

## ASX ANNOUNCEMENT

14 August 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 12 September 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](mailto: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 physical delivery to Suite 0101, Level 1, 5 Mill St Perth, WA 6000
- 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 10 September 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.

Yours sincerely,

**Jordan McArthur**  
Company Secretary

For personal use only



**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:** 12 September 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 10 September 2025.***

For personal use only

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### RESOLUTION 1: RATIFICATION OF PRIOR ISSUE PLACEMENT SHARES – LR 7.1

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 9,691,114 fully paid ordinary shares 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 PLACEMENT SHARES – LR 7.1A

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 16,720,000 fully paid ordinary shares 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 – LR 7.1

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 13,205,557 free-attaching options on the terms and conditions set out in the Explanatory Statement.”*

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

---

#### RESOLUTION 4: APPROVAL TO ISSUE BROKER OPTIONS

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 7.1 and for all other purposes, Shareholders approve the issue of 5,000,000 options to Liquidity Technology Pty Ltd (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

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

---

#### RESOLUTION 5: APPROVAL TO ISSUE DIRECTOR SHARES AND OPTIONS – 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 s195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 462,962 fully paid ordinary shares and 231,481 free-attaching options to Mr Warren Cook (or nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

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

---

**RESOLUTION 6: APPROVAL TO ISSUE DIRECTOR SHARES AND OPTIONS – MR ROSS TAYLOR**

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

*“That, for the purposes of s195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 462,962 fully paid ordinary shares and 231,481 free-attaching options to Mr Ross Taylor (or nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

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

---

**RESOLUTION 7: APPROVAL TO ISSUE DIRECTOR SHARES AND OPTIONS – MR JOHN CLEGG**

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

*“That, for the purposes of s195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 462,962 fully paid ordinary shares and 231,481 free-attaching options to Mr John Clegg (or nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

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

---

**RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF SHARES TO CONSULTANT**

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 7.1 and for all other purposes, Shareholders ratify the issue of 370,371 fully paid ordinary shares to Katapult BD 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



Jordan McArthur  
**Company Secretary**

Dated: 12 August 2025

**Voting Exclusion Statement:**

<b>Resolutions 1, 2 &amp; 3: Ratification of Share and Option Issuances</b>	The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
<b>Resolution 4: Approval to Issue Broker Options</b>	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 Liquidity Technology Pty Ltd (or their nominee/s), and any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of the ordinary securities of the Company), or any associates of that person or those persons.
<b>Resolutions 5 to 7: Approval to Issue Director Shares and Options</b>	The Company will disregard any votes cast in favour of these Resolutions by the relevant Director, the subject of the Resolutions (or their nominee/s), being Messrs Cook, Taylor and Clegg, and any other person who is to receive the securities in question, and any other person who will obtain a material benefit as a result 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.
<b>Resolution 8: Ratification of Issue Shares to Consultant</b>	The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, being Katapult BD Pty Ltd, or is a counterparty to the agreement being approved 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 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 decided 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.

---

### 1. RESOLUTIONS 1 - 3 : RATIFICATION OF PRIOR ISSUE OF SHARES – LR 7.1 | RATIFICATION OF PRIOR ISSUE OF SHARES – LR 7.1A | RATIFICATION OF PRIOR ISSUE OF OPTIONS – LR 7.1

#### 1.1 General

On 4 August 2025, the Company advised that it had placed 27,800,000 fully paid ordinary shares (**Placement**) at \$0.027 per share to sophisticated and professional investor clients of Liquidity Technology Pty Ltd (**Liquidity**) to raise \$750,600 (before costs). Under the terms of the placement, it was agreed for 1 Option to be issued for every 2 Shares subscribed for, such Options exercisable at \$0.04 each on or before 9 November 2026. The placement was made in accordance with s708A of the *Corporations Act 2001*.

Of the 27,800,000 Shares, a total of 9,691,114 were issued pursuant to Listing Rule 7.1 and 16,720,000 Shares were issued pursuant to Listing Rule 7.1A. Additionally, 13,205,557 free-attaching Options were issued pursuant to Listing Rule 7.1, with an exercise price of \$0.04 on or before 9 November 2026. The residual 1,388,888 Shares and 694,444 free-attaching Options have been applied for by Directors of the Company, the subject of Resolutions 5 to 7 in this Notice.

Resolutions 1, 2 and 3 of this Notice seek Shareholder approval to ratify the issue of Shares and Options from the Company's Listing Rule 7.1 and 7.1A capacity.

#### 1.2 Technical Information required by Listing Rule 14.1A

ASX Listing Rule 7.1 provides that the Company must not issue or agree to issue, subject to specific 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 7.1A provides that the Company can issue a further 10% of the number of ordinary shares at the beginning of the 12-month period identified in Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 and 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 and 7.1A.

While the Shares and Options described in these Resolutions 1, 2 and 3 have been issued within the 15% and 10% limits, the Company seeks Shareholder ratification of the issue of these Shares and 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% and 10% annual placement capacities set out in ASX Listing Rule 7.1 and 7.1A, without the requirement to obtain prior Shareholder approval, should the need or opportunity arise.

If Resolution 1 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 it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 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 it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolution 2 is passed, the Issue will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolution 2 is not passed, the Issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolutions 3 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 it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolution 3 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 it can issue without shareholder approval over the 12-month period following the Issue Date.

### 1.3 Technical information required for Resolutions 1 and 2:

Pursuant to, and in accordance with, ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the total number of Shares issued by the Company was 9,691,114 under Listing Rule 7.1 and 16,720,000 under Listing Rule 7.1A;
- (b) the issue price was \$0.027 per share;
- (c) the Shares were issued on 11 August 2025;
- (d) the Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing shares;
- (e) the Shares were issued to sophisticated and professional investor clients of Liquidity, none of whom are related parties of the Company. It is noted that 3 investors require disclosure under ASX Listing Rules as being investors whose identity is likely to be material to a decision by security holders to approve the issue. Information about these investors is as follows:
  - i. Endeavour River Pty Ltd (**Endeavour**) was issued 2,500,000 fully paid ordinary shares, representing 1.49% of pre-placement issued capital. Endeavour is considered to be a material investor for identification on account of being a substantial holder in RemSense.
  - ii. Jon Edwards Super Pty Ltd <Jon Edwards Super Fund A/C> (**Jon Edwards**) was issued 2,925,926 fully paid ordinary shares representing 1.75% of pre-placement issued capital. Jon Edwards is considered to be a material investor for identification on account of being a substantial holder in RemSense.
  - iii. Valrich Superannuation Pty Ltd <Valrich Super A/C> (**Valrich**) was issued 1,851,852 fully paid ordinary shares representing 1.10% of pre-placement issued capital. Valrich is considered to be a material investor for identification on account of being a substantial holder in RemSense;
- (f) the Shares were not issued as part of an agreement; and
- (g) the funds raised are to be utilised for continuous improvement of the Company's virtualplant technology, ISO 270001 accreditation, and for working capital.

### 1.4 Technical information required for Resolution 3:

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

- (a) the total number of free-attaching Options issued by the Company was 13,205,557 under Listing Rule 7.1;



- (b) the Options are exercisable at \$0.04 each on or before 9 November 2026, on terms and conditions as reflected in Appendix 1 to this notice;
- (c) the Options were issued on 11 August 2025;
- (d) the Options were issued for nil consideration as free-attaching to the Shares applied for by investors in the placement, the subject of Resolutions 1 and 2;
- (e) the Options were issued to sophisticated and professional investors applying for shares per Resolutions 1 and 2 above. As identified in section 1.3(e), these investors require disclosure under ASX Listing Rules as being investors whose identity is likely to be material to a decision by security holders to approve the issue. Information about these investors is as follows:
  - i. Endeavour was issued 1,250,000 Options free-attaching to their placement application of 2,500,000 Shares.
  - ii. Jon Edwards was issued 1,462,963 Options free-attaching to his placement application of 2,925,926 Shares.
  - iii. Valrich was issued 925,926 Options free-attaching to their placement application of 1,851,852 Shares;
- (f) the Options were not issued as part of an agreement; and
- (g) as the Options were free-attaching to the issuance of Shares, the subject of Resolutions 1 and 2, no funds were raised from their issuance.

---

## 2. RESOLUTION 4: APPROVAL TO ISSUE BROKER OPTIONS

### 2.1 General

As announced on 4 August 2025, a total of 5,000,000 unlisted Options (**Broker Options**) are to be issued to Liquidity (or their nominee/s) as a component of consideration for the placement completed as identified in section 1.1. A fee of 6% of the total funds raised (excluding GST) is also payable to Liquidity.

Resolution 4 of this Notice seeks Shareholder approval to issue 5,000,000 Options to Liquidity (or their nominee/s), exercisable at \$0.04 on or before 9 November 2026, on terms and conditions identified in this explanatory statement.

### 2.2 Technical information required by Listing Rule 14.1A

A summary of ASX Listing Rule 7.1 is provided in section 1 above.

If Resolution 4 is passed, the Company will be able to issue the Options without utilising the discretionary placement capacity afforded by Listing Rule 7.1.

If Resolution 4 is not passed, the Company will be unable to issue the Options to Liquidity.

### 2.3 Technical information required for Resolution 4

Pursuant to, and in accordance with, ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue:

- (a) the maximum number of Options to be issued is 5,000,000;
- (b) the Options will be exercisable at \$0.04 each on or before 9 November 2026;
- (c) a summary of the terms and conditions of these Options are identified in Appendix 1;
- (d) the value of the Options is \$53,350 using a Black-Scholes option valuation method as identified in Appendix 2;
- (e) the Options are being issued to Liquidity under its agreement to act as lead manager to the placement of Shares and Options in the Company as identified in Section 1;
- (f) the Options are being issued to Liquidity Technology Pty Ltd (or their nominee/s);

- (g) the Options are not being issued under, or to fund, a reverse takeover; and
- (h) no funds will be raised from the issuance of these securities.

---

### **3. RESOLUTIONS 5 - 7: APPROVAL TO ISSUE SECURITIES TO DIRECTORS**

#### **3.1 General**

Managing Director Warren Cook, Non-Executive Chair Ross Taylor and Non-Executive Director John Clegg wish to apply for Securities to be issued on the same terms as the placement undertaken, as identified in section 1 of this Notice, being an issuance of Shares at \$0.027 with 1 free-attaching Option issued for every 2 Shares applied for, such Option exercisable at \$0.04 on or before 9 November 2026.

The terms of the Options are detailed in Appendix 1.

Each of the Directors noted above wishes to subscribe for \$12,500, which would comprise 462,962 fully paid ordinary shares (and would attract an issuance of 231,481 free-attaching Options).

#### **3.2 Director Recommendation**

As the Company's Directors have a material personal interest in the outcome of Resolutions 5, 6 and 7, on the basis that the Directors (or their nominee/s) are to be issued Securities on the same terms and conditions as securities identified in section 1, should Resolutions 5, 6 and 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 5, 6 and 7.

#### **3.3 Technical Information required by 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 of the Securities to Messrs Cook, Taylor and Clegg 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.

Resolutions 5,6 and 7 seek the required Shareholder approval for the issue of the Securities to Messrs Cook, Taylor and Clegg under and for the purposes of Listing Rule 10.11.

#### **3.4 Technical information required by Listing Rule 14.1A**

If Resolutions 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Securities to the Directors (or their nominee/s) 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 of the Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Securities to each of the Directors.

The Resolutions noted above are not conditional upon one another.

### 3.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the following information is provided in relation to Resolutions 5, 6 and 7:

- (a) the Securities will be issued to Messrs Cook, Taylor and Clegg and will be comprised of the following:
  - i. 462,962 Shares and 231,481 free-attaching Options, representing a subscription value of \$12,500, to Mr Cook (or his nominee/s) pursuant to Resolution 5;
  - ii. 462,962 Shares and 231,481 free-attaching Options, representing a subscription value of \$12,500, to Mr Taylor (or his nominee/s) pursuant to Resolution 6; and
  - iii. 462,962 Shares and 231,481 free-attaching Options, representing a subscription value of \$12,500, to Mr Clegg (or his nominee/s) pursuant to Resolution 7.
- (b) the maximum number of Shares to be issued is 1,388,886 and the maximum number of Options to be issued is 694,443;
- (c) the Shares will be fully paid ordinary shares in the capital of the Company and be issued on the same terms and conditions as the Company's existing fully paid ordinary shares;
- (d) the terms and conditions of the Options are set out in Appendix 1;
- (e) the Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to the Listing Rules) and it is intended that issue of the Securities will occur on the same date;
- (f) the purpose of the issue of the Securities is to allow the Directors to acquire Shares on the same terms as the placement pursuant to Resolutions 1 – 3. The funds raised will be used for funds raised are for advancement of the Company's virtualplant research and development initiatives, IOS 27001 accreditation and for working capital purposes;
- (g) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Securities to the Directors upon the terms proposed;
- (h) the issue of Shares and Options is not meant to remunerate the Directors;
- (i) the issue price of the Shares will be \$0.027 per Share, being the issue price of the Shares issued to other participants in the placement per Resolutions 1 – 3. The Options will be free-attaching on a 1:2 basis of Shares applied for. The Company will not receive any other consideration in respect of the issue of the Securities (other than in respect of funds received should the Options be exercised); and
- (j) the Securities are not being issued under an agreement.

---

## 4. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF SHARES TO CONSULTANT

### 4.1 General

On 7 August 2025, the Company advised that it had issued 370,371 fully paid ordinary shares at \$0.027 per share (**Consultant Shares**) to Katapult BD Pty Ltd (**Katapult**) in partial settlement of consulting fees incurred, for a total value of \$10,000.

The Consultant Shares were issued pursuant to the Company's available Listing Rule 7.1 capacity.

Resolution 8 of this Notice seek Shareholder approval to ratify the issue of Consultant Shares from the Company's Listing Rule 7.1 capacity.

### 4.2 Technical Information required by Listing Rule 14.1A

A summary of ASX Listing Rule 7.1 is provided in section 1 above.

If Resolution 8 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 it can issue without shareholder approval over the 12-month period following the Issue Date.

If Resolution 8 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 it can issue without shareholder approval over the 12-month period following the Issue Date.

#### **4.3 Technical information required for Resolution 8:**

Pursuant to, and in accordance with, ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the total number of Shares issued by the Company was 370,371 under Listing Rule 7.1;
- (b) the Shares were issued for a deemed price of \$0.027 per share;
- (c) the Shares were issued on 7 August 2025;
- (d) the Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing shares;
- (e) the Shares were issued to Katapult BD Pty Ltd, who is not a related party of the Company;
- (f) the Shares were issued as part of an agreement to issue shares in lieu of cash payment for business development consulting services already provided to the entity;
- (g) the Shares were not issued under, or to fund, a reverse takeover; and
- (h) no funds were raised from the issuance of these securities.

---

## 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.

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

**Beroke Options** means 5,000,000 options to be issued to Liquidity Technology Pty Ltd on terms and conditions identified in Appendix 1.

**Chair** means the chair of the Meeting.

**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 370,371 fully paid ordinary shares issued to Katapult BD Pty Ltd as a component payment for business development services rendered.

**Directors** means the current Directors of the Company.

**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.

**Listing Rules** means Listing Rules of ASX.

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

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

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

**Option** means an option to acquire a Share.

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

**Securities** includes a Share and an Option.

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

**Shareholder** means a holder of a Share.

# REMSSENSE TECHNOLOGIES LIMITED

ACN 648 834 771

## APPENDIX 1

### UNLISTED OPTION TERMS AND CONDITIONS

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

- (a) The Options will be unlisted.
- (b) Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (c) Subject to paragraph (insert), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).
- (d) Each Option will expire at 5:00pm (AWST) on 9 November 2026 (**Expiry Date**). An Option not exercise before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (f) 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.
- (g) 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**).
- (h) Within 5 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 (h)(ii) 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.
- (i) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

For personal use only

# REMSENSE TECHNOLOGIES LIMITED

ACN 648 834 771

## APPENDIX 2

### 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	12 August 2025
Share price	\$0.03
Exercise price	\$0.04
Term	15 Months
Expiry Date	9 November 2026
Volatility	100%
Risk free interest rate	3.27%
Indicative value per Option (cents)	1.07

For personal use only

**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 a general meeting of the members of RemSense Technologies Limited to be held on 12 September 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](mailto:rem@remsense.com.au)



For personal use only

**PROXY FORM**  
**REMSSENSE 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) 12 September 2025 at Level 1, 31 Cliff Street, Fremantle, Western Australia 6160, 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: Ratification of Prior Issue of Shares – LR 7.1

**FOR**

**AGAINST**

**ABSTAIN**

☐☐☐

Resolution 2: Ratification of Prior Issue of Shares – LR 7.1A

☐☐☐

Resolution 3: Ratification of Prior Issue of Options – LR 7.1

☐☐☐

Resolution 4: Approval to Issue Broker Options

☐☐☐

Resolution 5: Approval to Issue Shares and Options to Director – Mr W Cook

☐☐☐

Resolution 6: Approval to Issue Shares and Options to Director – Mr R Taylor

☐☐☐

Resolution 7: Approval to Issue Shares and Options to Director – Mr J Clegg

☐☐☐

Resolution 8: Ratification of Prior Issue of Shares to Consultant

☐☐☐

**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](mailto: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.**