

30 June 2025

Dear Shareholder,

GENERAL MEETING – NOTICE AND PROXY FORM

Notice is given that a General Meeting ('GM', 'the Meeting') of Shareholders of Nanoveu Limited ('Nanoveu' or 'the Company') will be held as follows:

Time and date: 10.00 am (AWST) on Tuesday, 29 July 2025

Location: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless a shareholder has requested to receive a hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

The Meeting Materials can also be viewed and downloaded at the following link: www.nanoveu.com or from the ASX Company Announcements Platform at asx.com.au (ASX: NVU).

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

A copy of your personalised Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, using any of the methods as detailed on the Proxy.

Your proxy voting instruction must be received by 10.00 am (AWST) on Sunday, 27 July 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details via Automic's Investor Portal at <https://investor.automic.com.au/#/home>.

If you have already registered, simply enter your username and password and click "log in". If you have not yet registered, simply click "register" and follow the prompts. Once you have logged in, click on "profile". You can then select "edit" in the Communication Preferences section. Once you have selected "Electronic Only" and added your email address, click "save".

The Meeting Materials are important and 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. If you have any difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

For more information on Pioneer Lithium, refer to the Company's website at: nanoveu.com.

Yours sincerely

NANOVEU LIMITED

For personal use only



NANOVEU LIMITED
ACN 624 421 085
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00 am (WST)

DATE: 29 July 2025

PLACE: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

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

This Notice 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 5.30 pm (WST) on 27 July 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,225,807 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 61,290,323 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 42,258,065 Placement Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO JOINT LEAD MANAGERS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,100,000 Options to the Joint Lead Managers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR PARTICIPATION OF DIRECTOR IN PLACEMENT – DR DAVID PEVCIC

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,903,226 Placement Shares and 6,451,613 Placement Options to Dr David Pevcic (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 30 June 2025

Voting Exclusion Statements

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 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1 | A person who participated in the issue (namely, the Placement Participants) or an associate of that person or those persons. |
| Resolution 2 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A | A person who participated in the issue (namely, the Placement Participants) or an associate of that person or those persons. |
| Resolution 3 – Ratification of Prior Issue of Placement Options– Listing Rule 7.1 | A person who participated in the issue (namely, the Placement Participants) or an associate of that person or those persons. |
| Resolution 4 – Ratification of Prior issue of Options to Joint Lead Managers – Listing Rule 7.1 | A person who participated in the issue (namely, Evolution Capital and 62 Capital) or an associate of that person or those persons. |
| Resolution 5 – Approval for Participation of Director in Placement – Dr David Pevcic | Dr David Pevcic (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 the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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 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 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, 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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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, 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.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6244 9095.

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.

1. BACKGROUND TO RESOLUTIONS 1 AND 2

1.1 Placement

On 1 May 2025, the Company announced that it had received firm commitments to raise up to \$2,300,000 (before costs) for a placement of 74,193,549 Shares at an issue price of \$0.031 per Share (**Placement Shares**), together with one (1) free attaching Option for every two (2) Shares subscribed for and issued to them under the Placement on the terms and conditions set out in Schedule 1 (**Placement Options**) (**Placement**).

On 7 May 2025, the Company announced, due to significant interest from members of its executive team, that it would increase the size of the Placement to include an additional \$410,000 (before costs) on the same terms as the funds already raised under the Placement, to raise up to \$2,710,000.

On 9 May 2025, the Company issued 61,290,323 Placement Shares and 30,645,162 Placement Options to professional and sophisticated investors who are unrelated parties of the Company (**Placement Participants**).

On 12 May 2025, the Company announced that it had received an additional and final firm commitment of \$310,000 (before costs) from a Placement Participant to raise up to \$3,020,000.

On 30 May 2025, the Company issued the remaining 23,225,807 Placement Shares and 11,612,903 Placement Options from the additional Placement upsizing to the Placement Participants.

1.2 Lead Managers

The Placement was joint managed by Evolution Capital Pty Ltd and 62 Capital Pty Ltd (the **Joint Lead Managers**). As part of the Placement, the Company entered into a joint lead manager mandate (**JLM Mandate**) under which it agreed to pay the Joint Lead Managers:

- (a) an aggregate cash fee of \$181,200, being 6% of the gross amount raised under the Placement; and
- (b) 15,100,000 Options on the same terms and conditions as the Placement Options for services provided as Joint Lead Managers (**Lead Manager Options**).

On 9 May 2025, the Company issued 11,500,000 Placement Options to the Joint Lead Managers.

On 30 May 2025, the Company issued a further 3,600,000 Lead Manager Options due to the additional Placement upsizing to the Joint Lead Managers.

1.3 Use of Funds

Funds raised from the Placement will be directed towards the development and commercialisation of Nanoveu's EMAS semiconductor technologies, the expansion of EyeFly3D™ commercial activities, and the advancement of Nanoshield™ Solar field trials. Additional funds will support additional working capital to drive operational growth and cover the costs associated with the Placement.

2. RESOLUTION 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1 AND 7.1A

2.1 General

As set out in Section 1, Resolutions 1 and 2 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 84,516,130 Placement Shares.

On 30 May 2025, 23,225,807 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 61,290,323 Placement Shares were issued on 9 May 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

2.2 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 12-month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 31 May 2024.

The issues do not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issues.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issues are taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue 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 the issue.

If these Resolutions are not passed, the issue 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 the issue.

2.5 Technical information required by Listing Rules 7.5

| REQUIRED INFORMATION | DETAILS |
|---|--|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | <p>The Placement Participants.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p> |
| Number and class of Securities issued | <p>The Placement Shares were issued on the following basis:</p> <p>(a) 23,225,807 Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</p> <p>(b) 61,290,323 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</p> |

| REQUIRED INFORMATION | DETAILS |
|--|--|
| Terms of Securities | The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued. | 61,290,323 Placement Shares were issued on 9 May 2025, and 23,225,807 Placement Shares were issued on 30 May 2025. |
| Price or other consideration the Company received for the Securities | The Placement Shares had a deemed issue price of \$0.031 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 1.3 for details of the proposed use of funds raised under the Placement. |
| Summary of material terms of agreement to issue | The Placement Shares were not issued under an agreement. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

3.1 General

As set out in Section 1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 42,258,065 Placement Options to Placement Participants.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 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 the date of the issue.

3.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 2.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 the issue.

If this Resolution is not passed, the issue 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 the issue.

3.5 Technical information required by Listing Rules 7.5

| REQUIRED INFORMATION | DETAILS |
|---|--|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | The Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 42,258,065 Placement Options were issued. |
| Terms of Securities | The Placement Options were issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities were issued. | 30,645,162 Placement Options were issued on 9 May 2025, and 11,612,903 Placement Options were issued on 30 May 2025. |
| Price or other consideration the Company received for the Securities | The Placement Options were issued at a nil issue price, as they were issued free attaching under the Placement on a 1:2 basis. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 1.3 for details of the proposed use of funds raised under the Placement. |
| Summary of material terms of agreement to issue | The Placement Options were not issued under an agreement. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO JOINT LEAD MANAGERS

4.1 General

As set out in Section 1.2, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate 15,100,000 Lead Manager Options to the Joint Lead Managers (or their nominee(s)) in part consideration for lead manager services provided in relation to the Placement.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 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 the date of the issue.

4.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 2.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 the issue.

If this Resolution is not passed, the issue 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 the issue.

4.5 Technical information required by Listing Rules 7.5

| REQUIRED INFORMATION | DETAILS |
|---|--|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | Evolution Capital Pty Ltd and 62 Capital Pty Ltd. |
| Number and class of Securities issued | An aggregate of 15,100,000 Lead Manager Options have been issued. |
| Terms of Securities | The Lead Manager Options were issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities were issued. | 11,500,000 Lead Manager Options were issued on 9 May 2025, and 3,600,000 Lead Manager Options were issued on 30 May 2025. |
| Price or other consideration the Company received for the Securities | The Lead Manager Options were issued at a nil issue price, as they were issued free attaching under the Placement on a 1:2 basis. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 1.3 for details of the proposed use of funds raised under the Placement. |
| Summary of material terms of agreement to issue | The Lead Manager Options are being issued under the JLM Mandate, a summary of the material terms of which is set out in Section 1.2. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

5. RESOLUTION 5 – APPROVAL FOR PARTICIPATION OF DIRECTOR IN PLACEMENT – DR DAVID PEVCIC

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 12,903,226 Placement Shares and 6,451,613 Placement Options (**Directors Securities**) to Dr David Pevcic (or his nominee(s)) on the terms and conditions set out below to enable Dr David Pevcic to participate in the Placement on the same terms as unrelated Placement Participants.

5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, 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 sections 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 issue of Directors Securities to Dr Pevcic (or his nominee(s)) constitutes giving a financial benefit and Dr Pevcic is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Pevcic who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Directors Securities will be on the same terms as the Placement Shares and Placement Options that have been or will be offered to unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

5.3 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will not receive a further \$400,000 under the Placement.

5.5 Technical Information required by Listing Rule 10.13

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Name of the person to whom Securities will be issued | Dr David Pevcic (or his nominee(s)). |
| Categorisation under Listing Rule 10.11 | Dr David Pevcic falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4. |
| Number of Securities and class to be issued | 12,903,226 Placement Shares and 6,451,613 Placement Options will be issued. |
| Terms of Securities | The Placement Shares to be issued to Dr David Pevcic (or his nominee(s)) under the Placement will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |

| REQUIRED INFORMATION | DETAILS |
|--|---|
| | The Placement Options to be issued to Dr David Pevcic (or his nominee(s)) under the Placement will be issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Directors Securities within 20 Business Days of the Meeting. In any event, the Company will not issue any Directors Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| Price or other consideration the Company will receive for the Securities | \$0.031 per Placement Share and nil per Placement Option as Placement Options will be issued free attaching with the Placement Shares on a 1:2 basis. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 1.3 for details of the proposed use of funds raised under the Placement. |
| Summary of material terms of agreement to issue | The Directors Securities are not being issued pursuant to any agreement. |
| Voting exclusion statement | A voting exclusion statement applies to this Resolution. |

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Nanoveu Limited (ACN 624 421 085).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Directors Securities has the meaning given in Section 5.1.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Explanatory Statement means the explanatory statement accompanying the Notice.

JLM Mandate has its meaning given in Section 1.2.

Joint Lead Managers means Evolution Capital Pty Ltd and 62 Capital Pty Ltd.

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.

Lead Manager Options has the meaning given in Section 1.2.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share and an Option (as applicable).

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

**SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND LEAD
MANAGER OPTIONS**

- (a) **Entitlement**
Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) **Exercise Price**
Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.045 (Exercise Price)
- (c) **Expiry Date**
Each Option will expire at 5:00 pm (WST) on 9 May 2027 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**
The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- (e) **Notice of Exercise**
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- (g) **Timing of issue of Shares on exercise**
Within five Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company 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
 - (iii) 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.
- If a notice delivered under (g)(i) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, 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.
- (h) **Shares issued on exercise**
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Reconstruction of capital**
If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (j) **Participation in new issues**
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) **Change in exercise price**
An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (l) **Transferability**
The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 27 July 2025**, 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://investor.automic.com.au/#/loginsah> 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)

For personal use only

AUTOMIC

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STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Nanoveu Limited, to be held at **10.00am (AWST) on Tuesday, 29 July 2025 at The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

| Resolutions | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1 RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 RATIFICATION OF PRIOR ISSUE OF OPTIONS TO JOINT LEAD MANAGERS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 APPROVAL FOR PARTICIPATION OF DIRECTOR IN PLACEMENT – DR DAVID PEVCIC | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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).