 21.3 million shares to other investors. The non-Director Shares are to be issued using the Company's available placement capacity under ASX Listing Rule 7.1 and do not require Shareholder approval. No approval or ratification of those shares is sought at this Meeting; and
- a further 1.5 million fully paid ordinary shares to raise an additional $150,000 (before costs) as announced on 6 November 2026.

Proceeds of the Placement will be used for partial repayment of the IFM debt facility, working capital and the costs of the offer. New shares will rank equally with existing ordinary shares in the Company.

2. Resolutions 1 to 4 - Director Participation

The Company seeks approval to issue the following Placement Shares to the Directors (or their nominees), for cash at A$0.10 per share:

Resolution	Director	Shares	Subscription (A$)
1	Alexander (Sandy) Beard	5,000,000	500,000
2	Timothy James	10,000,000	1,000,000
3	Kevin Eley	1,500,000	150,000
4	Angus Murnaghan	1,000,000	100,000
Total		17,500,000	1,750,000

2.1 ASX Listing Rules

ASX Listing Rule 10.11 requires Shareholder approval for an issue of equity securities to a related party unless an exception in ASX Listing Rule 10.12 applies. Each participating Director is a related party under ASX Listing Rule 10.11.1.

Accordingly, Approval is sought under ASX Listing Rule 10.11 for each Director's participation.

2.2 Corporations Act

For a public company to give a financial benefit to a related party of the public company, the public company must obtain the approval of the public company's members and give the benefit within 15 months following such approval. The issue of the Placement Shares to Mr James, Mr Beard, Mr Eley and Mr Murnaghan (or their nominees) will constitute giving a financial benefit to a related party of the Company by virtue of each participant being a Director (or associate of a Director).

Section 210 of the Corporations Act provides that the Company does not need to obtain shareholder approval for the giving of the financial benefit where the financial benefit is given on terms no more favourable to the Directors (or their nominees) than reasonable arm's length terms.

The Directors Shares will be issued to Directors (or their nominees) on the same terms and conditions as the other Placement Shares and, the Directors were given the same opportunity to participate in the Placement as all other investors and potential investors. Accordingly, shareholder approval under Chapter 2E of the Corporations Act is not being sought under the exception applicable to the provision of financial benefit on reasonable arm's length terms.

2.3 Effect of Shareholder approval

If the Resolutions are passed, the Company will be able to proceed with the issue of the Director Shares to the relevant Director (or his nominee). The shares approved under ASX Listing Rule 10.11 will not use the Company's placement capacity under ASX Listing Rule 7.1. If a Resolution is not passed, the proposed issue to the relevant Director (or his nominee) under that Resolution will not proceed.

If the Resolutions are not passed, the Company will not be able to proceed to issue the Director Shares and will not raise $1.75 million (before costs).

2.4 Information required by ASX Listing Rule 10.13

The following information is required by ASX Listing Rule 10.13 for the purposes of shareholder approval under ASX Listing Rule 10.11:

Requirement	Disclosure
10.13.1 - Recipients	Mr Alexander (Sandy) Beard, Mr Timothy James, Mr Kevin Eley and Mr Angus Murnaghan (or their respective nominees), as set out in section 2.
10.13.2 - Related-party category	Each participant is a Director of the Company or their nominee and therefore a related party under ASX Listing Rule 10.11.1.
10.13.3 - Number and class	17,500,000 fully paid ordinary shares in total, allocated separately under Resolutions 1 to 4 as set out in section 2.
10.13.4 - Terms	Fully paid ordinary shares ranking equally with existing ordinary shares in the Company.
10.13.5 - Issue timing	The Placement Shares will be issued after approval is obtained and no later than one month after the date of the Meeting.
10.13.6 - Issue price	A$0.10 per share, payable in cash. Aggregate subscription proceeds are A$1,750,000.
10.13.7 - Purpose and use of funds	Participation in the Placement. Proceeds will be used for partial repayment of the IFM debt facility, working capital and costs of the offer.
10.13.8 - Remuneration	The proposed issues are cash subscriptions under the Placement, rather than remuneration or incentive awards.

Requirement	Disclosure
10.13.9 - Agreements	The Director Shares will be issued pursuant to a placement agreement under which the Company will issue the Director Shares at an issue price of $0.10 per share subject to shareholder approval. Otherwise, the placement agreement contains terms usual for agreements of this nature under the Master ECM Terms available on the AFMA website (https://afma.com.au/standards/standard-documentation/archived-master-ecm-terms).
10.13.10 - Voting exclusions	A separate voting exclusion statement is set out under each of Resolutions 1 to 4 in the Notice of Meeting.

2.5 Directors' recommendations

The Directors do not make a recommendation to the Shareholders due to their material personal interest in the outcome of the Resolutions.

Schedule 1 - Definitions

Term	Meaning
ASX	ASX Limited ABN 98 008 624 691 or, as the context requires, the securities market operated by ASX Limited.
ASX Listing Rules	The listing rules of ASX as in force from time to time.
associate	Has the meaning given in the Corporations Act and, where applicable, the ASX Listing Rules.
Board	The board of Directors of the Company.
Company	Schoolblazer Limited ACN 009 657 961.
Corporations Act	Corporations Act 2001 (Cth)
Director Shares	17,500,000 Placement Shares to be issued to the four Directors (or their nominees), subject to shareholder approval under Resolutions 1 to 4.
Directors	The directors of the Company from time to time.
Directed Proxy Form	A Proxy Form which specifies how the proxy is to vote.
Explanatory Memorandum	This explanatory memorandum accompanying the Notice of Meeting.
Meeting	The Extraordinary General Meeting convened by this Notice of Meeting.
Notice of Meeting	This notice convening the Meeting, including the Explanatory Memorandum.
Placement	The placement announced on 3 November 2026, including the additional issue announced on 6 November 2026, as described in section 1 of the Explanatory Memorandum.
Placement Shares	Fully paid ordinary shares in the Company issued or to be issued under the Placement at A$0.10 per share.
Proxy Form	The proxy form to accompany this Notice of Meeting.
Resolutions	The four ordinary resolutions set out in this Notice of Meeting.
Shareholder	A holder of ordinary shares in the Company.
Undirected Proxy Form	A Proxy Form which does not specify how the proxy is to vote.

schoolblazer LIMITED

ABN 25 009 657 961

Need assistance?

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

Online:
www.investorcentre.com/contact

SBZ

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

Schoolblazer Limited Extraordinary General Meeting

The Schoolblazer Limited Extraordinary General Meeting will be held on Friday, 18 December 2026 at 5.00pm (Sydney time). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 5.00pm (Sydney time) Wednesday, 16 December 2026.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 11, Suite 11.02, 68 Pitt Street, Sydney, NSW 2000

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.

SAMPLE

schoolblazer LIMITED

ABN 25 009 657 961

Need assistance?

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

Online:
www.investorcentre.com/contact

SBZ

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **5.00pm (Sydney time) Wednesday, 16 December 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.

SAMPLE

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 ND

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 Schoolblazer 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 Extraordinary General Meeting of Schoolblazer Limited to be held at Level 11, Suite 11.02, 68 Pitt Street, Sydney, NSW 2000 on Friday, 18 December 2026 at 5.00pm (Sydney time) and at any adjournment or postponement of that meeting.

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.

		For	Against	Abstain
Resolution 1	Issue of Placement Shares to Mr Alexander (Sandy) Beard	☐	☐	☐
Resolution 2	Issue of Placement Shares to Mr Timothy James	☐	☐	☐
Resolution 3	Issue of Placement Shares to Mr Kevin Eley	☐	☐	☐
Resolution 4	Issue of Placement Shares to Mr Angus Murnaghan	☐	☐	☐

SAMPLE

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