



ASX Release

13 October 2025

## 2025 AGM Notice of Meeting, Letter of Access and Proxy

**Melbourne, Australia** – Tryptamine Therapeutics Limited ('Tryp' or the 'Company') (ASX: TYP), a clinical-stage biotechnology company, attaches the following documents in relation to the Company's 2025 Annual General Meeting (AGM):

- Letter of Access;
- AGM Notice of Meeting; and
- Proxy Form.

This announcement has been authorised for release by the Board of Tryptamine Therapeutics Limited.

-ENDS-

### About Tryptamine Therapeutics Limited

Tryp Therapeutics is a clinical-stage biotechnology company focused on developing proprietary, novel formulations for the administration of psilocin in combination with psychotherapy to treat diseases with unmet medical needs. Tryp's lead program, TRP-8803, is a proprietary formulation of IV-infused psilocin (the active metabolite of psilocybin) with potential to alleviate numerous shortcomings of oral psilocybin including: significantly reducing the time to onset of the psychedelic state, controlling the depth and duration of the psychedelic experience, and reducing the overall duration of the intervention to a commercially feasible timeframe. The Company has completed a Phase 2a clinical trial for the treatment of binge eating disorder at the University of Florida, which demonstrated an average reduction in binge eating episodes of greater than 80%.

The Company also has also just completed a Phase 2a clinical trial for the treatment of fibromyalgia in collaboration with the University of Michigan and has initiated a Phase 2a clinical trial in collaboration with Massachusetts General Hospital for the treatment of abdominal pain and visceral tenderness in patients suffering from irritable bowel syndrome.

Each of the studies is utilising TRP-8802 (synthetic, oral psilocybin) to demonstrate clinical benefit in these indications. Where a positive clinical response is demonstrated, subsequent studies are expected to utilise TRP-8803 (IV-infused psilocin), that has the potential to further improve efficacy, safety, and patient experience.

For more information, please visit [www.tryptherapeutics.com](http://www.tryptherapeutics.com).

### Investor & Media Contact

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#### Risks associated with Psilocin

*All medicines carry risks and specialist prescribers, such as registered psychiatrists are best placed to assess the suitability of a new medication against a patient's individual circumstances and medical history before proceeding. Adverse effects of psilocybin and similar compounds, such as psilocin, can include temporary increase in blood pressure and a raised heart rate. There may be some risk of psychosis in predisposed individuals. These effects of psilocybin and its derivatives are unlikely at low doses and in the treatment regimens used in psychedelic-assisted psychotherapy and appropriately managed in a controlled environment with direct medical supervision.*

#### Forward-Looking Information

*Certain information in this news release, constitutes forward looking information. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by Tryp as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward looking information, including but not limited to the factors described in greater detail in the "Risk Factors" section of Tryp's Replacement Prospectus available at [www.asx.com.au](http://www.asx.com.au). These factors are not intended to represent a complete list of the factors that could affect Tryp; however, these factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. The forward-looking statements contained in this news release are made as of the date of this news release, and Tryp expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.*

13 October 2025

### Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


Tryptamine Therapeutics Limited ACN 163 765 991 (ASX: **TYP** or “**the Company**”), advises the 2025 Annual General Meeting will be held in person at Bio101 Financial Advisory’s offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123 on Thursday 13 November 2025 at 4:00 pm (Melbourne time) (**Meeting**).

#### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at [www.tryptherapeutics.com](http://www.tryptherapeutics.com) or the Company’s ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: TYP).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

<p><b>Online</b></p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"> <li>1. Login to the Automic website using the holding details as shown on your holding statement.</li> <li>2. Click on ‘View Meetings’ – ‘Vote’.</li> </ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [hamish.george@bio101.com](mailto:hamish.george@bio101.com).

Copies of all Meeting related material, including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for release by the Board of Tryptamine Therapeutics Limited.

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**TRYPTAMINE THERAPEUTICS LIMITED**

**ACN 163 765 991**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 4:00 pm (Melbourne time)

**DATE:** 13 November 2025

**PLACE:** Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road,  
Hawthorn East VIC 3123

***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.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Hamish George, on (+61) 421 270 256***

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## 1. IMPORTANT INFORMATION

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Notice is given that the 2025 Annual General Meeting ("**Meeting**") of Tryptamine Therapeutics Limited ("**the Company**") will be held at Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123 on Thursday, 13 November 2025 at 4:00pm (Melbourne time).

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. Details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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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 4:00 pm (Melbourne time) on 11 November 2025.

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## 2. BUSINESS OF THE MEETING

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### GENERAL BUSINESS

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#### 2025 Annual Financial Statements

To lay before the meeting and consider the Annual Financial Statements of the Company for the year ended 30 June 2025 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

**Note:** This item of 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 aforementioned reports during consideration of these items, including questions of the auditor of the Company who will be in attendance at the Meeting.

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### RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding **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 Prohibition:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member,

being referred to herein as **"Restricted Voters"**.

However, a person ("**voter**") may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.

**Voting Note:**

Directors of the Company who are key management personnel whose remuneration details are included in the 2025 Remuneration Report, any other key management personnel whose remuneration details are included in the 2025 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

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**RESOLUTION 2: ELECTION OF MR HERWIG JANSSEN AS A DIRECTOR**

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

*"That, for the purposes of the constitution of the Company, Listing Rule 14.4 and for all other purposes, Mr Herwig Janssen, a Director appointed on 12 May 2025 and who retires in accordance with the constitution of the Company and, being eligible, offers himself for election, be elected as a Director."*

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**RESOLUTION 3: ELECTION OF DR DANIEL TILLET AS A DIRECTOR**

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

*"That, for the purposes of the constitution of the Company, Listing Rule 14.4 and for all other purposes, Dr Daniel Tillet, a Director appointed on 8 November 2024 and who retires in accordance with the constitution of the Company and, being eligible, offers himself for election, be elected as a Director."*

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**RESOLUTION 4: RE-ELECTION OF MR GAGE JULL AS A DIRECTOR**

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

*"That Mr Gage Jull, a Director who retires by rotation in accordance with the constitution of the Company, and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director."*

## RESOLUTION 5: CHANGE OF COMPANY NAME

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

*“That, for the purposes of sections 136(2) and 157(1)(a) of the Corporations Act and for all other purposes, the name of the Company be changed from “Tryptamine Therapeutics Limited” to “Entropy Neurodynamics Limited” and the constitution of the Company be amended to reflect the change of name of the Company to Entropy Neurodynamics Limited by changing all references in the constitution of the Company to the name of the Company to Entropy Neurodynamics Limited, effective from when ASIC alters the details of the Company’s registration.”*

## RESOLUTION 6: APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, pass the following resolution as a **special resolution**:

*“That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice.”*

### Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

this Resolution 6 will be withdrawn.

### Voting Exclusion Statement:

*The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any 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 entity) or any of their associates.*

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely as 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.
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## **RESOLUTION 7: ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN**

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

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt the employee incentive scheme (being the Employee Securities Incentive Plan), and for the Company to issue up to a maximum of 143,992,000 securities under the Employee Securities Incentive Plan, as described in the Memorandum that accompanied and formed part of this Notice.”*

### **Voting Exclusion – Resolution 7**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person who is eligible to participate in the employee incentive scheme or any associate of that person.

However, the Company need not disregard a vote cast in favour of Resolution 7 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- a holder acting solely as 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.

### **Proxy Voting Prohibition**

Other than as set out below, a vote on Resolution 7 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 7 as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.



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**RESOLUTION 8: APPROVAL FOR ISSUE OF OPTIONS TO MR HERWIG JANSSEN**

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

*“That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue 10,000,000 options under the Employee Securities Incentive Plan to Mr Herwig Janssen (and/or his nominee(s)), as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”*

A proxy exclusion statement and proxy voting prohibition as set out below applies to Resolution 8.

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**RESOLUTION 9: APPROVAL FOR ISSUE OF OPTIONS TO MR JASON CARROLL**

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

*“That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue 10,000,000 options under the Employee Securities Incentive Plan to Mr Jason Carroll (and/or his nominee(s)), as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”*

A proxy exclusion statement and proxy voting prohibition as set out below applies to Resolution 9.

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**RESOLUTION 10: APPROVAL FOR ISSUE OF OPTIONS TO MR CHRIS NTOUMENOPOULOS**

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

*“That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue 10,000,000 options under the Employee Securities Incentive Plan to Mr Chris Ntoumenopoulos (and/or his nominee(s)), as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”*

A proxy exclusion statement and proxy voting prohibition as set out below applies to Resolution 10.

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**RESOLUTION 11: APPROVAL FOR ISSUE OF OPTIONS TO MR GAGE JULL**

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

*“That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other*

*purposes, the shareholders approve the issue 10,000,000 options under the Employee Securities Incentive Plan to Mr Gage Jull (and/or his nominee(s)), as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

A proxy exclusion statement and proxy voting prohibition as set out below applies to Resolution 11.

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## **RESOLUTION 12: APPROVAL FOR ISSUE OF OPTIONS TO DR DANIEL TILLET**

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

*"That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the shareholders approve the issue 10,000,000 options under the Employee Securities Incentive Plan to Dr Daniel Tillett (and/or his nominee(s)), as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

A proxy exclusion statement and proxy voting prohibition as set out below applies to Resolution 12.

### **Voting Exclusion**

*The Company will disregard any votes cast in favour of Resolutions 8 to 12 respectively by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question and any of their associates.*

*However, the Company need not disregard a vote cast in favour of Resolutions 8 to 12 respectively by:*

- *a person as a proxy or attorney for a person who is entitled to vote on Resolutions 8 to 12 respectively, in accordance with the directions given to the proxy or attorney to vote on Resolutions 8 to 12 respectively in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolutions 8 to 12 respectively, in accordance with a direction given to the Chair to vote on Resolutions 8 to 12 respectively as the Chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of the 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 Resolutions 8 to 12 respectively; and*
  - *the holder votes on Resolutions 8 to 12 respectively in accordance with directions given by the beneficiary to the holder to vote in that way.*

### **Proxy Voting Prohibition**

*Other than as set out below, a vote on Resolutions 8 to 12 respectively must not be cast as proxy by a Restricted Voter.*

*A Restricted Voter may cast a vote on Resolutions 8 to 12 respectively as a proxy if either:*

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*

- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
    - *does not specify the way the proxy is to vote on this resolution; and*
    - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.*
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#### **RESOLUTION 13: APPROVAL FOR ISSUE OF SHARES TO A DIRECTOR – HERWIG JANSSEN**

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

**“That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue of fully paid ordinary shares under the Employee Securities Incentive Plan to Mr Herwig Janssen (and/or his nominee(s)) in lieu of cash fees for director services as described in the Memorandum which accompanied and formed part of this Notice.”**

#### ***Voting Exclusion Statement – Resolution 13***

*The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question and any of their associates.*

*However, this does not apply to a vote cast in favour of Resolution 13 by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *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*
- *a holder acting solely as 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.*

#### ***Proxy Voting Prohibition – Resolution 13***

*Other than as set out below, a vote on Resolution 13 must not be cast as proxy by a Restricted Voter.*

*A Restricted Voter may cast a vote on Resolution 13 as a proxy if either:*

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
  - *does not specify the way the proxy is to vote on this resolution; and*

- expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### **RESOLUTION 14: RE-ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

***“That, for the purposes of section 648G of the Corporations Act and for all other purposes, approve the renewal of the proportional takeover provisions in clause 35 in the constitution of the Company for a period of three years from the date of the Meeting.”***

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#### **RESOLUTION 15: APPROVAL FOR ISSUE OF OPTIONS TO UNRELATED PARTIES**

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

***“That, for the purposes of Listing Rule 7.1 for all other purposes, shareholders approve the issue of an aggregate of 2,000,000 options to Professor Robin Carhart-Harris and Professor Pedro Mediano (and/or their respective nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice.”***

#### **Voting Exclusion Statement – Resolution 15**

*The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of 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 entity) or any associate of that person.*

*However, this does not apply to a vote cast in favour of Resolution 15 by:*

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
  - 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
  - a holder acting solely as 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.
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## OTHER BUSINESS

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To consider any other business that may be brought before the Meeting in accordance with the constitution of the Company ("**Constitution**") and the Corporations Act 2001 (Cth) ("**Corporations Act**").

Dated: 13 October 2025

By the order of the Board



Hamish George  
Company Secretary

The accompanying Memorandum and the Proxy and Voting Instructions form part of this Notice.

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## PROXY AND VOTING INSTRUCTIONS

### Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

### Corporate Representatives

A corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in

### Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00pm on 11 November 2025 (Melbourne time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

### Voting Restrictions on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ended 30 June 2025. Their closely related parties are defined in the *Corporations Act 2001* (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2025 Remuneration Report, any other key management personnel whose remuneration details are included in the 2025 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

### Proxy voting prohibitions – Resolutions 7 to 13

The Remuneration Report identifies key management personnel for the year ended 30 June 2025. Their closely related parties are defined in the *Corporations Act 2001* (Cth) and include specified family members, dependents and companies they control. Each of these parties are defined as "Restricted Voters".

Restricted Voters will not be able to vote undirected proxies held by them on Resolutions 7 to 13 provided however that the Chair may vote undirected proxies on Resolutions 7 to 13 on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

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any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

**How the Chair Will Vote Undirected Proxies**

Subject to the restrictions in the Notice, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

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**Special Resolution**

Resolutions 5, 6 and 14 are proposed as special resolutions. To pass a special resolution, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour.

**TRYPTAMINE THERAPEUTICS LIMITED ACN 163 765 991**  
**("the Company")**  
**2025 ANNUAL GENERAL MEETING**  
**EXPLANATORY MEMORANDUM**

**PURPOSE OF INFORMATION**

This Explanatory Memorandum ("**Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2025 Annual General Meeting ("**Meeting**") to be held at Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123 on Thursday, 13 November 2025 at 4:00pm (Melbourne time).

The Notice incorporates, and should be read together, with this Memorandum.

**HOW TO ATTEND THE MEETING AND VOTE**

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The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares on the Company's share register at 4:00 pm (Melbourne time) on 11 November 2025.

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

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all Shareholders a reasonable opportunity to ask questions, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to participate, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

**BUSINESS**

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**2025 Annual Financial Statements**

Section 317 of the Corporations Act requires the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2025 to be laid before the Annual General Meeting. There is no requirement that Shareholders formally approve the reports.

As permitted by the Corporations Act, a printed copy of the Company's 2025 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2025 Annual



Report is available from the Company's website ([www.tryptherapeutics.com](http://www.tryptherapeutics.com)) and the ASX announcements of the Company ([www.asx.com.au](http://www.asx.com.au), search code "TYP"). An electronic copy of the 2025 annual report can also be requested by email to [hamish.george@bio101.com](mailto:hamish.george@bio101.com).

The Chair will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2025, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor relating to the conduct of the audit.

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

#### **Resolution 1: Non-binding Resolution - Remuneration Report**

The Company is required pursuant to the Corporations Act 2001 (Cth) ("the Corporations Act"), to propose a non-binding resolution regarding the 2025 Remuneration Report, which forms part of the Director's Report in the 2025 Annual Financial Statements. The vote is advisory only and does not bind the directors of the Company ("Directors") or the Company. Shareholders attending the Meeting will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("AGM") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2024 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2025 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2025 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2026 AGM the consequences are that it may result in the re-election of the board of Directors ("Board").

Note that a voting prohibition applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

#### **Resolution 2: Election of Mr Herwig Janssen as a Director**

Clause 13.4 of the Constitution provides that the Directors may appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors (subject to the total number of Directors not exceeding the maximum under the Constitution). Clause 13.4 further provides that a Director so appointed holds office only until the next annual general meeting and is then eligible for re-election. A Director appointed to fill a casual vacancy or as an addition to the existing Directors shall not be taken into account in determining the Directors who are to retire by rotation at each AGM.

Clause 13.3 of the Constitution notes the Company may elect a person as a Director by resolution passed in general meeting.

ASX Listing Rule 14.4 further provides that each Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next AGM of the entity.

Mr Herwig Janssen was appointed as an additional Director on 12 May 2025. Accordingly, Mr Janssen retires as a Director and offers himself for election as a Director.

A biography for Mr Janssen is set out below:

*Mr Janssen is an internationally renowned healthcare and pharmaceutical executive. Most recently, he served as Vice President for Licensing & Acquisitions (Emerging Markets) at J&J Innovative Medicine (formerly Janssen Pharmaceuticals), a subsidiary of multinational conglomerate Johnson & Johnson for nearly three decades.*

*Mr Janssen brings more than 40 years of sector experience, where he has led business development activities for J&J across global emerging markets with a demonstrated track record in licensing, technology transfers and M&A. As a member of the Janssen family, he has a long association with J&J in connection with the strategic acquisition of Janssen Pharmaceuticals. His other roles within the group include VP of Business Development in the US. Mr Janssen undertook multiple senior positions in R&D, international marketing, sales and business development across J&J's consumer and pharmaceutical businesses.*

#### **Directors' Recommendation**

The Board (with Mr Janssen abstaining) unanimously support the election of Mr Herwig Janssen as a Director.

#### **Resolution 3: Election of Dr Daniel Tillett as a Director**

Clause 13.4 of the Constitution provides that the Directors may appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors (subject to the total number of Directors not exceeding the maximum under the Constitution). Clause 13.4 further provides that a Director so appointed holds office only until the next annual general meeting and is then eligible for re-election. A Director appointed to fill a casual vacancy or as an addition to the existing Directors shall not be taken into account in determining the Directors who are to retire by rotation at each AGM.

Clause 13.3 of the Constitution notes the Company may elect a person as a Director by resolution passed in general meeting.

ASX Listing Rule 14.4 further provides that each Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next AGM of the entity.

Dr Daniel Tillett was appointed as an additional Director on 8 November 2024. Accordingly, Dr Tillett retires as a Director and offers himself for election as a Director.

A biography for Dr Tillett is set out below:

*Dr Tillett is the CEO and founder of Nucleics Pty Ltd, a private Australian biotechnology company producing and selling world leading DNA sequencing software to the genomics industry. Nucleics SAAS (software as a service) genomics tools are used in more than 30 countries and at over 250 companies and research institutions. Dr Tillett was previously an Executive Director and Chief Scientific Officer*

*(CSO) at Race Oncology Limited from 17 September 2019 and 1 October 2019, respectively and resigned from both roles on 21 March 2023. Dr Tillett was a Senior Lecturer within the School of Pharmacy at La Trobe University where he taught and researched in the areas of pharmacy, phage therapy, virology, microbiology, bioinformatics and cancer. Dr Tillett's PhD on the molecular genetics and biochemistry of microcystin toxin production was awarded by the University of New South Wales in 2000. He has more than 40 scientific publications and granted patents in molecular biology, virology, microbiology, genetics and biochemistry.*

#### **Directors' Recommendation**

The Board (with Dr Tillett abstaining) unanimously support the election of Dr Daniel Tillett as a Director.

#### **Resolution 5: Re-Election of Mr Gage Jull as a Director**

Clause 13.2 of the Constitution provides that, at each AGM, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to one-third (rounded down in case of doubt) shall retire from office. Clause 13.4 notes that a Director appointed to fill a casual vacancy or as an addition to the existing Directors shall not be taken into account in determining the Directors who are to retire by rotation. Clause 17.4 further notes that the Managing Director shall not retire by rotation under clause 13.2 or 13.4.

The Company has five Directors, one of whom is the Managing Director (Mr Jason Carroll) and two of whom were appointed as additional Directors and accordingly are required to retire at the Meeting under clause 13.4 of the Constitution (Mr Herwig Janssen and Dr Daniel Tillett, refer Resolutions 2 and 3 above). Accordingly, one of the two other Directors is required to retire by rotation at the Meeting.

Noting the above, Mr Gage Jull retires by rotation and, being eligible, offers himself for re-election.

A biography for Mr Jull is set out below:

*Gage is Executive Chairman of Arrow Exploration, a TSX-V and London AIM listed oil and gas exploration and production Company (TSX-V; AIM: AXL). Arrow has grown production, cleaned up its balance sheet and is growing its cashflow. Prior to Arrow, Gage was a Co-Founder and Chairman of Bordeaux Capital Inc., a Toronto-based mergers & acquisitions advisory firm focused on emerging companies in the natural resources and other sectors. Gage is also a Director of GeneTether Therapeutics, a Canadian Stock Exchange listed gene editing and drug development company. Before Bordeaux Capital, Mr. Jull was a Managing Director, Corporate Finance at Mackie Research Capital Corp., an investment banking and securities brokerage firm. Mr. Jull has acted as lead underwriter on numerous cross border equity and debt offerings involving energy assets around the world, with capital sourced in Canada, the U.S. and the U.K. At Prudential Bache, Mr. Jull was the lead banker on the \$40 million cross border IPO of Quadra Logic Technologies, a Vancouver based pharmaceutical company. He has completed over 200 financings and M&A transactions in the course of his career.*

#### **Directors' Recommendation**

The Board (with Mr Jull abstaining) unanimously support the re-election of Mr Gage Jull as a Director.

#### **Resolution 5: Change of Company Name**

Resolution 5 seeks shareholder approval for the Company to change its name to "Entropy Neurodynamics Limited" and to make minor changes to the Constitution to reflect the change of name of the Company to Entropy Neurodynamics Limited.

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

If Resolution 5 is passed, the change of name and minor amendment to the Constitution to reflect that change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved, and if Resolution 5 is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change, as well as an amended copy of the Constitution.

Resolution 5 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 shares) must be in favour of the resolution.

### **Directors' Recommendation**

The Board unanimously recommend that shareholders vote in favour of Resolution 5.

### **Resolution 6: Approval of 10% placement facility**

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM ("**10% Placement Facility**"). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2024 AGM. The shareholder approval obtained at the 2024 AGM will lapse on 8 November 2025, being the date that is 12 months after the 2024 AGM.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

If shareholders pass Resolution 6, the Company may be able to issue the number of equity securities under the 10% Placement Facility in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 (as set out below). If shareholders do not pass Resolution 6, the Company will not be able to issue any equity securities under the 10% Placement Facility.

## **DESCRIPTION OF LISTING RULE 7.1A**

- **Shareholder approval**

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an AGM.

- **Equity securities**

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has one class of quoted equity securities, being ordinary shares (TYP).

- **Formula for calculating 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an AGM may, during the 10% Placement Period (defined below), 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 12 months before the date of the issue or agreement to issue:*

*(i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;*

*(ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:*

- a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or*
- b. the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;*

*(iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:*

- a. the agreement was entered into before the commencement of the relevant period; or*
- b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;*

*(iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;*

*(v) plus the number of partly paid shares that became fully paid in the 12 months;*

*(vi) less the number of fully paid shares cancelled in the 12 months.*

**Note:** *“A” has the same meaning in ASX Listing Rule 7.1 when calculating an entity’s 15% placement capacity.*

*D is 10%*

*E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement has not been subsequently approved by the holders of ordinary securities under ASX Listing Rule 7.4.*

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of the Notice, the Company has 1,439,921,906 ordinary shares on issue and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

- (i) 215,988,285 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) subject to Shareholders approving this Resolution 6, 143,992,190 (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price ("VWAP") of equity securities in the same class calculated over the 15 trading days immediately before:

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

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

("10% Placement Period").

- ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### **SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid for the 10% Placement Period.
- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
  - (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
  - (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 6 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
  - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.

- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price (being \$0.033 (3.3 cents), the closing price of the ordinary shares of the Company at close of trading on 1 October 2025).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0205 50% decrease in Deemed Price	\$0.041 Deemed Price	\$0.0615 50% Increase in Deemed Price
<b>Current Variable A</b>  1,439,921,906 shares	<b>10% Voting Dilution</b>	143,992,190 shares	143,992,190 shares	143,992,190 shares
	<b>Funds raised</b>	\$ 2,951,839.90	\$ 5,903,679.79	\$ 8,855,519.69
<b>50% increase in current Variable A</b>  2,159,882,859 shares	<b>10% Voting Dilution</b>	215,988,285 shares	215,988,285 shares	215,988,285 shares
	<b>Funds raised</b>	\$ 4,427,759.84	\$ 8,855,519.69	\$ 13,283,279.53
<b>100% increase in current Variable A</b>  2,879,843,812 shares	<b>10% Voting Dilution</b>	287,984,381 shares	287,984,381 shares	287,984,381 shares
	<b>Funds raised</b>	\$ 5,903,679.81	\$ 11,807,359.62	\$ 17,711,039.43

**The table above has been prepared on the following assumptions:**

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- No options are exercised or performance rights converted into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.
- The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.

The Company may only issue equity securities under the 10% Placement Facility for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.



The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval sought under Resolution 6, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2024 AGM. As at the date of the Notice, The Company did not issue any equity securities under the capacity available under ASX Listing Rule 7.1A pursuant to the approval obtained at the 2024 AGM.

As at the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 6 and no existing Shareholder's votes will therefore be excluded.

#### **Director recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 6.

#### **Resolution 7**

Resolution 7 seeks shareholder approval for the adoption of an employee incentive scheme, being the Employee Securities Incentive Plan (**Plan**). A summary of the Plan is set out in Annexure A.

#### *ASX Listing Rules*

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities, when aggregated with the securities issued by the entity during the previous 12 months, will exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 Exception 13(b) provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years of shareholder approval of the scheme. The Company seeks approval of the Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b) so that issues of securities under the Plan do not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

If shareholders approve Resolution 7, the Company will be able to issue securities under the Plan without using placement capacity available to the Company. If shareholders do not approve Resolution 7, the Company will not be able to issue securities under the Plan without using placement capacity.

The Company will not be able to issue securities under the Plan to related parties (including Directors

and their associates) without further shareholder approval.

The following information is provided in accordance with Listing Rule 7.2 Exception 13(b):

- A summary of the terms of the Plan is set out in Annexure A.
- The Company has not previously issued any securities under the Plan. The Company proposes issuing the aggregate of 50,000,000 options for which shareholder approval is sought under Resolutions 8 to 12 as well as the fully paid ordinary shares for which shareholder approval is sought under Resolution 13.
- The maximum aggregate number of securities that may be issued under the Plan is 143,992,000, being approximately 10% of the issued ordinary shares on the Company. The maximum aggregate number of securities excludes the options under Resolutions 8 to 12 but includes any fully paid ordinary shares issued under the shareholder approval sought under Resolution 13.
- A voting exclusion statement and proxy voting prohibition as set out in the Notice applies to Resolution 7.

#### **Resolutions 8 to 12: proposed issue of options to Directors**

Resolutions 8 to 12 seek shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue an aggregate of 50,000,000 options (**Director Options**) to the Directors (and/or their nominee(s)). Director Options have an exercise price of \$0.05 (5 cents), vest upon the market capitalisation of the Company exceeding \$100,000,000 (as calculated over a continuous thirty (30) day period) at any time following issue of the Director Options (**Vesting Condition**) and expire on the earlier of three years from the satisfaction of the Vesting Condition or five years from issue.

The full terms of the Director Options are set out in Annexure B to this Memorandum.

The proposed recipients and number of Director Options that they are proposed to receive are set out below:

- Mr Herwig Janssen: 10,000,000 Director Options (Resolution 8);
- Mr Jason Carroll: 10,000,000 Director Options (Resolution 9);
- Mr Chris Ntoumenopoulos: 10,000,000 Director Options (Resolution 10);
- Mr Gage Jull: 10,000,000 Director Options (Resolution 11); and
- Dr Daniel Tillett: 10,000,000 Director Options (Resolution 12).

The Director Options may be issued to nominee(s) as advised to the Company by the proposed recipient.

The Company is proposing to issue the Director Options under the Plan. Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company (Listing Rule 10.14.1);
- An associate of a director of the company (Listing Rule 10.14.2); or

- 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 shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of the Director Options under the Plan to the Directors (and/or their nominee(s)) falls within Listing Rule 10.14.1 above and therefore requires the approval of the shareholders of the Company under Listing Rule 10.14. Resolutions 8 to 12 respectively seek the required shareholder approval for the issue of the Director Options under and for the purposes of Listing Rule 10.14.

If shareholders:

- Approve all of Resolutions 8 to 12, the Company will be able to issue the Director Options to recipients (and/or their nominee(s)). Shares issued on exercise of Director Options (if any) will also increase the placement capacity available to the Company under ASX Listing Rule 7.1 and, if approval is held at the time, ASX Listing Rule 7.1A.
- Approve some, but not all, of Resolutions 8 to 12 then the Company will be able to issue the Director Options the subject of the Resolution(s) approved by shareholders and the issue of shares on exercise of Director Options (if any) will also increase the placement capacity available to the Company under ASX Listing Rule 7.1 and, if approval is held at the time, ASX Listing Rule 7.1A. The Company will not, however, be able to issue Director Options in respect of the Resolution(s) not approved by shareholders.
- Do not approve any of Resolutions 8 to 12 then the Company will not issue the Director Options.

No alternative remuneration to the Director Options is proposed to be provided by the Company in respect of those of Resolutions 8 to 12 that are not approved by shareholders.

The following information is provided for Resolutions 8 to 12 for the purposes of ASX Listing Rule 10.15:

- The proposed recipients of Director Options and the number of Director Options to be issued to each is set out below:
  - Mr Herwig Janssen: 10,000,000 Director Options (Resolution 8);
  - Mr Jason Carroll: 10,000,000 Director Options (Resolution 9);
  - Mr Chris Ntoumenopoulos: 10,000,000 Director Options (Resolution 10);
  - Mr Gage Jull: 10,000,000 Director Options (Resolution 11); and
  - Dr Daniel Tillett: 10,000,000 Director Options (Resolution 12).
- Each of the proposed recipients of Director Options is a Director and therefore falls within Listing Rule 10.14.1.
- The total remuneration package of each Director is set out below:
  - Mr Herwig Janssen: \$100,000;

- Mr Jason Carroll: \$280,000;
  - Mr Chris Ntoumenopoulos: \$140,000;
  - Mr Gage Jull: \$48,000; and
  - Dr Daniel Tillett: \$72,000.
- No securities have previously been issued under the Plan, including to the Directors.
  - Director Options have an exercise price of \$0.05 (5 cents), vest upon the market capitalisation of the Company exceeding \$100,000,000 (as calculated over a continuous thirty (30) day period) (**Vesting Condition**) and expire on the earlier of three years from the satisfaction of the Vesting Condition or five years from issue. The full terms of the Director Options are set out in Annexure B to this Memorandum. The Director Options are proposed to be issued as incentive securities to remunerate each of the recipients. The Director Options were chosen as a means of preserving cash reserves in the Company whilst providing valuable remuneration to each of the proposed recipients. A Black-Scholes valuation of the Director Options at 26 September 2025 attributed a value of \$0.03 per Director Option (based on a share price of \$0.043, volatility rate of 93%, risk free rate of 3.7% and dividend rate of 0%).
  - The Director Options the subject of Resolution 8 to 12 are proposed to be issued shortly after the Meeting and in any event no later than three (3) years after the date of the Meeting.
  - No funds are payable for the issue of the Director Options, which are proposed to be issued as incentive securities to remunerate the proposed recipients of the Director Options.
  - A summary of the material terms of the Plan is set out in Annexure A.
  - No loans will be made in respect of the issue of the Director Options the subject of Resolutions 8 to 12.
  - The Company confirms the following:
    - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
    - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 8 to 12 are approved and who are not named in the Notice will not participate until approval is obtained under that rule.
  - Voting exclusion statements as set out in the Notice apply to Resolutions 8 to 12.

#### *Chapter 2E of the Corporations Act*

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients of Director Options is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of Director Options the subject of Resolutions 8 to 12 respectively are reasonable remuneration and, as such, fall within the exception in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of each of the proposed recipients, the reliance by the Company on a limited number of personnel, the need for the Company to effectively incentivise its Senior Management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company and the terms of the Director Options (including the Vesting Condition).

The Company considers issue of the options is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

*Corporations Act – Section 195(4)*

Notwithstanding the above, and although no Director of the Company participated in the decision making process in respect of securities proposed to be issued to them, the Directors of the Company acknowledge that Resolutions 8 to 12 separately relate to an issue of securities to all the Directors. Accordingly, the Directors propose that Resolutions 8 to 12 each also be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that the Shareholders of the Company determine whether the named related parties will be issued the securities the subject of Resolutions 8 to 12.

Proxy voting prohibitions under section 250BD of the Corporations Act apply to Resolutions 8 to 12.

**Resolution 13: Approval for issue of shares to a Director – Herwig Janssen**

Resolution 13 seeks shareholder approval, for the purposes of Listing Rule 10.14 and for all other purposes, for the Company to issue fully paid ordinary shares (**Director Shares**) under the Plan to Herwig Janssen (and/or his nominee(s)) in lieu of cash fees for Director services rendered. It is proposed to issue Director Shares to Herwig Janssen (and/or his nominee(s)) in respect of accrued Director fees between the date of his appointment on 12 May 2025 and the date of the Meeting, as well as to issue Director Shares for future Director services rendered by Mr Janssen, as agreed between the Company and Mr Janssen. The Director Shares that are issued will in effect represent the remuneration payable to Mr Janssen in his role as a Director in respect of the Director fees that are accrued and converted into Director Shares.

The number of Director Shares to be issued is to be calculated by dividing the amount of Director fees accrued by Mr Janssen by the VWAP of ordinary shares for the 30 trading days prior to the end of each quarter (**Director Share Price**). To the extent that the Company and Mr Janssen agree to issue Director Shares in lieu of cash for Director services, such Director Shares are to be issued on a quarterly basis to align with the Director Share Price. It is proposed that, if shareholders approve Resolution 13, the Company will be able to issue Director Shares at the Director Share Price in respect of Director fees accrued at the date of the Meeting, and up to three years after the date of the Meeting, by Mr Herwig

Janssen. The issue of Director Shares will preserve cash reserves of the Company.

It is anticipated that the accrued Director fees of Mr Janssen will be approximately \$50,958.90 at the date of the Meeting. The annual remuneration of Mr Janssen is \$100,000. The quantum of accrued Director fees for which Director Shares are issued in lieu of cash shall be agreed between the Company and Mr Janssen.

The Company is proposing to issue the Director Shares under the Plan in lieu of cash fees for Director services rendered by Mr Janssen. Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company (Listing Rule 10.14.1);
- An associate of a director of the company (Listing Rule 10.14.2); or
- 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 shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of the Director Shares under the Plan to Mr Janssen falls within Listing Rule 10.14.1 above and therefore requires the approval of the shareholders of the Company under Listing Rule 10.14. Resolution 13 seeks the required shareholder approval for the issue of the Director Shares under and for the purposes of Listing Rule 10.14.

If shareholders approve Resolution 13, the Company will be able to proceed with the issue of the Director Shares at the Director Share Price in lieu of cash fees for Director services rendered by Mr Janssen. The issue of Director Shares will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the applicable approval is held at the time, Listing Rule 7.1A. If shareholders do not approve Resolution 13 then the Company will not be able to issue the Director Shares and all Director fees accrued by Mr Herwig Janssen (including as accrued at the date of the Meeting) will be payable in cash, reducing the cash reserves of the Company.

The following information is provided in accordance with Listing Rule 10.15:

- The Director Shares the subject of Resolution 13 are to be issued to Mr Herwig Janssen (and/or his nominee(s)).
- Mr Herwig Janssen is a Director and therefore falls within Listing Rule 10.14.1.
- The number of Director Shares to be issued will be equal to the quantum of accrued Director fees to be paid in Director Shares divided by the Director Share Price in accordance with the following formula:

$$DS = DF / DSP$$

Where:

DS is the number of Director Shares to be issued.

DF is the quantum of Directors fees to be paid in Director Shares in lieu of cash.

DSP is the Director Share Price (being the VWAP of ordinary shares for the 30 trading days prior to the end of each quarter).

- The annual remuneration of Herwig Janssen is \$100,000.
- No securities have previously been issued under the Plan, including to Herwig Janssen.
- The Company proposes issuing Director Share progressively over the three year period after the Meeting in respect of Director fees accrued by Mr Herwig Janssen, however no Director Shares will be issued after the date that is three (3) years after the date of the Meeting.
- Director Shares will be issued at the Director Share Price, being a deemed price per Director Share in lieu of cash in respect of Director fees that would otherwise be payable in cash by the Company to Mr Herwig Janssen.
- A summary of the material terms of the Plan is set out in Annexure A.
- No loans are proposed to be made in respect of the issue of the Director Shares.
- The Company confirms the following:
  - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
  - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 13 is approved and who are not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion statement as set out in the Notice applies to Resolution 13.

#### *Chapter 2E of the Corporations Act*

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Mr Janssen is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of Director Shares under Resolution 13 is reasonable remuneration and therefore that the exception in Section 211 of the Corporations Act applies such that shareholder approval under Chapter 2E of the Corporations Act is not required, on the basis that the Director Shares are proposed to be issued in lieu of cash for Director services rendered at an issue price that is effectively market price (being the Director Share Price).

## Resolution 14: Renewal of Proportional Takeover Provisions

Clause 35 of the Constitution contains provisions dealing with member approval requirements if there was to be any proportional takeover bids for the Company's securities (**Proportional Bid Provisions**).

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions be renewed.

A soft copy of the Constitution can be sent via email to any shareholder upon request to the Company.

The Resolution to renew the Proportional Bid Provisions is proposed as a special resolution. Accordingly, to be passed at least 75% of the votes validly cast on the Resolution by shareholders eligible to vote on the Resolution by number of shares must be in favour of the Resolution.

If Resolution 9 is passed, shareholders holding at least 10% of the Company's issued ordinary shares may, within 21 days after the Meeting, apply to a court to have the purported renewal of the Proportional Bid Provisions set aside. The court may make an order setting aside the purported renewal of the Proportional Bid Provisions if it is satisfied that it is appropriate in the circumstances to do so.

In seeking the members' approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to members.

### Proportional takeover bid

A "proportional takeover bid" is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. It is not a bid for all securities held by all members of that class, only part of the securities each holds. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders.

### Effect of the proposed provisions

Clause 35 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Offeror**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Clause 35 also provides that:

- (a) The meeting must take place more than 14 days before the last day of the bid period (Resolution Deadline);



- (b) If an Approving Resolution is not voted upon at the end of the day before the relevant day in relation to the off market bid under which offers have been made, the Approving Resolution is deemed approved; and
- (c) If the Approving Resolution is rejected, all offers under the proportional takeover bid are deemed withdrawn and the Offeror must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

If then Clause 35 as described above will continue to have effect for a period of three years from the date of the Meeting.

The Proportional Takeover Provisions do not apply to full takeover bids. If shareholders pass Resolution 9 and the Proportional Takeover Provisions are re-adopted, they will cease to apply at the end of three years after renewal unless renewed by a further Special Resolution of shareholders.

#### **Reasons for the proposed provisions**

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

#### **Knowledge of any acquisition proposals**

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

#### **Advantages and disadvantages during the period in which they have been in effect**

As there have been no takeover bids made for any of the shares in the Company since the initial adoption of the Proportional Bid Provisions, there has been no application of Clause # with respect to the Company as at the date of the notice of meeting. It may be considered that the potential advantages and disadvantages described below have applied for the period since adoption of Clause 35 as part of the Constitution.

#### **Potential advantages and disadvantages**

The adoption of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;

- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders to sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

#### **Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

#### **Directors' Recommendation**

The Board unanimously support this Resolution and recommend Shareholders vote for this Resolution 14.

#### **Resolution 15: Approval for issue of options to unrelated parties**

Resolution 15 seeks shareholder approval, for the purposes of Listing Rule 7.1 and for all other purposes, for the Company to issue an aggregate of 2,000,000 options to Professor Robin Carhart-Harris and Professor Pedro Mediano (each of whom is not a related party of the Company) (and/or their respective nominee(s)).

Each option has an exercise price of \$0.08 (8 cents) and expires two years from issue. The full terms of the options the subject of this Resolution 15 are set out in Annexure C.

Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the company's issued share capital at the commencement of the twelve month period. One circumstance where an action or an issue is not taken into account in calculating the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If Resolution 15 is passed, the Company will be able to proceed to issue the 2,000,000 options the subject of Resolution 15. In addition, if shares are issued on exercise of the options the subject of Resolution 15 (if any), such issue will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the required approval is held at the time, Listing Rule 7.1A. If Resolution 15 is not passed, the Company will not be able to issue the options the subject of Resolution 15. The Company may consider an alternative form of payment if the options the subject of Resolution 15 are not approved by shareholders (such as a cash payment) but is not under an obligation to do so.

The following information is provided in accordance with the requirements of Listing Rule 7.3:

- The options are to be issued to Professor Robin Carhart-Harris and Professor Pedro Mediano, each of whom is not a related party of the Company.
- The total number of securities issued is 2,000,000 options.
- Options have an exercise price of \$0.08 (8 cents) and expire 2 years from issue. The full terms of the options are set out in Annexure C.
- The options are to be issued shortly after the Meeting and in any event no more than three (3) months after the date of the Meeting.
- The options have a nil issue price.
- The options the subject of Resolution 15 are to be issued as part fees for services rendered in connection with validation of a new EEG-based biomarker platform for use in clinical practice as announced by the Company to ASX on 21 August 2025.
- The options the subject of Resolution 15 are to be issued as part fees for services rendered in connection with validation of a new EEG-based biomarker platform for use in clinical practice as announced by the Company to ASX on 21 August 2025. Funds raised on exercise of options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.
- A voting exclusion for Resolution 15 is contained in the Notice accompanying this Memorandum.

**ANNEXURE A**  
**SUMMARY OF PLAN TERMS**

Terms defined in this Annexure A have the definitions contained in this Annexure A.

The Company has adopted the Employee Securities Incentive Plan (**Plan**). The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below. Executive and Non-Executive Directors participate in the Plan.

- (a) **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an “ESS participant” (as that term is defined in Division 1A of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
- (i) an employee or director of the Company or an individual who provides services to the Company;
  - (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
  - (iii) a prospective person to whom paragraphs (i) or (ii) apply;
  - (iv) a person prescribed by the relevant regulations for such purposes; or
  - (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).
- (b) **(Maximum allocation)**
- (i) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where the total number of Plan Shares (as defined in paragraph (m) below) that may be issued, or acquired upon exercise of Plan Convertible Securities offered, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.
  - (ii) Subject to Shareholder approval at the General Meeting, the maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 is 143,992,000 (**ASX Limit**). This means that, subject to Shareholder approval at the General Meeting, and the following paragraph, the Company may issue up to the ASX Limit under the Plan, without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.
  - (iii) The Company will require prior Shareholder approval for the issue of Securities under the Plan to Directors, their associates, and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by

Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

- (c) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
  - (ii) link the reward of Eligible Participants to Shareholder value creation; and
  - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

- (d) **(Plan administration):** The Plan will be administered by an appointed plan committee, or the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

- (e) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

- (f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (g) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (h) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of

Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- (i) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

**Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically

forfeited on the expiry date specified in the invitation.

- (l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
- (o) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the

amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (r) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.
- (s) **(Employee Share Trust):** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



**ANNEXURE B**  
**TERMS OF DIRECTOR OPTIONS**  
**RESOLUTIONS 8 TO 12**

Reference in this Annexure B to "Options" are to Director Options. Terms defined in this Annexure B have the definitions contained in this Annexure B.

1. **(Entitlement):** Subject to the terms and conditions set out below, each Option entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Options are issued for nil cash consideration.
3. **(Vesting Condition):** The Options vest upon and subject to the market capitalisation of the Company exceeding \$100,000,000 (as calculated over a continuous thirty (30) day period) at any time following issue of the Options (**Vesting Condition**). Options are only able to be exercised following satisfaction of the Vesting Condition.
4. **(Exercise Price):** The Options are exercisable at \$0.05 (5 cents) each.
5. **(Expiry Date):** Each Option expires upon the earlier of three (3) years after the date of satisfaction of the Vesting Condition or the date that is five (5) years after the issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date automatically lapses on the Expiry Date.
6. **(Exercise Period):** The Options are exercisable at any time and from time to time after satisfaction of the Vesting Condition and on or prior to the Expiry Date.
7. **(Notice of Exercise):** The Options may be exercised 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.
8. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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**).
9. **(Issue of Shares):** As soon as practicable after the valid exercise of an Option, 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 Options held by the holder;
  - (c) if required, and subject to clause 10, 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.

10. **(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, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
11. **(Ranking):** All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
12. **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
13. **(Cashless exercise of Options):** The holder of Options may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).
14. **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date.
15. **(Dividend rights):** An Option does not entitle the holder to any dividends.
16. **(Voting rights):** An Option 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.
17. **(Quotation of the Options):** The Company will not apply for quotation of the Options on any securities exchange.
18. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
19. **(Entitlements and bonus issues):** Subject to the rights under clause 19, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
20. **(Adjustment for bonus issues of Shares):** 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):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.
- 21. **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- 22. **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- 23. **(Takeovers prohibition):**
  - (a) the issue of Shares on exercise of the Options is subject to and conditional upon 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 will not be 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 Options.
- 24. **(No other rights)** An Option 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.
- 25. **(Amendments required by ASX)** The terms of the Options 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.
- 26. **(Plan)** The Options are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
- 27. **(Constitution)** Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.



**ANNEXURE C  
TERMS OF OPTIONS  
RESOLUTION 15**

Terms defined in this Annexure C have the definitions contained in this Annexure C.

**1. Entitlement**

- (a) On the relevant issue date, an 'option' once issued by the Company in accordance with these terms entitles the Optionholder to subscribe for one Share for each 'option' at the exercise price specified in clause 3, during the option period specified in clause 4 of these Option Terms (**Options**).
- (b) Options will be granted to the Optionholder free of charge and may only be granted in the Optionholder's or the Optionholder's nominee's name.
- (c) The Options are not transferrable.

**2. Issue price**

No amount is payable on issue of the Options.

**3. Exercise price**

The exercise price of an Option is \$0.08 per Option.

**4. Option period and vesting**

- (a) There are no vesting conditions attaching to the Options.
- (b) The Options may be exercised in part or in whole at any time.
- (c) All of the Options automatically expire 24 months from the date of issue.

**5. Participation rights, bonus issues, rights issues and reorganisations**

**5.1 Participation**

The Optionholder is not entitled to participate in any new issue to existing shareholders of securities in the Company except to the extent it has exercised its Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares.

**5.2 Notice of new issue**

The Company must give the Optionholder, in accordance with the ASX Listing Rules, notice of:

- (a) the proposed terms of the issue or offer proposed under clause 5.1 of these Option Terms; and
- (b) where the Option can be exercised by the Optionholder, the right to exercise its Options under clause 5.1 of these Option Terms.

**5.3 Bonus issues**

If the Company makes a bonus issue of shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Options before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Options are exercisable is increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Options before the record date for determining entitlements to the issue.

#### **5.4 Pro rata issues**

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares has been issued in respect of the Options before the record date for determining entitlements to the issue, the exercise price of each Option is reduced in accordance with the ASX Listing Rules.

#### **5.5 Reorganisation**

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Optionholder (including the number of Options to which the Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

#### **5.6 Calculations and adjustments**

Any calculations or adjustments which are required to be made under clause 5 of these Option Terms will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Optionholder.

#### **5.7 Notice of change**

The Company must within a reasonable period give to the Optionholder notice of any change under clause 5 of these Option Terms to the exercise price of any Options held by the Optionholder or the number of Shares which the Optionholder is entitled to subscribe for on exercise of an Option.

### **6. Method of exercise of Options**

#### **6.1 Method and payment**

To exercise Options, the Optionholder must give the Company or its share registry, at the same time:

- (a) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued; and
- (b) payment of the exercise price for the Shares the subject of the exercise notice by way of bank cheque or by other means of payment approved by the Company.

#### **6.2 Exercise of Options**

- (a) The Optionholder may exercise the Options in part or in whole.
- (b) Options will be deemed to have been exercised on the date the application is lodged with the Company Secretary of the Company.

### 6.3 Issue of Shares

Within 10 business days after receiving an application for exercise of Options and payment by the Optionholder of the exercise price, the Company must issue the Optionholder the number of Shares specified in the application.

### 7. Ranking of Shares issued on exercise of Options

Subject to the Company's constitution, all Shares issued on the exercise of Options rank in all respects (including rights relating to dividends) pari passu with the existing Shares at the date of issue.

### 8. Quotation

- (a) The Company will not apply to ASX Limited for official quotation of the Options.
- (b) The Company will apply to ASX Limited for official quotation of the Shares issued on exercise of Options.

### 9. Deferral of Exercise if resulting in a prohibited acquisition of Shares

If the exercise of an Option would result in any person being in contravention of section 606(1) of the Corporations Act (**Prohibition**), the exercise of those Options shall be deferred until such time or times when the exercise would not result in a contravention of the Prohibition. In assessing whether the exercise of an Option would result in any person being in contravention of the Prohibition:

- (a) Optionholders may give written notice to the Company if they consider that the exercise of an Option may result in contravention of the Prohibition. The absence of such written notice from the Optionholder will entitle the Company to assume that the exercise of an Option will not result in any person being in contravention of the Prohibition.
- (b) The Company may (but is not obliged to) by written notice to an Optionholders request that an Optionholder provides the written notice referred to in paragraph 9(a) within 7 days if the Company considers that the exercise of an Option may result in the contravention of the Prohibition. The absence of such written notice from the Optionholders will entitle the Company to assume that the exercise of an Optionholders will not result in any person being in contravention of the Prohibition.

### 10. Control events

Options issued to an Optionholder may be immediately exercised and Shares issued to the Optionholder at the total discretion of the Board of the Company on the occurrence of any of the following events:

- (a) a Takeover Bid is made to acquire all or some of the ordinary shares in the capital of the Company and the directors of the Company recommend to shareholders that the Takeover Bid be accepted;
- (b) a court approves a Scheme of Arrangement which would result in a person having a Relevant Interest in more than 50% of the ordinary shares in the capital of the Company; or

- (c) the Company announces to the ASX an intention to sell all or substantially all of its business undertakings or assets.

**11. Dealing restrictions**

**11.1 Options**

Any Dealing in respect of an Option is prohibited, unless the Board determines otherwise or the Dealing is required by law.

**11.2 Shares**

Subject to any overriding restriction in these terms, the Optionholder will be free to Deal in the Shares which are delivered on vesting and exercise of an Option.

**12. Definitions (in this Annexure C only):**

**Company** means Tryptamine Therapeutics Ltd ACN 163 765 991.

**Dollar** means an Australian dollar.

**Optionholder** means the person holding the Option.

**Relevant Interest** has the meaning given to it in the Corporations Act. **Scheme of Arrangement** has the meaning given to it in the Corporations Act. **Share** means a fully paid ordinary share in the capital of the Company.

**Takeover Bid** has the meaning given to it in the Corporations Act.



Your proxy voting instruction must be received by **4:00pm (AEDT) on Tuesday, 11 November 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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Tryptamine Therapeutics Limited, to be held at **4:00pm (AEDT) on Thursday, 13 November 2025 at Bio101 Financial Advisory's offices at Suite 1.01 117 Camberwell Road, Hawthorn East VIC 3123** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

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

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

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 Resolutions 1, 7, 8, 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 7, 8, 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 APPROVAL FOR ISSUE OF OPTIONS TO MR JASON CARROLL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 ELECTION OF MR HERWIG JANSSEN AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 APPROVAL FOR ISSUE OF OPTIONS TO MR CHRIS NTOUMENOPOULOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 ELECTION OF DR DANIEL TILLET AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 APPROVAL FOR ISSUE OF OPTIONS TO MR GAGE JULL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RE-ELECTION OF MR GAGE JULL AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 APPROVAL FOR ISSUE OF OPTIONS TO DR DANIEL TILLET	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 CHANGE OF COMPANY NAME	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 APPROVAL FOR ISSUE OF SHARES TO A DIRECTOR – HERWIG JANSSEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 APPROVAL OF 10% PLACEMENT FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 RE-ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 APPROVAL FOR ISSUE OF OPTIONS TO UNRELATED PARTIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 APPROVAL FOR ISSUE OF OPTIONS TO MR HERWIG JANSSEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) /  /

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