

BPH Global Limited
Block Arcade, Office 324,
Level 3, 96 Elizabeth St
Melbourne, VIC, 3000
ACN: 009 104 330



BPH Global Ltd

Notice of 2025 Annual General Meeting

Explanatory Statement | Proxy Form

14 November 2025

3:00PM AEDT

Address

Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000

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

For personal use only

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Important Information for Shareholders about the Company’s AGM

This Notice is given based on circumstances as at 10 October 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://bphglobal.com.au>. Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm AEDT on 14 November 2025 at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000.

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting of Shareholders of BPH Global Ltd ACN 009 104 330 will be held at 3:00pm AEDT on 14 November 2025 at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on 12 November 2025.

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

Agenda

Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the 2025 financial year.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of Company's auditor, HLB Mann Judd (VIC Partnership), will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Company's Annual Report can be viewed online at and on the ASX announcements platform www.asx.com.au (ASX code: BP8) and the Company's website <https://bphglobal.com.au>.

Resolutions

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **Non-Binding 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.

Resolution 2 – Re-election of Francesco Cannavo as Director

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

“That, Francesco Cannavo, a Director of the Company, retires and being eligible offers himself for re-election as a Director, is re-elected a Director effective immediately.”

Resolution 3 – Re-election of Deepak Jha as Director

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

“That, Deepak Jha, a Director of the Company, retires and being eligible offers himself for re-election as a Director, is re-elected a Director effective immediately.”

Resolution 4 – Ratification of Prior Issue of Placement Shares - Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 144,750,000 Placement Shares issued on 25 September 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 5 – Ratification of Prior Issue of Placement Shares Listing Rule 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 104,000,000 Placement Shares issued on 25 September 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 6 – Approval to issue Tranche 2 Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 276,250,000 Placement Shares to the Tranche 2 Placement Participants on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 7 – Approval to issue Placement Shares and Placement Options to a Related Party

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 25,000,000 Placement Shares and 12,500,000 Placement Options to Ancan Investments Pty Ltd, a Related Party of the Company."

Resolution 8 – Approval of Issue of Placement Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 262,500,000 Placement Options to Placement Participants, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Resolution 9 – Approval of Issue of Joint Lead Managers Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Shares to the Joint Lead Managers on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Resolution 10 – Approval of Issue of May Placement Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 76,125,000 May Placement Options to the May Placement Participants, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Resolution 11 – Approval of Issue of Options to Sanlam

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 60,000,000 Options to Sanlam Private Wealth Pty Ltd or its nominees under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement."

Resolution 12 – Approval to Issue up to \$1,000,000 worth of Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders authorise and approve the issue of up to the number of Shares determined by \$1,000,000 divided by the Proposed Share Issue Price on the terms and conditions in the Explanatory Statement."

Resolution 13 – Approval of Issue of Shares and Options to Mr Paul Stephenson, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 62,500,000 Shares and 31,250,000 Options each exercisable at \$0.004 per Option and expiring two years from the date of issue, to Mr Paul Stephenson (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 14 – Approval of Issue of Shares and Options to Mr Francesco Cannavo, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 75,000,000 Shares and 37,500,000 Options each exercisable at \$0.004 per Option and expiring two years from the date of issue, to Mr Francesco Cannavo (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 15 – Approval of Issue of Shares and Options to Mr Matthew Leonard, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 90,000,000 Shares and 45,000,000 Options each exercisable at \$0.004 per Option and expiring two years from the date of issue, to Mr Matthew Leonard (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 16 (a), (b), (c) and (d) – Approval to issue Director Performance Rights

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

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 120,000,000 Performance Rights to Directors (or their respective nominees) as follows:

- a) up to 30,000,000 Director Performance Rights to Paul Stephenson or his nominee;*
- b) up to 30,000,000 Director Performance Rights to Francesco Cannavo or his nominee;*
- c) up to 30,000,000 Director Performance Rights to Matthew Leonard or his nominee and*
- d) up to 30,000,000 Director Performance Rights to Deepak Jha or his nominee,*

on the terms and conditions in the Explanatory Statement.’

Resolution 17 – Approval of Issue of Shares to Rajiv Ramnarayan

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

‘That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 15,000,000 Shares to Rajiv Ramnarayan or his nominee on the terms and conditions set out in the Explanatory Statement.’

Resolution 18 – Adoption of Employee Securities Incentive Plan

To consider and, if thought fit, to pass 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 an employee incentive scheme titled ‘Employee Securities Incentive Plan’ and for the issue of securities under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”

Resolution 19 – ASX Listing Rule 7.1A Approval of Future Issue of Securities.

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

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

Voting Prohibitions and Exclusions

Resolution 1	<p>Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:</p> <p>(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and</p> <p>(b) it is not cast on behalf of a Restricted Voter.</p> <p>If you appoint the person chairing the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote “against”, or to abstain from voting on, this Resolution.</p>
Resolutions 4 and 5	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of by or on behalf of any person who participated in the issue of Shares referred to in each Resolution, or any of their respective associates.</p> <p>However, this does not apply to a vote cast in favour by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> • 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 <p>the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolutions 6, 8, 9, 10, 11, 12 and 17	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of 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 Shareholder), or any of their respective associates. However, this does not apply to a vote cast in favour by:</p> <p>(d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(e) the Chair as proxy or attorney for a person who is entitled to vote on the</p>

	<p>Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> 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.
Resolutions 7, 13, 14, 15, 16a, 16b, 16c and 16d.	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of 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 Shareholder), or any of their respective associates. However, this does not apply to a vote cast in favour by:</p> <p>(g) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(h) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> 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 <p>(a) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolution 18	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <p>(a) a person who is eligible to participate in the Plan; or</p> <p>(b) an Associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <p>(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(ii) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> 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.

	<p>Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is a Restricted Voter; and (b) the appointment does not specify the way the proxy is to vote on the Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair; and • the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 19	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or b) an Associate of that person or those persons. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (ii) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> • 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.

Determination of voting entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 5:00pm AEDT on 12 November 2025.

Votes

Voting on each resolution will be by way of a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at Automic GPO Box 5193, Sydney NSW 2001, in person Level 5, 126 Phillip Street Sydney NSW 200, by email at meetings@automicgroup.com.au or online at <https://investor.automic.com.au/#/loginsah> by 48 hours prior to commencement of the Meeting.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chair will vote undirected proxies on, and in favour of Resolutions 1 to 19.

If the proxy is the Chair, the Chair can vote undirected proxies on Resolution 1, 13, 14, 15, 16a, 16b, 16c, 16d and 18, provided that the proxy form expressly authorises the Chair to vote on Resolution these Resolutions even though these Resolutions are connected with the remuneration of key management personnel (KMP).

A form of proxy accompanies this Notice.

Questions and Comments by Shareholders

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to HLB Mann Judd if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2025. Relevant written questions for the auditor must be received by the Company no later than 3:00pm AEDT on 7 November 2025. A representative of HLB Mann Judd

will provide answers to the questions at the Meeting. Questions can be sent by email to the Company Secretary at justyn@stedwell.com.au or by post to BPH Global Ltd, Suite 324, Level 3, 96 Elizabeth St, Melbourne VIC 3000.

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm AEDT on 14 November 2025 at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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

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

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

Whilst the Company will not provide a hard copy of the Annual Financial Report unless specifically requested to do so, the Company's Annual Report can be viewed online at and on the ASX announcements platform www.asx.com.au (ASX code: BP8) and the Company's website <https://bphglobal.com.au>.

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

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Resolutions

Resolution 1– Adoption of Remuneration Report

Background

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Annual Financial Report. The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Report.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for this Meeting.

The Directors 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.

Voting

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

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

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Where permitted, the Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 2 – Re-election of Francesco Cannavo as a Director

Background

Francesco Cannavo, an Executive Director of the Company retires at the Meeting and being eligible offers himself for Re-election.

Mr Cannavo is an experienced public company director with significant business and investment experience working with companies operating across various industry sectors. Mr Cannavo is the founder of Golden Venture Capital, a corporate advisory firm based out of Melbourne, Australia. He has been instrumental in assisting many listed and unlisted companies achieve their growth potential by providing strategic advice on raising investment capital and completing strategic acquisitions. He is an entrepreneur with a strong network of investors and industry contacts in the public company sector in Australia and throughout the Asia-Pacific region. He has extensive experience in capital raisings, investment activities and IPOs.

Directors' recommendation

The Directors (Francesco Cannavo abstaining) recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Re-election of Deepak Jha as Director

Background

Deepak Jha, an Executive Director of the Company appointed a Director by the Board on 22 April 2025, retires at the Meeting and being eligible offers himself for Re-election.

Deepak Jha currently serves as both Director of the Company's wholly owned Indonesian subsidiary, P.T. BPH Global Indonesia, and as Operations Director in Indonesia. He has extensive experience and expertise in the global seaweed industry and commodities trading.

He has over two decades of experience across Indonesia's trading, mining, manufacturing, and investment sectors, he brings a proven track record in driving growth within challenging and emerging markets. As a board member and shareholder of Mitra Agro Global, among other ventures, he has successfully led large-scale, sustainable projects focused on delivering long-term value.

Deepak's leadership is defined by his ability to build resilient teams and forge strategic partnerships that support scalable and profitable development. A strong advocate for the Blue Economy, he actively champions sustainable seaweed farming and Ulva cultivation in partnership with the United Nations Global Quality and Standards Programme (UNGQSP), working closely with coastal communities across Indonesia. His initiatives align investor interests with measurable environmental impact—reinforcing his commitment to both economic and ecological sustainability.

Directors' recommendation

The Directors (Deepak Jha abstaining) recommend that Shareholders vote in favour of this Resolution.

Background to the Placement and Resolutions 4 to 9.

On 17 September 2025, the Company announced a capital raising of \$1,100,000 (before costs) through the issue of 550,000,000 Shares at an issue price of \$0.002 per Share (**Placement Shares**), with 1 attaching Option for every 2 Placement Shares subscribed for, being 275,000,000 Options, exercisable at \$0.004 each and expiring 2 years from the date of issue (**Placement Options**) (**Placement**).

The Placement is being undertaken in the following tranches:

- (a) 248,750,000 Placement Shares issued to unrelated parties on 25 September 2025 (**Tranche 1 Placement Shares**) using the Company's available placement capacity under Listing Rule 7.1 (144,750,000 Shares) and Listing Rule 7.1A (104,000,000 Shares) (**Tranche 1 Placement**), ratification of these prior issues of Tranche 1 Placement Shares is the subject of Resolutions 4 and 5.
- (b) 276,250,000 Placement Shares to be issued to unrelated parties subject to Shareholders approving Resolution 6 for the purpose of ASX Listing Rule 7.1 (**Tranche 2 Placement Shares**);
- (c) 25,000,000 Placement Shares and 12,500,000 Placement Options to be issued to Ancan Investments Pty Ltd, a Related Party of the Company, subject to Shareholders approving Resolution 7 for the purposes of ASX Listing Rule 10.11 (**Related Party Placement Securities**);
- (d) 262,500,000 Placement Options to be issued to unrelated parties subject to Shareholders who participated in the Placement approving Resolution 8 for the purposes of ASX Listing Rule 7.1.

The Company has engaged Sanlam Private Wealth and Novus Capital (**Joint Lead Managers**) as lead managers and brokers to the Placement and will receive a cash fee of 6% of funds raised under the Placement and 5,000,000 Shares each (total 10,000,000 Shares). The issue of 10,000,000 Shares to the Joint Lead Managers is subject to the passing of Resolution 9 for purpose of ASX Listing Rule 7.1.

The Company intends to use the funds raised from the Placement to fund Indonesia-based seaweed operations, R&D projects, working capital and the costs of the Placement.

Resolutions 4 and 5 – Ratification of Prior Issue of Placement Shares

General

The background of the Placement is set out previously in this Explanatory Statement.

For the purposes of ASX Listing Rule 7.4, Resolution 4 seeks the approval of Shareholders to ratify the issue of 144,750,000 Tranche 1 Placement Shares issued pursuant to Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.4, Resolutions 5 seeks the approval of Shareholders to ratify the issue of 104,000,000 Tranche 1 Placement Shares issued pursuant to Listing Rule 7.1A.

Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. At the Company's Annual General Meeting held on 27 November 2024 the Company sought and obtained approval of its Shareholders under ASX Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 or 7.1A and, as it has not yet been approved by Shareholders, effectively uses up the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 or 7.1A.

The effect of Shareholders passing of Resolutions 4 and 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% and 10% placement capacity set out in Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 144,750,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, 144,750,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 144,750,000 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 5 is passed, 104,000,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, 104,000,000 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 104,000,000 Equity Securities for the 12-month period following the issue of those Placement Shares.

The Company confirms that Listing Rule 7.1 or 7.1A was not breached at the time the Tranche 1 Placement Shares were issued.

Specific Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation Resolutions 4 and 5:

The Tranche 1 Placement Shares the subject of Resolutions 4 and 5 were issued to new and existing investors, including sophisticated and professional investors (**Tranche 1 Placement Participants**), none of whom is a related party or a member of the Company's key management personnel or an advisor to the Company or an associate to any of these parties or a substantial shareholder (>10%). The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers.

A total of 144,750,000 Tranche 1 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 4). A total of 104,000,000 Tranche 1 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 5).

The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

The Tranche 1 Placement Shares were issued on 25 September 2025 at an issue price of \$0.002 each. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares.

The Company intends to use the funds raised from the Placement for the fund Indonesia-based seaweed operations, R&D projects, working capital and the costs of the Placement.

There are no other material terms to the agreement for the subscription of the Placement Shares.

A voting exclusion statement applies to these Resolutions and are included in the Notice.

Additional Information

Resolutions 4 and 5 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 4 and 5.

Resolution 6 – Approval to issue Tranche 2 Placement Shares

General

The background to the Placement is set out previously in this Explanatory Statement.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 276,250,000 Tranche 2 Placement Shares.

ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out previously in the Explanatory Statement.

The issue of the 276,250,000 Tranche 2 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the Company will be able to proceed with the issue of up to 276,250,000 Tranche 2 Placement Shares. In addition, the issue of the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of up to 276,250,000 Tranche 2 Placement Shares.

Specific information requires by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the 276,250,000 Tranche 2 Placement Shares:

- a. The 276,250,000 Tranche 2 Placement Shares will be issued to new and existing investors, including sophisticated and professional investors (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers, none of whom is a related party or a member of the Company's key management personnel or an advisor to the Company or an associate to any of these parties or a substantial shareholder (>10%).

- b. A maximum of 276,250,000 Tranche 2 Placement Shares will be issued pursuant to this Resolution.
- c. The Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- d. The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- e. The Tranche 2 Placement Shares will be issued at an issue price of \$0.002 each.
- f. A summary of the intended use of funds raised from the Placement is set out previously in this Explanatory Statement.
- g. There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- h. A voting exclusion statement is included in the Notice.

Additional Information

Resolutions 6 is an Ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 7 – Approval to issue Placement Shares and Options to Related Party

General

The background to the Placement is set out previously in this Explanatory Statement.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 25,000,000 Tranche 2 Placement Shares and 12,500,000 Placement Options to Ancan Investments Pty Ltd (or its nominees) (**Related Party Placement Securities**). Ancan Investments is a Company associated with parents of Company Director Francesco Cannavo.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- a) a related party (Listing Rule 10.11.1);
- b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Ancan Investments Pty Ltd is considered a related party as it is controlled by the parents of Company Director Francesco Cannavo. Shareholder approval pursuant to Listing Rule 10.11 is

therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

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

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue the Related Party Placement Securities, raising up to \$50,000 (before costs).

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Related Party Placement Securities and will not receive the \$50,000 (before costs) committed by Ancan Investments Pty Ltd.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Related Party Placement Securities:

- a) The Related Party Placement Securities will be issued to Ancan Investments Pty Ltd (and/or its nominees).
- b) Ancan Investments Pty Ltd fall into the category stipulated by Listing Rule 10.11.1 by virtue of being a company controlled by the parents of Company Directors Francesco Cannavo.
- c) A maximum of 25,000,000 Placement Shares and 12,500,000 Placement Options will be issued to Ancan Investments Pty Ltd (and/or its nominees).
- d) The Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- e) The Options will be exercisable at \$0.004 each and will expire 2 years from the date of issue. Full terms of the Placement Options are set out in Annexure A.
- f) The Related Party Placement Securities will be issued within one month after the date of the Meeting.
- g) The 25,000,000 Placement Shares will be issued at an issue price of \$0.002 each, being the same issue price as other Placement Shares, and will raise \$50,000 (before costs).
- h) The 12,500,000 Options are proposed to be issued for nil cash consideration as they are free-attaching to the Shares. Accordingly, no funds will be raised from the issue of the Options. Any funds raised upon exercise of the Options will be used towards general working capital purposes.
- i) The intended use of funds raised from the Placement is set out previously in this Explanatory Statement. No additional funds will be raised by the issue of the Options.
- j) The proposed issue of the Related Party Placement Securities is not intended to remunerate or incentivise the Directors.
- k) There are no other material terms to the proposed issue of the Related Party Placement Securities. The Related Party Placement Securities will not be issued pursuant to an agreement.
- l) A voting exclusion statement is included in the Notice.

Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The proposed issue of the Related Party Placement Securities constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Related Party Placement Securities because the Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Additional information

Resolution 7 is an Ordinary Resolution.

The Board (with Francesco Cannavo abstaining) recommend Shareholders vote in favour of this Resolution.

Resolution 8 – Approval of Issue of Placement Options

General

The background to the Placement is set out previously in this Explanatory Statement.

Resolution 8 seeks Shareholder approval for the issue of 262,500,000 Placement Options to Placement Participants for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out previously in the Explanatory Statement.

The issue of the 262,500,000 Placement Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 8 is passed, the Company will be able to proceed with the issue of up to 262,500,000 Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of up to 262,500,000 Placement Options.

Specific information requires by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the 276,250,000 Tranche 2 Placement Options:

- a. The 262,500,000 Placement Options will be issued to new and existing investors, including sophisticated and professional investors who participated in the Placement (**Placement Participants**). The Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Managers, none of whom is a related party or a member of the Company's key management personnel or an advisor to the Company or an associate to any of these parties or a substantial shareholder (>10%).
- b. A maximum of 262,500,000 Placement Options will be issued pursuant to this Resolution.

- c. The 262,500,000 Placement Options will be exercisable at \$0.004 each and will expire 2 years from the date of issue. Full terms of the Placement Options are set out in Annexure A.
- d. The 262,500,000 Placement Options will be issued no later than 3 months after the date of the Meeting.
- e. The Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Placement Shares (on a 1 Option for every 2 Shares basis). Accordingly, no funds will be raised from the issue of the Options. Any funds raised upon exercise of the Options will be used towards general working capital purposes.
- f. A summary of the intended use of funds raised from the Placement is set out previously in this Explanatory Statement.
- g. There are no other material terms to the agreement for the subscription of the Placement Options.
- h. A voting exclusion statement is included in the Notice.

Additional Information

Resolutions 8 is an Ordinary Resolutions.

The Board recommends that Shareholders vote in favour of Resolution 8.

Resolution 9 – Approval of Issue of Shares to Joint Lead Managers

General

The background to the Placement and the proposed issue of 10,000,000 Shares to the Joint Lead Managers is set out previously in this Explanatory Statement.

The Company has engaged Sanlam Private Wealth and Novus Capital (Joint Lead Managers) to provide joint lead manager services in relation to the Placement. In connection with the engagement, the Company agreed to pay the Joint Lead Managers an aggregate fee of 6% of the total funds raised and to issue 10,000,000 Shares to the Joint Lead Managers (5,000,000 Shares each).

Resolution 9 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up 10,000,000 Shares to the Joint Lead Managers for the purposes of ASX Listing Rule 7.1.

Summary of material terms of Joint Lead Managers agreement

The Company agreed to pay the following fees to the Joint Lead Managers (or its nominee/s):

- a 6% fee in aggregate of the total proceeds raised under the Placement; and
- 10,000,000 in aggregate Shares (the subject of this Resolution 9) and

The agreement otherwise contains terms and conditions (including standard representations, warranties and indemnities) considered standard for an agreement of this nature.

ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is contained previously in this Explanatory Statement. The issue of

the Joint Lead Manager Shares does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the issue of up to 10,000,000 Joint Lead Manager Shares.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of up to 10,000,000 Joint Lead Manager Shares and may consider alternative means to compensate the Joint Lead Managers for their services, which may include paying cash.

Specific information requires by Listing Rule 7.3

- a) Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Joint Lead Manager Shares:
- b) 5,000,000 Lead Manager Shares will be issued to Sanlam Private Wealth and/or its nominees and 5,000,000 Shares will be issued to Novus Capital and/or its nominees who are both advisors to the Company. Neither are a related party or or a member of the Company's key management personnel or an associate to any of these parties or a substantial shareholder (>10%)..
- c) A maximum of 10,000,000 Joint Lead Manager Shares will be issued.
- d) The Joint Lead Manager Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- e) The Joint Lead Manager Shares will be issued no later than 3 months after the date of the Meeting.
- f) The Joint Lead Manager Shares will be issued for nil cash consideration, as they are being issued as consideration for lead manager services provided by the Joint Lead Managers in relation to the Placement. Accordingly, no funds will be raised from the issue.
- g) The Joint Lead Manager Shares are being issued under the agreement entered between the Company and the Joint Lead Managers. A summary of the material terms of the agreement is set out previously in this Explanatory Statement.
- h) A voting exclusion statement is included in the Notice.

Additional information

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

Resolution 10 – Approval of Issue of May Placement Options

General

On 2 May 2025, the Company completed a placement to professional and sophisticated investors and existing shareholders raising up to \$609,000 (before expenses), through the issue of 304,500,000 Shares at an issue price of \$0.002 per Share **(May Placement)**.

The Company issued the Shares to participants in the May Placement pursuant to a resolution passed at an extraordinary general meeting of the Company's shareholders held on 17 February 2025 authorising the issue of up to \$1,000,000 worth of shares.

Participating investors in the May Placement will also be entitled to one (1) free attaching Option for every four (4) Shares allotted with an exercise price of \$0.006 and a two (2) year expiry date from their issue date (May Placement Options) and will be issued subject to Shareholder approval.

The funds raised under the May Placement were be used to fund the purchase of seaweed for on-sale to customers and expansion of the Company's operations generally in Indonesia and for working capital including financial support for ongoing R&D projects and costs of the May Placement.

Sanlam Private Wealth Pty Ltd (Sanlam) acted as lead manager to the May Placement. In consideration of providing its services, Sanlam received a 6% commission on the total funds raised under the May Placement and 60 million Options exercisable at \$0.006 per Option and expiring 2 years from the date of issue to be issued subject to Shareholder approval (Sanlam Options). The issue of the 60,000,000 Sanlam Options are the subject of Resolution 11.

Resolution 10 seeks Shareholder approval for the issue of up to 76,125,000 May Placement Options to the participants in the May Placement for the purpose of ASX Listing Rule 7.1.

ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out previously in the Explanatory Statement.

The issue of the 76,125,000 May Placement Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 10 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 10 is passed, the Company will be able to proceed with the issue of up to 76,125,000 May Placement Options. In addition, the issue of the May Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of up to 76,125,000 May Placement Options.

Specific information requires by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the 76,125,000 May Placement Options:

- a. The 76,125,000 May Placement Options will be issued to the participants of the May Placement who are professional and sophisticated investors and existing shareholders and clients of Sanlam Private Wealth (**May Placement Participants**). The May Placement Participants were identified through a bookbuild process, which involved Sanlam seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of Sanlam, none of whom is a related party or a member of the Company's key management personnel or an advisor to the Company or an associate to any of these parties or a substantial shareholder (>10%).
- b. A maximum of 76,125,000 May Placement Options will be issued pursuant to this Resolution.
- c. The 76,125,000 May Placement Options will be exercisable at \$0.006 each and will expire 2 years from the date of issue. Full terms of the May Placement Options are set out in Annexure B.

- d. The 76,125,000 May Placement Options will be issued no later than 3 months after the date of the Meeting.
- e. The 76,125,000 May Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the May Placement Shares (on a 1 Option for every 4 Shares basis). Accordingly, no funds will be raised from the issue of the Options. Any funds raised upon exercise of the Options will be used towards general working capital purposes.
- f. A summary of the intended use of funds raised from the May Placement is set out previously in this Explanatory Statement.
- g. There are no other material terms to the agreement for the subscription of the May Placement Options.
- h. A voting exclusion statement is included in the Notice.

Additional Information

Resolutions 10 is an Ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

Resolution 11 – Approval of Issue of Options to Sanlam

General

The background to the May Placement and the proposed issue of 60,000,000 Options to Sanlam is set out previously in this Explanatory Statement.

The Company engaged Sanlam to provide lead manager services in relation to the May Placement. In connection with the engagement, the Company agreed to pay Sanlam a fee of 6% of total funds raised and to issue 60,000,000 Options to Sanlam and/or its nominees. The 60,000,000 Options will have an exercise price of \$0.006 per Option and an expiry date 2 years from the date of issue.

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 60,000,000 Options to Sanlam for the purposes of ASX Listing Rule 7.1.

Summary of material terms of May Placement Lead Manager agreement

The Company agreed to pay the following fees to Sanlam (or its nominee/s):

- a 6% fee of the total proceeds raised under the May Placement; and
- 60,000,000 Options (the subject of this Resolution 11) and

The agreement otherwise contains terms and conditions (including standard representations, warranties and indemnities) considered standard for an agreement of this nature.

ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out previously in the Explanatory Statement.

The proposed issue of the 60,000,000 Options does not fit within any of the exceptions set out in Listing Rule 7.2 and would exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of shareholders under Listing Rule 7.1. The Company is therefore seeking the approval of the Company's shareholders under Listing Rule 7.1 for the issue of the Options, to give it maximum flexibility to issue equity securities if required in the next 12-month period.

Resolution 11 seeks the required shareholder approval to issue the 60,000,000 Options under and for the purposes of Listing Rule 7.1:

- If Resolution 11 is passed, the Company will be able to proceed with the issue of the 60,000,000 Options. In addition, 60,000,000 Options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.
- If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the 60,000,000 Options. Should this issue not proceed, the Company may need to consider alternative means to compensate the Sanlam for their services, which may include paying additional cash,

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) The 60,000,000 Options will be issued to Sanlam (and/or its nominee(s)). Sanlam is an advisor to the Company. Sanlam or any of its associates are not a Related Party of the Company or a member of the Company's key management personnel or an associate to any of these parties or a substantial shareholder (>10%).
- (b) The number and class of securities proposed to be issued are up 60,000,000 Options.
- (c) The material terms of the Options are:
 - (i) Exercise Price: \$0.006 (0.6 cents);
 - (ii) Expiry Date: 2 years from issue;
 - (iii) Conversion: Each Option entitles the holder to be issued with one ordinary fully paid share in the Company upon conversion;
 - (iv) Voting: The Options do not carry any voting rights;
 - (v) Dividend: The Options do not carry any rights to receive dividends;
 - (vi) The Broker Options will not be quoted on the ASX; andadditional information about the terms and conditions of the Options are contained in Annexure B to this Notice;
- (d) The Options will be issued no later than 3 months after the date of the Meeting;
- (e) The Options will be issued at a nil cash acquisition price and the consideration received by the Company is the provision of capital raising services in relation to the May Placement;
- (f) The purpose of the issue of the Options for the part payment of part consideration for the provision of lead manager services for the May Placement;
- (g) The Options are being issued under the agreement entered between the Company and Sanlam. A summary of the material terms of the agreement is set out previously in this Explanatory Statement. There are no other material terms to the agreement.

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolution 11.

Resolution 12 – Approval to Issue up to \$1,000,000 worth of Shares

Background

Resolution 12 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of that number of Shares determined by \$1,000,000 divided by the proposed Share issue price (**Proposed Shares**), (**Proposed Share Issue**).

Listing Rule 7.1

A summary of Listing Rule 7.1 is detailed previously in the Explanatory Statement.

The issue of the Proposed Shares does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Proposed Shares.

If Resolution 12 is passed, the issue of the Proposed Shares can proceed without using any of the Company's 15% Placement Capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Proposed Shares and would have to rely on the 15% and 10% (if applicable) placement capacity to have any Proposed Shares or alternate funding options to raise additional funding for its business operations described in the section below.

Specific information required by Listing Rule 7.3

The following information in relation to Resolution 12 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Directors intend that the Proposed Shares will be issued to institutional or professional and sophisticated investors and clients of Australian stockbroking firms who are not related parties of the Company. The Company has not determined who will be issued any Proposed Shares and this will be determined by the Company and its lead manager (if any) assisting with the Proposed Share Issue.
- (b) The maximum number of Proposed Shares to be issued is up to that number of Shares which, when multiplied by the proposed Share issue price, equals \$1,000,000.
- (c) The table below provides examples of the maximum number of Shares that may be issued if Shareholders approve this Resolution 12. The table uses various issue prices to calculate the maximum number of Proposed Shares that may be issued assuming \$1,000,000 is raised by the Company (rounded up to the nearest whole number):

Issue Price (\$ per Share)	Number of Proposed Shares
\$0.001	1,000,000,000
\$0.0015	666,666,667
\$0.002	500,000,000
\$0.0025	400,000,000
\$0.003	333,333,334

- (d) All Proposed Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Proposed Shares will be issued no later than three months following the date of the Meeting. It is intended that the issue of the Proposed Shares will occur as part of a placement but may also occur progressively.
- (f) The issue price per Proposed Share will not be less than 70% of the five (5) Trading Day VWAP as at the date of agreement to issue.

Potential Dilution Effect

Total Shares on issue at date of Notice	Total no. of Shares Issued	Total no. of Shares on issue post issue of Shares*	Dilution Factor*
1,299,734,651	1,000,000,000	2,299,734,651	76.94%
1,299,734,651	666,666,667	1,966,401,318	51.29%
1,299,734,651	500,000,000	1,799,734,651	38.47%
1,299,734,651	400,000,000	1,699,734,651	30.78%
1,299,734,651	333,333,334	1,633,067,985	25.65%

*does not take into account the impact of any exercise of convertible securities or other securities to be issued included in this Notice.

- (g) The proceeds from the Proposed Share Issue will be used as shown in the table below:

Intended use of funds

Total Amount Raised	Seaweed Purchase, Research & Development	Working Capital
\$400,000	\$300,000	\$100,000
\$700,000	\$500,000	\$200,000
\$1,000,000	\$700,000	\$300,000

- (h) A voting exclusion statement is included in the Notice for Resolution 12.

Board Recommendation

Resolution 12 in an Ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 12.

Resolutions 13 to 15 – Approval of Issue of Shares and Options to Directors of the Company

Background

Resolutions 13 to 15 seek Shareholder approval to issue and allot an aggregate total of 227,500,000 Shares (**Director Shares**) and attached a 1 for 2 entitlement to Options (1 Option for every 2 Shares), being an aggregate total of 113,750,000 Options, exercisable at \$0.004 per Option with an expiry date 2 years from the date of issue, subject to Shareholder approval (**Director Options**). The Director Shares and Director Options are proposed to be issued to current Directors of the Company on the same terms as the Placement and in consideration or upon conversion of accrued remuneration payable the Directors of the Company. In order to conserve cash, the Directors have agreed to accept a significant proportion of fees payable to them in the form of Shares and Options on the same terms as the Placement.

As Messrs Stephenson, Leonard and Cannavo are current Directors of the Company, the issue of the Director Shares and Director Options are subject to the Company obtaining Shareholder approval. Resolutions 13 to 15 seek Shareholder approval to issue the Director Shares and Director Options to Messrs Stephenson, Cannavo and Leonard (or their nominee) respectively.

Each of the Directors is proposed to receive the following:

Name, Position and Resolution number	Remuneration amount payable to be converted into Shares and Options	Number of Shares	Number of Options
Paul Stephenson Non-Executive Chair (Resolution 13)	\$125,000	62,500,000	31,250,000
Frank Cannavo Executive Director (Resolution 14)	\$150,000	75,000,000	37,500,000
Matthew Leonard Executive Director (Resolution 15)	\$180,000	90,000,000	45,000,000
	Total: \$455,000	Total 227,500,000 Shares:	Total 113,750,000 Options:

The material terms of the Director Options are as follows:

Terms	Description
Exercise price	A\$0.004 per Option
Expiry date	2 years from the issue date

Vesting Conditions	Nil
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Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Mr Paul Stephenson, Mr Frank Cannavo and Mr Matthew Leonard are Directors and related parties of the Company. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, these Resolutions seek the required Shareholder approval to issue the Director Shares and Director Options to Mr Paul Stephenson, Mr Frank Cannavo and Mr Matthew Leonard, who are all Directors of the Company, under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If these Resolutions are passed, the Company will be able to proceed with the proposed issue and, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1 and the issuance will not be made within the Company's 15% capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issue of Director Shares and Director Options and the remuneration payable to Mr Paul Stephenson, Mr Frank Cannavo and Mr Matthew Leonard will need to be paid in cash by the Company.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Shares and Director Options under Resolutions 13 to 15 (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes

a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As Paul Stephenson, Frank Cannavo, and Matthew Leonard are current Directors of the Company, they are each considered “related parties” of the Company.

The Directors of the Company carefully considered the proposed issue of these Director Shares and Director Options to Messrs Paul Stephenson, Frank Cannavo, and Matthew Leonard and formed the view that the giving of this financial benefit to is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the Directors of the Company believe that the proposed issue of these Director Shares and Director Options to Paul Stephenson, Frank Cannavo, and Matthew Leonard fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company and relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Director Shares and Director Options.

Section 195 of the Corporations Act

- (a) Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.
- (b) The Directors have a personal interest in the outcome of Resolutions 13 to 15 and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Performance Rights to Shareholders to resolve.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Shares and Director Options is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The related parties are as follows:
 - (i) Resolution 13: Paul Stephenson, Non-Executive Chairman
 - (ii) Resolution 14: Frank Cannavo, Executive Director
 - (iii) Resolution 15: Matthew Leonard, Executive Director
- (b) The maximum number of Director Shares to be issued to each Director (or their nominee) is as follows:
 - (i) Resolution 13: Paul Stephenson: 62,500,000
 - (ii) Resolution 14: Frank Cannavo: 75,000,000
 - (iii) Resolution 15: Matthew Leonard: 90,000,000
- (c) The maximum number of Director Options to be issued to each Director (or their nominee) is as follows:
 - (i) Resolution 13: Paul Stephenson: 31,250,000
 - (ii) Resolution 14: Frank Cannavo: 37,500,000
 - (iii) Resolution 15: Matthew Leonard: 45,000,000

- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Director Options will be exercisable at \$0.004 per Option (Exercise Price) and expire three (3) years from the date of issue (Expiry Date) and are identical to the Placement Options which are the subject of Resolution 8 terms. Additional terms of the Directors Options are set out in Annexure A of this Notice of Meeting.
- (f) The Director Shares and Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Director Shares will be issued at an issue price of \$0.002 (0.2 cents) per Director Share.
- (h) The Director Options will be offered for nil cash consideration.
- (i) No funds will be raised from the issue of these Director Shares and Options as they are being issued on conversion of Directors remuneration payable.
- (j) Details of remuneration received by Paul Stephenson, Frank Cannavo, and Matthew Leonard are as follows

Director	Remuneration (\$) for Financial Year ended 30 June 2024⁽¹⁾	Remuneration (\$) for Financial Year ended 30 June 2025⁽¹⁾	Remuneration package (\$) Financial Year ended 30 June 2026 (Expected)^(2,3)
Paul Stephenson	\$123,465	\$133,800	\$120,000
Frank Cannavo	\$135,315	\$148,917	\$120,000
Matthew Leonard	\$138,872	\$148,917	\$120,000

Notes:

1. Remuneration includes both cash and non-cash remuneration as stated in the Company's 2025 Annual Report to Shareholders released to ASX 30 September 2024.
 2. The proposed total remuneration packages for each of the directors for the period 1 July 2025 to 30 June 2026 are approximations and remain subject to change.
 3. Excluding superannuation, bonuses, termination benefits and the value of any Options, Performance Rights or director incentive securities to be issued to the Directors.
- (k) Based on the share price on 1 October 2025, being A\$0.002, the value of the Director Options has been assessed by the Company to be approximately A\$0.001 per Option.

Director	Approximate Value of Options
Paul Stephenson	\$31,250
Frank Cannavo	\$37,500
Matthew Leonard	\$45,000

There are no other material terms to the proposed issue of the Director Shares and Director Options. The Director Shares and Director Options are not being issued pursuant to an agreement.

Board Recommendation

Resolution 13 to 15 are Ordinary Resolutions.

The Board makes no recommendation in relation to Resolutions 13 to 15.

Resolutions 16(a), 16(b), 16(c) and 16(d) – Approval to issue Director Performance Rights

Background

The Company proposes to issue 120,000,000 Performance Rights to Directors of the Company (Director Performance Rights) in the following proportions:

Director	Resolution	Class A Performance Rights	Class B Performance Rights	Total Performance Rights
Paul Stephenson	Resolution 16 (a)	15,000,000	15,000,000	30,000,000
Frank Cannavo	Resolution 16 (b)	15,000,000	15,000,000	30,000,000
Matthew Leonard	Resolution 16 (c)	15,000,000	15,000,000	30,000,000
Deepak Jha	Resolution 16 (d)	15,000,000	15,000,000	30,000,000
TOTAL		60,000,000	60,000,000	120,000,000

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

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

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

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

As at 1 October 2025, each Class A Performance Right has been valued by the Company at an estimated value of \$0.0016 and each Class B Performance Right has been valued by the Company at an estimated value of \$0.0015. The total estimated value of the Directors Performance Rights proposed to be issued to each Director is set out in the table below.

Director / Resolution	Class A Number of Performance Rights & Estimated Value (as at 1 October 2025)	Class B Number of Performance Rights & Estimated Value (as at 1 October 2025)	Total Director Performance Rights & Estimated Value (as at 1 October 2025)
Paul Stephenson Resolution 16 (a)	15,000,000 \$22,500	15,000,000 \$24,000	30,000,000 \$46,500
Francesco Cannavo Resolution 16 (b)	15,000,000 \$22,500	15,000,000 \$24,000	30,000,000 \$46,500
Matthew Leonard Resolution 16 (c)	15,000,000 \$22,500	15,000,000 \$24,000	30,000,000 \$46,500
Deepak Jha Resolution 16 (d)	15,000,000 \$22,500	15,000,000 \$24,000	30,000,000 \$46,500
TOTAL Estimated Value	\$90,000	\$96,000	\$186,000

Details of each Directors current annual remuneration and the value of total remuneration for the financial years ending 30 June 2024 and 30 June 2025 and proposed base remuneration for the current financial year is set out below:

Director	Remuneration (\$) for Financial Year ended 30 June 2024 ⁽¹⁾	Remuneration (\$) for Financial Year ended 30 June 2025 ⁽¹⁾	Remuneration package (\$) Financial Year ended 30 June 2026 (Expected) ^(2,3)
Paul Stephenson	\$123,465	\$133,800	\$120,000
Frank Cannavo	\$135,315	\$148,917	\$120,000
Matthew Leonard	\$138,872	\$148,917	\$120,000
Deepak Jha	-	\$39,040	\$81,600

Notes:

1. Remuneration includes both cash and non-cash remuneration as stated in the Company's audited 2025 Annual Report to Shareholders released to ASX 1 October 2025.
2. The proposed total remuneration packages for each of the directors for the period 1 July 2025 to 30 June 2026 are approximations and remain subject to change.
3. Excluding superannuation, bonuses, termination benefits and the value of any Options, Performance Rights the subject of these Resolutions or any other director incentive securities to be issued to the Directors.

Chapter 2E of the Corporations Act

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

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

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

Section 195 of the Corporations Act

- a) Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.
- b) The Directors have a personal interest in the outcome of Resolutions 16(a), 16(b), 16(c) and 16(d) and have exercised their right under section 195(4) of the

Corporations Act to put the issue of the Director Performance Rights to Shareholders to resolve.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Each of the Directors is a related party of the Company, by virtue of being a Director, and approval for an issue of securities to a related party is required under Listing Rule 10.11.1. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Therefore, approval is required under ASX Listing Rule 10.11.1 for the issue of the 120,000,000 Performance Rights noted above.

Once approval is obtained pursuant to ASX Listing Rule 10.11, the Company is entitled to rely on ASX Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 7.1.

It is proposed that Performance Rights be issued to the Directors and/or their nominee as part of their remuneration as officers of the Company.

If these Resolutions are passed, the Company will be able to proceed with the proposed issue of Performance Rights and, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1 and the issuance will not be made within the Company's 15% capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issue of Performance Rights and the Company will need to consider other forms of incentive-based remuneration to be paid to directors such as cash bonuses upon achievement of the noted milestones.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars in relation to the proposed issue of 120,000,000 Director Performance Rights:

Maximum number of securities to be issued	120,000,000 Director Performance Rights in proportions set out below:		
	Director	Resolution	Director Performance Rights
	Paul Stephenson	Resolution 16(a)	30,000,000 (15,000,000 Class A and 15,000,000 Class B)
	Frank Cannavo	Resolution 16 (b)	30,000,000 (15,000,000 Class A and 15,000,000 Class B)
	Matthew Leonard	Resolution 16 (c)	30,000,000 (15,000,000 Class A and 15,000,000 Class B)
	Deepak Jha	Resolution 16 (d)	30,000,000 (15,000,000 Class A and 15,000,000 Class B)
Date of issue	If Shareholder approval is obtained, the issue of the Director Performance Rights will occur no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).		
Issue price per security	Director Performance Rights will be issued for nil consideration.		

Terms of issue

The classes of the Performance Rights and vesting conditions are set out below:

- 60,000,000 (50%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 15 trading days (15-day VWAP) being equal to or exceeding \$0.004 (Class A).
- 60,000,000 (50%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 15 trading days (15-day VWAP) being equal to or exceeding \$0.006 (Class B).

A summary of the general terms of the Directors Performance Rights is detailed below. Please see Annexure C for full terms and conditions.

- Each Performance Right, once vested, entitles the holder to the issue of one Share.
- The Performance Rights are issued for nil cash consideration.
- The Performance Rights will expire and lapse at 5:00pm (AEST) on the date which is 5 years after the date of issue of the Performance Rights.
- All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
- The Performance Rights are not transferable.
- A Performance Right does not entitle the holder to any dividends or voting rights
- The Company will not apply for quotation of the Performance Rights on any securities exchange.
- If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
- Holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

Persons to whom securities will be issued	The Directors (Paul Stephenson, Francesco Cannavo, Mathew Leonard, Deepak Jha) or their nominees in the proportions set out previously in this Explanatory Statement.
Purpose of the issue Intended use of funds	<p>The Performance Rights are being issued as a form of remuneration for the Directors that is linked an increase in the Company's Share price and value of the Company.</p> <p>No funds will be raised from the issue of Performance Rights.</p>
Remuneration of the Directors	The Directors remuneration for the 2024 and 2024 financial years and current financial year is set out on page 36 of this Explanatory Statement and the estimated value of the Directors Performance Rights is set out previously in this Explanatory Statement on page 35.

Additional information

Resolutions 16(a), 16(b) and 16(c) and 16(d) are separate ordinary resolutions.

Directors make no recommendation on these Resolutions.

Resolution 17 – Approval of Issue of Shares to Rajiv Ramnarayan

Background

On 23 January 2025 the Company announced the completion of the Indonesian-based seaweed joint venture transaction, the acquisition seaweed business assets from and the joint development of the Indonesia-based seaweed business with Singapore and Indonesian-based joint venture partners Rajiv Ramnarayan, Deepak Jha and PT Mitra Agro Global (MAC) an Indonesian company (together the JV Partners).

The initial purchase consideration for the seaweed assets from the JV Partners was an upfront issuance of A\$50,000 in Shares at A\$0.005 per share, being 10,000,000 Shares issued on 23 January 2025. JV Partner Rajiv Ramnarayan will be entitled to payment of further shares in the Company based on the Indonesian seaweed business (BP8 Indonesia) achieving the following milestones over the 2 years from completion:

- a) Upon BP8 Indonesia being granted an export licence to enable the export of seaweed products from Indonesia, within 12 months of commencement of operations of the joint business venture – A\$25,000 of Shares in the Company;
- b) Upon BP8 Indonesia's seaweed trading business generating USD\$50,000 during FY25 - A\$25,000 of shares in the Company;
- c) Upon BP8 Indonesia's seaweed trading business generating USD\$150,000 during FY26 - A\$25,000 of shares in the Company; and
- d) Upon BP8 acquiring a bio-stimulant patent licence, within 12 months of commencement of the joint venture – A\$25,000 of shares in the Company.

Each tranche of milestone shares will be calculated based on an issue price of \$0.005 per share or 20% discount to the 10-day VWAP prior to achievement of the relevant milestone, whichever is greater and each tranche of milestone Shares will be issued subject to Shareholder approval.

Milestones a, b and c set out above have been achieved, and the Company now seeks Shareholder approval for the issue of A\$75,000 in Shares at an issue price of \$0.005 per Share, being 15,000,000 Shares, to JV Partner Rajiv Ramnarayan.

Resolution 17 seeks Shareholder approval for the issue of 15,000,000 Shares to Rajiv Ramnarayan or his nominee for the purpose of ASX Listing Rule 7.1.

Other key terms of Joint Venture Agreement

The Company agreed to buy, and the JV Partners agreed to sell the Indonesian seaweed business assets. Following completion, the parties will work together to develop the seaweed trading business including the bio-stimulant seaweed project.

The JV Partners will introduce potential bio-stimulant patent licences to be obtained by the Company or its nominee following completion. The parties must use their best endeavours to procure that BP8 Indonesia acquires a bio-stimulant patent licence.

The Company will contribute to the joint venture business:

- funding based on an agreed budget between the parties; and

- seaweed R&D, intellectual property and know-how contributions based on BP8's historical seaweed activities; and
- procuring its team members and consultants with seaweed expertise to provide services to BP8 Indonesia for the seaweed venture.

Mr Jha (of the JV Partners) will oversee the appointment of a CEO of BP8 Indonesia to manage its day-to-day operations in Indonesia, including seaweed sourcing, marketing, and sales, along with R&D activities for the bio-stimulant project.

In the interim period prior to appointing a CEO, Mr Jha will be responsible for such activities as a contribution from the JV Partners to drive the sales and marketing efforts in Indonesia. Mr Jha will allocate 25% of his weekly working hours to perform BP8 Indonesia work activities during the period prior appointment of a new CEO for BP8 Indonesia. In consideration of the provision of his services, BP8 Indonesia/BP8 will pay US\$5,000 per month

The Company's nominees will control the Board of BP8 Indonesia, with one JV Partners' representative joining the Board of that company.

ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is contained previously in this Explanatory Statement. The issue of the 15,000,000 Shares does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 17 is passed, the Company will be able to proceed with the issue of up to 15,000,000 Shares. If Resolution 17 is not passed, the Company will not be able to proceed with the issue of up to 15,000,000 Shares and will need to pay the \$75,000 to Rajiv Ramnarayan in cash.

Specific information requires by Listing Rule 7.3

- Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the 15,000,000 Shares:
- The 15,000,000 Shares will be issued to Rajiv Ramnarayan and/or his nominees. Mr Rajiv Ramnarayan is not a related party or a member of the Company's key management personnel or an advisor to the Company or an associate to any of these parties or a substantial shareholder (>10%).
- A maximum of 15,000,000 Shares will be issued.
- The Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- The Shares will be issued no later than 3 months after the date of the Meeting.
- The Shares will be issued for nil cash consideration, as they are being issued as deferred consideration shares for the acquisition seaweed business assets and the joint development of the Indonesia-based seaweed business. Accordingly, no funds will be raised from the issue.
- The Shares are being issued under the agreement entered between the Company and the JV Partners. A summary of the material terms of the agreement is set out previously

in this Explanatory Statement.

h) A voting exclusion statement is included in the Notice.

Additional information

Resolution 17 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 17.

For personal use only

Resolution 18 – Adoption of Employee Securities Incentive Plan

Background

The Company's seeks Shareholder approval to adopt the Employee Securities Incentive Plan (Plan or Incentive Plan) for the purposes set out in this Explanatory Statement so that Company securities may be issued under the Incentive Plan as an exception to ASX Listing Rule 7.1.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

1. enable the Company to incentivize and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
2. enable the Company to recruit, incentivize and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
3. link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
4. align the financial interest of participants of the Plan with those of Shareholders; and
5. provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

A summary of the key terms of the Plan is set out in Annexure D of this Notice, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

A summary of Listing Rule 7.1 is summarized previously in this Explanatory.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme, if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum amount set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which the shareholder approval was pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

Information required by ASX Listing Rule 14.1A

If this Resolution is approved by Shareholders for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

For the avoidance of doubt, the Company will be required to seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

Information required by ASX Listing Rule 7.2 (exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to this Resolution:

- a) A summary of the key terms and conditions of the Incentive Plan is set out in Annexure D of this Notice.
- b) A previous Employee Incentive Plan was last approved by Shareholders on 30 November 2020, no Company securities were issued pursuant to the previous approval under Listing Rule 7.2 (Exception 13(b)).
- c) If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 120,000,000 securities under the Incentive Plan during the three-year period following approval. This maximum number includes any securities to be issued to Directors under the Incentive Plan even with Shareholder approval under Listing Rule 10.14. The maximum number is not intended to be a prediction of the actual number of Securities to be issued under the Plan, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- d) A voting exclusion statement is included in this Notice.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 19 – ASX Listing Rule 7.1A Approval of Future Issue of Securities (10% Placement Capacity)

Background

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

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

As of the date of this Notice of Meeting, the Company is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to

have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

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

Information Required by ASX Listing Rule 7.3A

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

Period for which the approval will be valid

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

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

Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A

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

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

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

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

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

As at the date of preparing this Notice, the Company has not made any agreement or formed a specific intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for working capital and to fund product development.

Risk of economic and voting dilution to existing ordinary Securityholders

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

There is a risk that:

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

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

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

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.001 50% decrease in issue price	\$0.002 issue prices ^(b)	\$0.004 100% increase in issue price
"A" is the number of shares on issue, being 1,299,734,651 Shares^(a)	10% voting dilution^(c)	129,973,465	129,973,465	129,973,465
	Funds raised	\$ 129,973	\$ 259,947	\$ 519,894
"A" is a 50% increase in shares on issue, being 1,949,601,977 Shares	10% voting dilution^(c)	194,960,198	194,960,198	194,960,198
	Funds raised	\$ 194,960	\$ 389,920	\$ 779,841
"A" is a 100% increase in shares on issue, being 2,599,469,302 Shares	10% voting dilution^(c)	259,946,930	259,946,930	259,946,930
	Funds raised	\$ 259,947	\$ 519,894	\$ 1,039,788

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 1 October 2025.
- (b) Based on the closing price of the Company's Shares on ASX as at 1 October 2025.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of Equity Securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of Equity Securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of Equity Securities under Listing

Rule 7.1A will depend on a number of factors, including:

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

The Company may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of Equity Securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

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

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

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

The Company issued 104,000,000 Shares under Listing Rule 7.1A.2 in the 12 months preceding the AGM. The 104,000,000 Shares were issued on 25 September 2025 to professional and sophisticated investors and clients of Sanlam Private Wealth and Novus Capital. The issue price per Share was \$0.002 which was equal to the closing price of Shares as traded on ASX on the date of issue. The issue of 104,000,000 Shares under Listing Rule 7.1A raised \$208,000 cash which remains on hand as at the date of this Notice, it is intended to be used to fund Indonesia-based seaweed operations, R&D projects and working capital.

The Company has not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

The 104,000,000 Shares issued pursuant to ASX Listing Rule 7.1A in the previous 12 months is equal to 17.7% of Equity Securities and 26.22% of Ordinary Shares on issue 12 months prior to the Meeting.

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

Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution

Enquiries

Shareholders are asked to contact the Company Secretary on +61 (0) 3 90882049 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Savings Time as observed in Melbourne, Victoria.

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

ASIC means Australian Securities and Investment Commission.

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

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

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

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means BPH Global Limited ACN 009 104 330.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Equity Security or Securities mean Shares and/or Options and/or Performance Rights (as the context requires).

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

Joint Lead Managers means Sanlam Private Wealth Pty Ltd ABN 18 136 960 775, AFSL No 337927 & Novus Capital ABN 32 006 711 995, AFSL No 238168

KMP means key management personnel (including the Directors).

Notice of Meeting or **Notice** means this notice of annual general meeting dated 10 October 2025 including the Explanatory Statement.

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

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

Performance Right means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.

Placement Participants means participants in the Placement

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

Related Party has the meaning defined in Chapter 19 of the ASX Listing Rules;

Related Party

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

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

Sanlam means Sanlam Private Wealth Pty Ltd ABN 18 136 960 775, AFSL No 337927

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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

**Annexure A – Terms and conditions of Placement Options (Resolution 7 and 8) and
Directors Options (Resolutions 13 to 15)**

- (a) Each Option gives the Option holder the right to subscribe for one Share.
- (b) The exercise price per Option is \$0.004 (**Exercise Price**)
- (c) Options expire 2 years from the date of issue (**Expiry Date**)
- (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The amount payable upon exercise of each Option is the Exercise Price.
- (f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.
- (g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(Exercise Notice).
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (i) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (k) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws and subject to meeting minimum quotation requirements under the ASX Listing Rules. The Company will not seek Official Quotation of the Options.
- (l) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 10 Business Days after the date of issue of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders

during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (o) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Annexure B – Terms and conditions of May Placement Options (Resolution 10) and Sanlam Options (Resolution 11)

- (p) Each Option gives the Option holder the right to subscribe for one Share.
- (q) The exercise price per Option is \$0.006 (**Exercise Price**)
- (r) Each Option will expire 2 years from the date of issue (**Expiry Date**)
- (s) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (t) The amount payable upon exercise of each Option is the Exercise Price.
- (u) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.
- (v) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(Exercise Notice).
- (w) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (x) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (y) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (z) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws and subject to meeting minimum quotation requirements under the ASX Listing Rules. The Company will not seek Official Quotation of the Options.
- (aa) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 10 Business Days after the date of issue of those Shares.
- (bb) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (cc) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the

purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (dd) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Annexure C - Terms and conditions of Director Performance Rights (Resolutions 16(a), 16(b), 16(c) and 16(d))

The proposed terms and conditions of the 120,000,000 Director Performance Rights (hereinafter referred to as "**Performance Rights**") are set out below:

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

Class	Number of Performance Rights	Vesting Condition	Expiry Date
A	60,000,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 15 trading days (15-day VWAP) being equal to or exceeding \$0.004.	5 years from the date of issue
B	60,000,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 15 trading days (15-day VWAP) being equal to or exceeding \$0.006.	5 years from the date of issue

For the purposes of the Vesting Conditions above, the following definitions apply:

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

- (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- 8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- 9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
- 10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
- 11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
- 12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- 13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
- 14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
- 15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- 16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
- 17. **(Change in control):** Upon:
 - (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

- (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (ii) having been declared unconditional by the bidder; or
- (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

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

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

Annexure D – Terms of Employee Securities Incentive Plan (Resolution 18)

A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(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.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **(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.
- 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.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the 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.
- (f) **(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.

- (g) **(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.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an 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.

An invitation may specify that at the time of exercise of the Convertible Securities, 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.

- (i) **(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.
- (j) **(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.
- (k) **(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.
- (l) **(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.
- (m) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares 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.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (n) **(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.

- (o) **(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.
- (p) **(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.

- (q) **(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.

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.

Proxy Voting Form

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

Your proxy voting instruction must be received by **3:00pm (AEDT) on Wednesday, 12 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

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 BPH Global Ltd, to be held at 3:00pm (AEDT) on Friday, 14 November 2025 at Automic Group, Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000 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 and 18 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 18 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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval to Issue up to \$1,000,000 worth of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Francesco Cannavo as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approval of Issue of Shares and Options to Mr Paul Stephenson, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Deepak Jha as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approval of Issue of Shares and Options to Mr Francesco Cannavo, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Approval of Issue of Shares and Options to Mr Matthew Leonard, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Placement Shares - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16a Approval to issue Director Performance Rights - Paul Stephenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16b Approval to issue Director Performance Rights - Francesco Cannavo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Placement Shares and Placement Options to a Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16c Approval to issue Director Performance Rights - Matthew Leonard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16d Approval to issue Director Performance Rights - Deepak Jha	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Issue of Joint Lead Managers Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Approval of Issue of Shares to Rajiv Ramnarayan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval of Issue of May Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Adoption of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval of Issue of Options to Sanlam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 ASX Listing Rule 7.1A Approval of Future Issue of Securities.	<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).



All Registry communications to:

Automic

Group GPO

Box 5193

Sydney NSW 2001

Telephone (free call within Australia): 1300 288 664

ASX Code: BP8

14 October 2025

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


BPH Global Ltd ACN 009 104 330 (ASX:BP8) ("the **Company**"), advises the 2025 Annual General Meeting will be held at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000 on 14, November 2025 at 3pm (AEDT) (**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 <https://bphglobal.com.au> and the ASX website www.asx.com.au, ASX code BP8 and <https://investor.automic.com.au/#/loginsah>.

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 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

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on the Proxy Form.2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.
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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 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 justyn@stedwell.com.au.

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 ASX release by the Company Secretary.

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