



ASX ANNOUNCEMENT

13 June 2025

Dear Shareholder,

Notice of General Meeting

Please be advised that RemSense Technologies Limited (**RemSense** or **the Company**) has today released a Notice of Meeting (NoM) for its General Meeting of Shareholders to be held 14 July 2025 at 10:00am Australian Western Standard Time (**AWST**).

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the NoM unless a Shareholder has elected to receive notices of meeting in hard copy, pursuant to section 110E, or who otherwise requests a hard copy. Instead, a copy of the NoM can be viewed and downloaded online at the following link: <https://remsense.com.au/investors?asx>

Should you wish to receive a physical copy of the NoM, please contact the Company Secretary via rem@remsense.com.au or via telephone to +61 8 9435 3200.

A copy of the proxy form is enclosed. Proxy votes may be lodged by the following methods:

- By mail to PO Box 584, Fremantle, WA 6959; or
- By email to the Company Secretary

Your proxy voting instruction must be received by 10:00am AWST on 12 July 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instruction received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Authorised for release by the Company Secretary

David McArthur
Company Secretary

For personal use only



RemSense Technologies Limited

Suite 173, 580 Hay St Perth WA 6000

+61 8 6118 5610 | info@remsense.com.au

ACN 648 834 771

REMSENSE TECHNOLOGIES LIMITED

ACN 648 834 771

NOTICE OF GENERAL MEETING

PROXY FORM

AND

EXPLANATORY STATEMENT

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)

DATE: 14 July 2025

PLACE: Level 1, 31 Cliff Street, Fremantle, WA 6160

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 5:00pm AWST on 12 July 2025.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1: APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MR. WARREN COOK

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

“That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act 2001 and for all other purposes, approval is given for the Directors to allot and issue of 4,000,000 unlisted options to Mr Warren Cook or his his nominee on the terms and conditions set out in the Explanatory Statement”.

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES TO CONSULTANTS

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 457,627 fully paid ordinary shares to Investing News Network, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CONSULTANTS

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Consultant options to Liquidity Technology Pty Ltd, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

By Order of the Board



David McArthur
Company Secretary

Dated: 10 June 2025

Voting Exclusion Statement:

Resolution 1: Approval to Issue Director Options	The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is to receive the securities in question, being Mr. Warren Cook (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 of the entity).
Resolutions 2 : Ratification of Issue of Shares to Consultants	The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons.
Resolutions 3: Ratification of Issue of Options to Consultants	The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast if it is cast by:

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

Voting Prohibition Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1: Approval to Issue Director Options – W Cook	Mr Warren Cook (or his nominee) and any other person who will obtain a material benefit as a result of the issue of 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.
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However, a person (the **voter**) described above may cast a vote on these Resolutions as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on these Resolutions; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on these Resolutions; and
 - (ii) expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the *Corporations Act 2001*, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the *Corporations Act 2001*, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives of the Company will need to verify your identity. You can register from 9:30 am AWST on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9435 3200.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

ASX takes no responsibility for the contents of this notice.

ORDINARY RESOLUTION 1 : APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MR WARREN COOK

General

This resolution seeks Shareholder approval to issue a total of 4 million Options (Director Incentive Options) to Mr. Warren Cook, on the terms and conditions set out in Annexure 1 to this notice of meeting.

For a public company to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of the Options constitutes giving a financial benefit, and Mr. Cook is a Related Party of the Company by virtue of being a Director.

In addition, Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Options to the Related Parties.

ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act

Pursuant to, and in accordance with, the requirements of Sections 217 to 227 of the Corporations Act and Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Options:

- (a) the Related Party is Warren Cook as identified under ASX Listing Rule 10.11.1 by virtue of being a Director.
- (b) the maximum number of Options (being the nature of the financial benefit being provided) to be granted to Mr. Cook is 4,000,000.
- (c) The Options will be exercisable on or before 30 April 2028 at a price of \$0.10 on the terms and conditions set out in Annexure 1.
- (d) the Options will be granted to Mr. Cook no later than 1 month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (e) the Options will be granted for nil cash consideration; accordingly, no funds will be raised;
- (f) the value of the Options as at the date of this Notice of Meeting is \$134,240. The pricing methodology is set out in Annexure 3. The Black-Scholes model used to calculate the value of

the options assumes a 3 year term for the options, a price volatility of 100% based on trading activity in the shares and a risk free interest rate of 3.76% (based on the 3 year bond rate). ;

- (g) the relevant interests of the Director as of the date of this notice are:

Director	Shares	Options
Warren Cook	1,375,000*	12,187,500

*Mr Cook also holds 1,000,000 performance shares

- (h) the Related Party will receive total Executive Director remuneration for the current financial year as follows:

Director	FY ending 30 June 2025 (\$)
Warren Cook	\$300,000

- (i) if the Options granted to the Related Party is exercised, a total of 4,000,000 Shares would be issued. This will increase the number of shares on issue from 167,233,989 to 171,233,989 (assuming that no other Options are exercised, no other Performance Rights are converted and no other shares issued) with the effect that the shareholding of existing shareholders would be diluted by 2.34%. The dilution for the exercise of options by Mr. Cook is 2.34%. The market price for shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time, any of the Options are exercised and the shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company in that the shares issued on conversion of the Options will be issued at less than the prevailing market price of shares in the company.
- (j) the trading history of the shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	\$0.069	3/3/2025
Lowest	\$0.015	14/5/2024
Last	\$0.068	2/5/2025

- (k) the primary purpose of the issue of the Options is to provide a market linked incentive to the Related Party to motivate and reward his performance in his role as a Director;
- (l) the Board acknowledges the grant of Related Party Options to a Director is contrary to Recommendation 8.3 of The Corporate Governance Principles and Recommendations, however the Board considers the grant of Related Party Options to the Director reasonable in the circumstances for the reason set out in paragraph (m);
- (m) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Director Options to the Related Party as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

Should shareholders approve Resolution 1 the Company will be able to grant the Options to Mr. Cook as a method for remuneration that is an alternative for cash remuneration to preserve cash reserves for utilisation on operations.

Should shareholders not approve Resolution 1 the Company will not be able to grant Options to Mr. Cook as a method for remuneration that is an alternative for cash remuneration to preserve cash reserves for utilisation on operations.

ORDINARY RESOLUTION 2: : RATIFICATION OF PRIOR ISSUE OF SHARES TO CONSULTANTS

General

On 2 April 2025 the Company issued 457,627 fully paid ordinary shares (**Consultant Shares**) to Investing News Network (INN) as fee to undertake a 12-month investor and lead generation marketing campaign. A marketing partnership agreement with INN was executed on 1 April 2025. The campaign includes global distribution of company news and content across selected investment-focused channels, lead generation and advertising placements tailored to enhance RemSense's visibility in the technology and innovation investment community. The agreement has no termination clauses.

The Consultant Shares were issued for no cash consideration at a deemed price of 5.9c per share (\$27,000 value).

The issue of Shares was made pursuant to the Company's discretionary placement capacity under ASX Listing Rule 7.1. Resolution 2 of this Notice seeks Shareholder approval to ratify the issue.

Technical information required by Listing Rule 7.4

ASX Listing Rule 7.1 provides that the Company must not issue or agree to issue, subject to specified exceptions, more equity securities during any 12-month period than an amount which, when aggregated with the number of other securities issued within that 12-month period, represents 15% of the number of ordinary shares on issue at the commencement of that 12-month period, unless the issue falls within one of the nominated exceptions, or the prior approval of members of the Company at a general meeting is obtained.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 or 7.1A.

While the Shares described in this Resolution 2 have been issued within the 15% limit, the Company seeks Shareholder ratification of the issue of these Shares for the purpose of Listing Rule 7.4 so that the Company may retain the flexibility to issue equity securities in the future, up to the 15% annual placement capacity set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval, should the need or opportunity arise.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Shares issued will be excluded in calculating the Company's 15% limit 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 the date of issue of the Shares.

If Resolution 2 is not passed, the Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

Technical information required for Resolution 2

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) The total number of Shares issued by the Company (on 2 April 2025) was 457,627 under Listing Rule 7.1.
- (b) The Shares were issued to Investing News Network (INN). These were issued as component of fee to undertake a 12-month investor and lead generation marketing campaign;
- (c) The Shares were issued for nil cash by way of \$27,000 consideration.

ORDINARY RESOLUTIONS 3: RATIFICATION OF PRIOR ISSUE OF OPTIONS TO CONSULTANTS

General

On 19 March 2025 the Company issued 10,000,000 options (**Consultant Options**) exercisable at \$0.10 each on or before 19 March 2028, to Liquidity Technology Pty Ltd as fee consideration to undertake 12-months investor and marketing services. The terms of the Consultant Options are detailed at Annexure 2. The value of the options issued was \$369,160 per Annexure 3. The company entered into an agreement with liquidity on 18 March 2025. Liquidity will use their extensive client base to provide investor relation and marketing services for the company. The agreement has no termination clauses.

The issue of Options was made pursuant to the Company's discretionary placement capacity under ASX Listing Rule 7.1. Resolution 3 of this Notice seeks Shareholder approval to ratify the issue.

Technical information required by Listing Rule 7.4

ASX Listing Rule 7.1 provides that the Company must not issue or agree to issue, subject to specified exceptions, more equity securities during any 12-month period than an amount which, when aggregated with the number of other securities issued within that 12-month period, represents 15% of the number of ordinary shares on issue at the commencement of that 12-month period, unless the issue falls within one of the nominated exceptions, or the prior approval of members of the Company at a general meeting is obtained.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 or 7.1A.

While the Options described in this Resolution 3 have been issued within the 15% limit, the Company seeks Shareholder ratification of the issue of these Options for the purpose of Listing Rule 7.4 so that the Company may retain the flexibility to issue equity securities in the future, up to the 15% annual placement capacity set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval, should the need or opportunity arise.

Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Options issued will be excluded in calculating the Company's 15% limit 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 the date of issue of the Options.

If Resolution 3 is not passed, the Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Options.

Technical information required for Resolution 2

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution 3:

- (a) The total number of Options issued by the Company (on 19 March 2025) was 10,000,000 under Listing Rule 7.1. The Options are exercisable at \$0.10 on or before 19 March 2028;
- (b) The Options were issued to Liquidity Technology Pty Ltd as a fee to undertake 12-months investor and marketing services;
- (c) A summary of the material terms of the Options are included at Annexure 2; and.
- (d) The Options were issued for nil cash by way of consideration. The value of the Options is \$369,160 using a Black-Scholes option valuation method as identified in Annexure 3.

GLOSSARY

General Meeting or **Meeting** means the meeting convened by this Notice.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the *Corporations Act 2001* (Cth).

Company means Remsense Technologies Limited - **ACN 648 834 771**

Consultant Shares means 457,627 fully paid ordinary shares issued to Investing News Network (INN) as a component of fee to undertake a 12-month investor and lead generation marketing campaign.

Consultant Options means 10,000,000 options to be issued to Liquidity Technology Pty Ltd on terms and conditions identified in Annexure 2.

Directors means the current Directors of the Company.

Director Options means 4,000,000 options to be issued to Warren Cook on terms and conditions per annexure 1.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Shareholder means a holder of a Share.

AWST means Australian Western Standard Time (Perth, Western Australia).

REMSSENSE TECHNOLOGIES LIMITED

ACN 648 834 771

ANNEXURE 1

UNLISTED DIRECTOR OPTION TERMS AND CONDITIONS

The material terms and conditions of the Options are as follows:

- (a) The Options will be unlisted.
- (b) The Options will be issued in two tranches (i.e. 2,000,000 options each) with an exercise price of \$0.10 ("**Exercise Price**"):
- (c) Both tranches of Options are exercisable on or before 30 June 2028 ("**Expiry Date**").
- (d) The first tranche of Options have no vesting conditions, while second tranche of options will vest only when total revenue of the Company equals or exceeds \$6,000,000 pa or the Company achieves \$1,000,000 EBITDA or the Company enters into agreements with 2 major virtual plant customers (major being customers with > \$1bn market cap).
- (e) Each Option exercised will entitle the holder to one Share in the capital of the Company.
- (f) The notice attached to the certificate has to be completed when exercising the Options ("**Notice of Exercise**").
- (g) Options may be exercised by the holder completing and forwarding to the Company a Notice of Exercise and payment of the exercise price for each Option being exercised prior to the Expiry Date.
- (h) The Options do not confer voting rights upon the holder. Voting rights are received upon conversion of the Options into Shares.
- (i) All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares.
- (j) Shares issued pursuant to the exercise of Options will be issued not more 5 business days after the receipt of a properly executed Notice of Exercise and payment for the Exercise Price of each Option being exercised. The Company will apply for official quotation on ASX of Shares issued pursuant to the exercise of Options.
- (k) The holder of Options cannot participate in new issues of securities to holders of Shares unless the Options have been exercised and the Shares have been issued and registered in respect of the Options before the record date for determining entitlements to the issue. The Company must give notice to the holder of the Options of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. Options can only be exercised in accordance with these terms and conditions.
- (l) If the Company makes a bonus issue of Shares to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), then the number of Shares or other securities for which the holder of the Options is entitled to subscribe on exercise of the Options is increased by the number of Shares or other securities that the holder of the Options would have received if the Options had been exercised before the record date for the bonus issue. No change will be made to the Exercise Price.
- (m) If the Company makes a pro-rata issue of Shares to existing shareholders (except a bonus issue), the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New Exercise Price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option

E = the number of underlying Shares into which one option is exercisable

P = volume weighted average market price (as defined by ASX LRs) per share during the 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 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.

- (n) If at any time the capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the *Corporations Act 2001* and the ASX Listing Rules at the time of the reconstruction.

For personal use only

REMSSENSE TECHNOLOGIES LIMITED

ACN 648 834 771

ANNEXURE 2

UNLISTED CONSULTANT OPTION TERMS AND CONDITIONS

The material terms and conditions of the Options are as follows:

- (a) The Options will be unlisted.
- (b) The Options will be issued in one tranche with an exercise price of \$0.10 ("**Exercise Price**"):
- (c) The Options are exercisable at any time on or before 19 March 2028 ("**Expiry Date**").
- (d) The Options have no vesting conditions.
- (e) Each Option exercised will entitle the holder to one Share in the capital of the Company.
- (f) The notice attached to the certificate has to be completed when exercising the Options ("**Notice of Exercise**").
- (g) Options may be exercised by the holder completing and forwarding to the Company a Notice of Exercise and payment of the exercise price for each Option being exercised prior to the Expiry Date.
- (h) The Options do not confer voting rights upon the holder. Voting rights are received upon conversion of the Options into Shares.
- (i) All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares.
- (j) Shares issued pursuant to the exercise of Options will be issued not more 5 business days after the receipt of a properly executed Notice of Exercise and payment for the Exercise Price of each Option being exercised. The Company will apply for official quotation on ASX of Shares issued pursuant to the exercise of Options.
- (k) The holder of Options cannot participate in new issues of securities to holders of Shares unless the Options have been exercised and the Shares have been issued and registered in respect of the Options before the record date for determining entitlements to the issue. The Company must give notice to the holder of the Options of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. Options can only be exercised in accordance with these terms and conditions.
- (l) If the Company makes a bonus issue of Shares to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), then the number of Shares or other securities for which the holder of the Options is entitled to subscribe on exercise of the Options is increased by the number of Shares or other securities that the holder of the Options would have received if the Options had been exercised before the record date for the bonus issue. No change will be made to the Exercise Price.
- (m) If the Company makes a pro-rata issue of Shares to existing shareholders (except a bonus issue), the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New Exercise Price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option

E = the number of underlying Shares into which one option is exercisable

P = volume weighted average market price (as defined by ASX LRs) per share during the 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 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.

If at any time the capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the *Corporations Act 2001* and the ASX Listing Rules at the time of the reconstruction.

REMSENSE TECHNOLOGIES LIMITED

ACN 648 834 771

ANNEXURE 3

VALUATION OF OPTIONS TO BE ISSUED

The Company has valued the Options using the Black-Scholes option model and based on the assumptions as set out in the table below, with the Options ascribed a value as follows:

Assumptions:

Value date	30 April 2025
Share price	\$0.062
Exercise price	\$0.10
Term	36 Months
Expiry Date	30 June 2028
Volatility	100%
Risk free interest rate	3.76%
Indicative value per Option (cents)	3.4

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CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE**Shareholder Details**

This is to certify that by a resolution of the Directors of:

.....(**Company**),
Insert name of Shareholder Company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the *Corporations Act 2001*, to act as the body corporate representative of that Company at an general meeting of the members of RemSense Technologies Limited to be held on 14 July 2025 commencing at 10:00am (AWST) and at any adjournments of that general meeting.

DATED

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg “John Smith” or “each director of the Company”).
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to the registered office of RemSense Technologies Limited at Suite 0101, Level 1, 5 Mill Street, Perth WA 6000 or email the Certificate to the Company Secretary – rem@remsense.com.au

PROXY FORM
REMSense TECHNOLOGIES LIMITED

ACN 648 834 771

GENERAL MEETING

I/We

Address

Appoint

being a Member of RemSense Technologies Limited entitled to attend and vote at the General Meeting, hereby

Name of proxy (**Please note:** Leave blank if you have selected the Chair of the General Meeting as your proxy.)

OR

☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair’s nominee, to vote in accordance with the following directions or if no directions have been as the proxy sees fit, at the General Meeting to be held at 10:00am (AWST) 14 July 2025 at Level 1, 31 Cliff Street, Fremantle, Western Australia, and at any adjournment of that meeting.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. In exceptional circumstances, the Chair of the Meeting may change ther voting intention on any resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the General Meeting

Resolution 1: Approval to Issue Options to Director – Mr. Warren Cook

FOR AGAINST ABSTAIN

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Resolution 2: Ratification of Prior Issue of Consultant Shares

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Resolution 3: Ratification of Prior Issue of Consultant Options

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is ____%.

Signature of Member(s) _____ Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

Date: _____

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where 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, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the *Corporations Act 2001* to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - In person to Suite 0101, Level 1, 5 Mill St, Perth, WA 6000;
 - By mail to PO Box 584, Fremantle, WA, 6959;
 - By scan and email to rem@remsense.com.au

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.