

OMG Group Limited

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OMG Group Limited

Notice of 2025 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 31 October 2025

11.00am (AEDT)

Address

Level 16/452 Flinders St, Melbourne VIC 3000

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.

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Important Information for Shareholders about the Company's 2025 AGM

This Notice is given based on circumstances as at 26 September 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.omg-group.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (AEDT) on Friday, 31 October 2025 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

To be able to hold this Meeting at a physical venue, the Company is relying upon s249R(a) of the Corporations Act.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at bill@visioncorp.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting in person

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder
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	Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Forbidden Foods Limited ACN 616 507 334 will be held at 11.00am (AEDT) on Friday, 31 October 2025 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Wednesday, 29 October 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the afore mentioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2025."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

2. **Resolution 2** – Election of Timothy Freeburn as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Mr Timothy Freeburn, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

3. **Resolution 3** – Ratification of prior issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 162,698,723 fully paid ordinary shares (Tranche 1) issued on Wednesday, 3 September 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval of issue of Tranche 2 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 37,301,277 Shares pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval of issue of Placement Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 100,000,000 Options, being on the basis of 1 attaching Option for every 2 Shares subscribed for and issued under the Placement (each exercisable at \$0.015 (1.5 cents) and expiring 25 September 2027), on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval of issue of Lead Manager Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 40,000,000 Options to JP Equity Holding Pty Ltd (each exercisable at \$0.015 (1.5 cents) and expiring 25 September 2027), on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) JP Equity Holding Pty Ltd or a 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
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Performance Rights

Resolutions 7, 8, and 9 – Approval to issue Director Performance Rights

7. Resolution 7 – Approval of Performance Rights to Mr Alexander Aleksic

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX listing Rule 10.14 and for all other purposes, Shareholders of the Company approve the issue and allotment of 25,000,000 Performance Rights to Mr Alexander Aleksic, Managing Director and Chief Operation Officer, and otherwise on the terms and conditions in the Explanatory Statement."

8. Resolution 8 – Approval of Performance Rights to Mr Daniel Rootes

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX listing Rule 10.14 and for all other purposes, Shareholders of the Company approve the issue and allotment of 17,500,000 Performance Rights to Mr Daniel Rootes, Non-Executive Director and Interim Chair, and otherwise on the terms and conditions in the Explanatory Statement."

9. Resolution 9 – Approval of Performance Rights to Mr Timothy Freeburn

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX listing Rule 10.14 and for all other purposes, Shareholders of the Company approve the issue and allotment of 12,500,000 Performance Rights to Mr Timothy Freeburn, Non-Executive Director, and otherwise on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolutions 7, 8 and 9 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the OMG Group Employee Incentive Scheme; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 7, 8 and 9 by:

- (iv) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (v) the Chair of the Meeting 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
- (vi) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ASX Listing Rule 7.1A (Additional 10% Capacity)

10. Resolution 10 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Bill Pavlovski
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDT) on Friday, 31 October 2025 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.omg-group.com.au.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 24 October 2025.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on

the Company's website at www.omg-group.com.au.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2026 Annual General Meeting (2026 AGM), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2026 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2026 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' Recommendation

The Directors have not made a recommendation on this Resolution.

The Chair intends to vote all directed proxies in favour of this Resolution.

Resolution 2 – Election of Mr Timothy Freeburn as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following AGM and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next AGM and is then eligible for election as a Director of the Company.

Mr Timothy Freeburn was appointed as an additional Director of the Company on 1 April 2025 and has since served as a Director of the Company.

Under this Resolution, Mr Freeburn seeks election as a Director of the Company at this AGM.

Mr Freeburn's appointment significantly strengthens the composition of the Board with senior executive experience in the FMCG sector. He currently serves as Managing Director of Sesión Tequila, a multi award-winning Australian tequila brand which he co-founded in 2016 with high-profile entrepreneur, Jennifer Hawkins.

As a co-founder and managing director of a leading Australian FMCG business, Mr Freeburn brings in-depth market knowledge alongside extensive industry networks and has the necessary skills and experience to help guide the Company's next phase of growth following the strategic acquisition of Oat Milk Goodness (OMG).

As part of the appointment, Mr Freeburn has elected to be remunerated in script in-lieu of cash payments. This was approved at the Company's Extraordinary General Meeting in May 2025.

Directors' Recommendation

The Directors (excluding Mr Timothy Freeburn) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 3 – Ratification of prior issue of Tranche 1 Placement Shares

Background

As announced to market on 27 August 2025, the Company proposes to undertake a two-tranche capital raising as follows (collectively the “**Capital Raising**”):

- (a) an unconditional placement of 162,698,723 fully paid ordinary shares (**Tranche 1 Placement Shares**) at an issue price of \$0.01 (1 cent) to professional, sophisticated and institutional investors, pursuant to the Company's remaining placement capacity under Listing Rule 7.1 and 7.1A to raise approximately \$1,626,987.23 (before costs) (**Tranche 1 Placement**); and
- (b) subject to obtaining Shareholder approval, placement of a subsequent tranche of up to 37,301,277 Shares (**Tranche 2 Placement Shares**) at an issue price of \$0.01 (1 cent) to professional, sophisticated and institutional investors, to raise \$373,012.77 (before costs) (**Tranche 2 Placement**).

Subject to obtaining Shareholder approval, the Company also proposes to issue 100,000,000 free-attaching Listed Options, each being exercisable at \$0.015 (1.5 cents) per Option and expiring 25 September 2027 and otherwise on the terms set out in Appendix A (**Attaching Options**), on the basis of 1 Attaching Option for every 2 Shares subscribed for under the Tranche 1 Placement or Tranche 2 Placement.

The Company has appointed JP Equity Holding Pty Ltd (**Lead Manager**) to act as the lead manager of the Capital Raising.

Settlement and the issue of the Tranche 1 Placement Shares was not conditional upon Shareholders approving the relevant Attaching Options and accordingly, settlement of the Tranche 1 Placement occurred on Tuesday, 2 September 2025 and the Tranche 1 Placement Shares were issued on Wednesday, 3 September 2025.

The issue of the Tranche 1 Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the announcement of the Capital Raising (noting that the extra 10% placement capacity under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

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 issue is 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 Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable “E” in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the

Tranche 1 Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the announcement of the Capital Raising.

If this Resolution is not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the announcement of the Capital Raising.

Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares under resolution 3.

Listing Rule	Required Disclosure
7.5.1	The Tranche 1 Placement Shares were issued to professional, sophisticated and institutional investors, none of whom were related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.5.2	The Company issued a total of 162,698,723 Tranche 1 Placement Shares.
7.5.3	The Tranche 1 Placement Shares were issued as fully paid ordinary shares in the Company.
7.5.4	The Tranche 1 Placement Shares were issued on 3 September 2025.
7.5.5	The Tranche 1 Placement Shares were issued at an issue price of \$0.01 (1 cent) per Share, which raised \$1,626,987.23 (before costs) in aggregate.
7.5.6	Funds from the Placement will be primarily deployed to increase inventory of the Blue Dinosaur and Oat Milk Goodness ('OMG') product ranges to meet increased demand from large Australian retailers.
7.5.7	The Tranche 1 Placement Shares were not issued pursuant to an agreement.
7.5.8	Please refer to the voting exclusion statement for Resolution 3 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 4 – Approval of issue of Tranche 2 Placement Shares

Background

Resolution 4 seeks the approval of Shareholders for the proposed issue of the Tranche 2 Placement Shares, as referred to in the Explanatory Statement for Resolution 3 (**Tranche 2 Placement Shares**).

Listing Rule 7.1 and 7.1A

Please refer to the Explanatory Statement for Resolution 3 for a summary of Listing Rules 7.1 and

7.1A.

The proposed issue of the Tranche 2 Placement Shares does not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and exceeds the expanded 25% limit in Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Tranche 2 Placement Shares for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. Additionally, the issue of Tranche 2 Placement Shares will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and the Company will not raise \$373,012.77 (before costs) by the issue of the Conditional Placement Shares.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Tranche 2 Placement Shares under Resolution 4:

Listing Rule	Required Disclosure
7.3.1	The Tranche 2 Placement Shares will be issued to professional, sophisticated and institutional investors, none of whom are related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.3.2	The Company will issue a total of 37,301,277 Tranche 2 Placement Shares.
7.3.3	The Tranche 2 Placement Shares will be issued as fully paid ordinary shares in the Company.
7.3.4	Subject to Shareholders approving this Resolution, the Company intends to issue the Tranche 2 Placement Shares by 5 November 2025, or otherwise by no later than 3 months after the date of the Meeting.
7.3.5	The Tranche 2 Placement Shares will be issued at an issue price of \$0.01 (1 cent) per Share, which is expected to raise \$373,012.77 (before costs) in aggregate.
7.3.6	The proceeds from the issue of the Tranche 2 Placement Shares will be primarily deployed to increase inventory of the Blue Dinosaur and Oat Milk Goodness ('OMG') product ranges to meet increased demand from large Australian retailers.
7.3.7	The Tranche 2 Placement Shares will not be issued pursuant to an agreement.
7.3.8	The Tranche 2 Placement Shares will not be issued under, or to fund, a reverse takeover.

Listing Rule	Required Disclosure
7.3.9	Please refer to the voting exclusion statement for Resolution 4 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 5 – Approval of issue of Placement Options

Resolution 5 seeks the approval of Shareholders for the proposed issue of up to 100,000,000 Placement Options as part of the Placement, as referred to in the Explanatory Statement for Resolution 3.

Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 3 for a summary of Listing Rule 7.1.

The proposed issue of the Placement Options does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Placement Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Placement Options Issue. Additionally, the issue of the Placement Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Placement Options under Resolution 5:

Listing Rule	Required Disclosure
7.3.1	The Company proposes to issue the Placement Options to participants in the Placement, being professional, sophisticated and institutional investors, none of whom are related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.3.2	The Company is proposing to issue up to 100,000,000 Placement Options under the Placement Options Issue, being 1 Option for every 2 Shares subscribed for under the Placement.
7.3.3	A summary of the key terms of the Placement Options is set out in Appendix A.
7.3.4	The Placement Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 5,

Listing Rule	Required Disclosure
	the Board intends to issue the Placement Options by 5 November 2025, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Placement Options will be issued for nil consideration.
7.3.6	The Placement Options are being issued by the Company as part of the capital raising announced to market on 27 August 2025. While the Placement Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Placement Options, upon the exercise of any Options, the Company will receive proceeds of \$0.015 (1.5 cents) for each Placement Option exercised. The Company intends to use any funds raised upon the exercise of the Placement Options for general working capital purposes.
7.3.7	The Placement Options will not be issued pursuant to an agreement.
7.3.8	The Placement Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 5 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 6 – Approval of issue of Lead Manager Options

Background

As referred to in the Explanatory Statement for Resolution 3, the Company has appointed the Lead Manager to act the lead manager of the Capital Raising pursuant to a mandate (**Lead Manager Mandate**). The material terms for the Lead Manager Mandate are that the Company will pay the Lead Manager:

- (a) a 6% management fee on the proceeds raised under the Tranche 1 Placement and Tranche 2 Placement, payable in cash (excluding GST); and
- (b) subject to obtaining Shareholder approval, issue up to 40 million Listed Options to the Lead Manager (or its nominee) on the basis of 40 Options for every \$1.00 of gross proceeds raised under the Tranche 1 Placement and Tranche 2 Placement (**Lead Manager Options**), each Lead Manager Option being exercisable at \$0.015 (1.5 cents) per Option and expiring 25 September 2027 and otherwise on the terms set out in Appendix A. If the Company is unable to obtain Shareholder approval for the issue of Lead Manager Options, the Company is required to pay the Lead Manager the cash equivalent value of the Lead Manager Options calculated using the Black-Scholes options valuation model.

Resolution 6 seeks the approval of Shareholders for the proposed issue of the Lead Manager Options.

Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 3 for a summary of Listing Rule 7.1.

The proposed issue of the Lead Manager Options (**Lead Manager Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Lead Manager Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Lead Manager Options Issue. Additionally, the issue of the Lead Manager Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company will be required to pay the Lead Manager the cash equivalent value of the Lead Manager Options calculated using the Black-Scholes options valuation model.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Lead Manager Options under Resolution 6:

Listing Rule	Required Disclosure
7.3.1	The Company proposes to issue the Lead Manager Options the Lead Manager or its nominee.
7.3.2	The Company is proposing to issue up to 40,000,000 Lead Manager Options under the Lead Manager Options Issue, being 40 Options for every \$1.00 of gross proceeds raised under the Tranche 1 Placement and Tranche 2 Placement.
7.3.3	A summary of the key terms of the Lead Manager Options is set out in Appendix A.
7.3.4	The Lead Manager Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 6, the Board intends to issue the Lead Manager Options on 5 November 2025, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Lead Manager Options will be issued for nil consideration.
7.3.6	While the Lead Manager Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Lead Manager Options, upon the exercise of any Lead Manager Options, the Company will receive proceeds of \$0.015 (1.5 cents) for each Lead Manager Option exercised. The Company intends to use any funds raised upon the exercise of the Lead Manager Options for general working capital purposes.
7.3.7	The Lead Manager Options will be issued pursuant to the Lead Manager Mandate.
7.3.8	The Lead Manager Options will not be issued under, or to fund, a reverse takeover.

Listing Rule	Required Disclosure
7.3.9	Please refer to the voting exclusion statement for Resolution 6 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolutions 7, 8, and 9 – Approval to issue Director Performance Rights.

Background

These Resolutions seek Shareholder approval for the issue of an aggregate of 55,000,000 Performance Rights to Mr Alexander Aleksic, Mr Daniel Rootes and Mr Timothy Freeburn (or their nominees).

A summary of the material terms of the Performance Rights are set out in the table below:

RECIPIENT	CLASS A	CLASS B	CLASS C	CLASS D	TOTAL RIGHTS	RESOLUTION	EXPIRY DATE
Alexander Aleksic	6,250,000	6,250,000	6,250,000	6,250,000	25,000,000	Resolution 7	3 years from the date of issue
Daniel Rootes	4,375,000	4,375,000	4,375,000	4,375,000	17,500,000	Resolution 8	3 years from the date of issue
Timothy freeburn	3,125,000	3,125,000	3,125,000	3,125,000	12,500,000	Resolution 9	3 years from the date of issue
Total	13,750,000	13,750,000	13,750,000	13,750,000	55,000,000		

Further details in respect of the proposed Performance Rights to be issued are set out in the table below.

The Performance Rights will vest upon satisfaction of the following vesting conditions:

- (a) **Class A:** will vest upon the Company achieving a 10 Day VWAP which is equal to or greater than \$0.015 per Share;
- (b) **Class B:** will vest upon the Company achieving a 10 Day VWAP which is equal to or greater than \$0.04 per Share;
- (c) **Class C:** will vest upon the Company achieving \$6 million audited annual revenue; and
- (d) **Class D:** will vest upon the Company achieving \$15 million audited annual revenue.

(each a **Vesting Condition**).

The issue of Equity Securities including Performance Rights to executives and directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by executives and directors to improve the performance and value of the Company to the commercial benefit of all Shareholders.

These Director Performance Rights are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from a Performance Right if the specified performance milestone is achieved.

Under the Company's current circumstances, the Directors consider that the incentive-based remuneration noted above, represented by the issue of the Director Performance Rights, is a cost effect and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified executives and board members in a competitive market.

As at 26 September 2024, each Class of Performance Rights have been valued using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model with estimated values as follows:

Class A \$0.0075, **Class B** \$0.004, **Class C** \$0.006, **Class D** \$0.0045

The total estimated value of the Directors Performance Rights proposed to be issued to each Director is set out in the below table.

Director / Resolution	Class A No. of Performance Rights & Estimated Value (as at 26 September 2025)	Class B No. of Performance Rights & Estimated Value (as at 26 September 2025)	Class C No. of Performance Rights & Estimated Value (as at 26 September 2025)	Class D No. of Performance Rights & Estimated Value (as at 26 September 2025)	Total Director Performance Rights & Estimated Value (as at 26 September 2025)
Alexander Aleksic Resolutions 7	6,250,000 \$46,875	6,250,000 \$25,000	6,250,000 \$37,500	6,250,000 \$28,125	25,000,000 \$137,500
Daniel Rootes	4,375,000	4,375,000	4,375,000	4,375,000	17,500,000

Resolutions 8	\$32,813	\$17,500	\$26,250	\$19,687	\$96,250
Timothy Freeburn	3,125,000	3,125,000	3,125,000	3,125,000	12,500,000
Resolutions 9	\$23,438	\$12,500	\$18,750	\$14,062	\$68,750
Total Estimated Value	\$103,125	\$55,000	\$82,500	\$61,875	\$302,500

Details of each Directors current fixed annual remuneration and the value of the total remuneration for the financial year ending 30 June 2025, including entitlements is set out below:

Director	Remuneration FY25	Current*
Alexander Aleksic	\$335,759	\$350,000
Daniel Rootes	\$42,000	\$72,000
Timothy Freeburn	\$12,000	\$40,000

*Excludes the value of Directors Performance Rights which are the subject of Resolutions 7 to 9 inclusive.

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue Directors Performance Rights constitutes giving a financial benefit and the Directors are a related party by virtue of being a Directors of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Performance Rights because the Director Performance Rights form part of the Directors remuneration as an officer of the Company and the remuneration is reasonable given the Directors circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Director Performance Rights to Directors and/or their nominee as the issue of these securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of Resolutions 7, 8 and 9 and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director

Performance Rights to Shareholders to resolve.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As each of the persons in Resolutions 7, 8 and 9 are Directors of the Company, the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14.1 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, these Resolutions seeks the required Shareholder approvals to issue the Performance Rights to each of the Directors under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If these Resolutions are passed, the Company will be able to proceed with the proposed issue of Incentive Options.

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issue of Performance Rights and will likely need to find an alternate form of remuneration for the directors.

Information required by ASX Listing Rule 10.15

In compliance with the information requirements of ASX Listing Rule 10.15, Shareholders are advised of the following particulars in relation to the proposed issue of 55,000,000 Director Performance Rights:

Information required by ASX Listing Rule 10.15	Details		
Director	Mr Alexander Aleksic	Mr Daniel Rootes	Mr Timothy Freeburn
Listing Rule 10.14.1	Managing Director and Chief Executive Officer	Non-Executive Chair & Director	Non-Executive Director
Resolution	Resolution 7	Resolution 8	Resolution 9

Information required by ASX Listing Rule 10.15	Details		
Director Performance Rights	25,000,000 Class A 6,250,000 Class B 6,250,000 Class C 6,250,000 Class D 6,250,000	17,500,000 Class A 4,375,000 Class B 4,375,000 Class C 4,375,000 Class D 4,375,000	12,500,000 Class A 3,125,000 Class B 3,125,000 Class C 3,125,000 Class D 3,125,000
Entitlements	<p>Each Performance Right, once vested, is an entitlement to receive one Share, subject to satisfaction of the applicable performance.</p> <p>The Performance Rights are not transferable.</p> <p>A Performance Right does not entitle the holder to any dividends or voting rights.</p>		
Date of issue	If Shareholder approval is obtained, the issue of the Director Performance Rights will occur no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).		
Issue Price per security	Director Performance Rights will be issued for nil consideration.		
Terms of issue	<p>The classes of the Performance Rights and vesting conditions are set out below:</p> <ul style="list-style-type: none"> • 13,750,000 (25%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.015 (Class A). • 13,750,000 (25%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.04 (Class B). • 13,750,000 (25%) of the Director Performance Rights will vest upon the Company reaching \$6 million in audited annual revenue (Class C). • 13,750,000 (25%) of the Director Performance Rights will vest upon the Company reaching \$15 million in audited annual revenue (Class D). 		

Information required by ASX Listing Rule 10.15	Details
	<p>A summary of the general terms of the Directors Performance Rights is detailed below. Please see Appendix B for full terms and conditions.</p> <ul style="list-style-type: none"> • The Performance Rights are issued for nil cash consideration. • The Performance Rights will expire and lapse at 5:00pm (AEST) on the date which is 3 years after the date of issue of the Performance Rights. • All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares. • The Company will not apply for quotation of the Performance Rights on any securities exchange. • If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules. • Holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
Persons to whom securities will be issued	The Directors to Mr Alexander Aleksic, Mr Daniel Rootes and Mr Timothy Freeburn (or their nominees) in the proportions set out previously in this Explanatory Statement.
Number of securities previously issued under the Incentive Plan	None.
Summary of the material terms of any loan that will be made available in relation to the allotment of the securities	No loans are being provided to any participant in relation to the grant of the Performance Rights

Information required by ASX Listing Rule 10.15	Details		
Purpose of the issue intended use of funds	<p>The Performance Rights are being issued as a form of remuneration for the Directors that is linked to an increase in the Company's Share price and value of the Company.</p> <p>No funds will be raised from the issue of Performance Rights.</p>		
Summary of the material terms of the Incentive Plan	<p>A summary of the key terms and conditions of the Performance Rights and Incentive Plan is set out in Appendix 2.</p> <p>Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained, if required, under ASX Listing Rule 10.14.</p>		
Remuneration of the Directors	\$350,000	\$72,000	\$40,000

Additional information

Resolutions 7, 8 and 9 are separate ordinary resolutions.

Directors make no recommendation on these Resolutions as a result of their personal interest in the Resolutions.

ASX Listing Rule 7.1A

Resolution 10 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

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 add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$9 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the future growth of the Company, including:

- to accelerate sales with key retailers and drive brand awareness, in the Australian and selected international markets, for the Company's leading range of Blue Dinosaur & OMG healthy snack food & beverage products; and
- to assist with the strategic build-up of Blue Dinosaur and OMG inventory holdings to fulfil future purchase orders.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
- (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

- (1) the agreement was entered into before the commencement of the Relevant Period; or
- (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month period immediately preceding the date of the issue or agreement, or if the entity has been admitted to the official list of ASX for less than 12 months, the period from the date of admission to the date immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved

by Shareholders under Listing Rule 7.4.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Shares (Variable A in ASX Listing Rule 7.1A.2)		Potential Dilution and Funds Raised		
		\$0.0075 50% decrease in issue price	\$0.015 issue price ^(b)	\$0.03 100% increase in issue price
890,993,620 Shares	10% voting dilution ^(c)	89,099,362	89,099,362	89,099,362
	Funds raised	\$668,245	\$1,336,490	\$2,672,980
1,336,490,430 Shares 50% Increase in Variable A	10% voting dilution ^(c)	133,649,043	133,649,043	133,649,043
	Funds raised	\$1,002,367	\$2,004,735	\$4,009,471
1,781,987,240 Shares 100% Increase in Variable A	10% voting dilution ^(c)	178,198,724	178,198,724	178,198,724
	Funds raised	\$1,336,490	\$2,672,980	\$5,345,961

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 26 September 2025.
- (b) Based on the closing price of the Company's Shares on ASX as at 26 September 2025.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
57,222,346 fully paid ordinary shares <i>Issued on 21 February 2025</i>	Issue of shares to institutional, sophisticated, and professional investors under a placement announced by the Company on 14 February 2025. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.007 cents per share. Closing market price on the date of issue was \$0.008.	Cash consideration of \$400,556 (before costs) Funds raised were used to increase inventory across the Company's Blue Dinosaur and Oat Milk Goodness ('OMG') ranges.	Institutional, sophisticated and professional investors
71,508,061 fully paid ordinary shares <i>Issued on 3 September 2025</i>	Issue of shares to institutional, sophisticated, and professional investors under a placement announced by the Company on 27 August 2025. The placement was completed by utilising existing capacity under ASX	Issue price of \$0.01 cents per share. Closing market price on the date of issue was \$0.012.	Cash consideration of \$715,080 (before costs) Funds raised were used to increase inventory of the Blue Dinosaur and Oat Milk Goodness ('OMG') product ranges to meet increased demand from large Australian retailers.	Institutional, sophisticated and professional investors

	Listing Rule 7.1 and 7.1A The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.			
Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")		128,730,407		
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)		26.5%		

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at bill@visioncorp.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 29 August 2025.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of RSM Australia Partners dated 29 August 2025 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means OMG Group Limited ACN 616 507 334

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Lead Manager has the meaning given to that term in the Explanatory Statement.

Lead Manager Mandate has the meaning given to that term in the Explanatory Statement.

Lead Manager Options has the meaning given to that term in the Explanatory Statement.

Lead Manager Options Issue has the meaning given to that term in the Explanatory Statement.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Appendix A Attaching Option and Lead Manager

Option terms

OMGO Listed Options to be issued by OMG Group Limited ACN 616 507 334 (ASX: OMG) (**Company**) are subject to the following terms and conditions.

- (a) The exercise price of each Option is \$0.015 (Exercise Price).
- (b) The expiry date of each Option is 25 September 2027 (Expiry Date).
- (c) Each Option gives the Option holder the right to subscribe for one Share.
- (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The amount payable upon exercise of each Option is the Exercise Price.
- (f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.
- (g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (i) Within 15 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (k) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws and subject to meeting minimum quotation requirements under the ASX Listing Rules.
- (l) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 15 Business Days after the date of issue of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (o) 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.

Appendix B Terms of Director Performance Rights & Equity Incentive Plan

The proposed terms and conditions of the 55,000,000 Director Performance Rights (hereinafter referred to as "**Performance Rights**") are set out below:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one Share.
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition):** Subject to the terms and conditions set out below, the Performance

Class	Number of Performance Rights	Vesting Conditions	Expiry Date
A	13,750,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.015.	3 years from the date of issue
B	13,750,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.04.	3 years from the date of issue
C	13,750,000	Will vest upon the Company reaching \$6 million in audited annual revenue (Class C).	3 years from the date of issue
D	13,750,000	Will vest upon the Company reaching \$15 million in audited annual revenue (Class D).	3 years from the date of issue

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (Vesting Notice) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AWST) on the date which is 3 years after the date of issue of the Performance Rights.
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** Within 30 business days after the valid exercise of a vested Performance Right, the Company will:

- (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, a prospectus prepared in accordance with the Corporations Act and do all 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.
 9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
 10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
 11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
 12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
 13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
 14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
 15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
 16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
 17. **(Change in control):** Upon:

- (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and;
- (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, 75% of the Performance Rights on issue to each holder will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis, with the balance of the Performance Rights to remain on issue in accordance with these terms.

- 18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- 19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- 20. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:
 - (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
- 21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- 22. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
- 23. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.



OMG Group Limited | ABN 82 616 507 334

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AEDT) on Wednesday, 29 October 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)

STEP 1 - How to vote

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of OMG Group Limited, to be held at **11:00am (AEDT) on Friday, 31 October 2025 at Level 16/452 Flinders St, Melbourne VIC 3000** hereby:

[illegible]

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.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

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

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