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# Notice of Annual General Meeting

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**Powerhouse Ventures Limited**  
ACN 612 076 169

Date of Meeting: 14 November 2025  
Time of Meeting: 10:00am (AEST)  
Venue: Virtual - <https://meeting.xcend.app/PVLAGM2025>

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Notice is given that the Annual General Meeting of Shareholders of Powerhouse Ventures Limited ACN 612 076 169 (**Company**).

The Company will hold this Annual General Meeting by way of live video conference. There will be no physical meeting.

Shareholders wishing to attend the online meeting will need to visit the following link:  
<https://meeting.xcend.app/PVLAGM2025>

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement.

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 12 November 2025.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary.

## **ORDINARY BUSINESS**

### Reports and Accounts

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To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025, together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report.

*No resolution is required to be passed on this item.*

### Resolution 1 - Adoption of Remuneration Report (Non-Binding)

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

*"That, for the purposes 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."*

#### **Short Explanation**

The Corporations Act provides that a resolution that the Remuneration Report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

### Resolution 2 - Re-Election of Mr James Kruger as a Director of the Company

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

*"That, for the purposes of Rule 27 of the Constitution, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Mr James Kruger, a Director, retires and being eligible, is re-elected as a Director."*

### Resolution 3 – Ratification of previous issue of Placement Shares under Listing Rule 7.1

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

*"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 9,747,906 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement."*

## Resolution 4 - Ratification of previous issue of Placement Shares under Listing Rule 7.1A

To consider and, if though fit, pass the following Resolution with or without amendment, as an ordinary resolution:

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 12,474,318 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1A (additional 10%) issue capacity, on the terms and conditions set out in the Explanatory Statement.”*

## Resolution 5 - Ratification of previous issue of 13.5 Cent Broker Options under Listing Rule 7.1

To consider and, if though fit, pass the following Resolution with or without amendment, as an ordinary resolution:

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 1,000,000 options in the Company (**13.5 Cent Broker Options**) previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement.”*

## Resolution 6 - Ratification of previous issue of 18 Cent Broker Options under Listing Rule 7.1

To consider and, if though fit, pass the following Resolution with or without amendment, as an ordinary resolution:

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 1,000,000 Options in the Company (**18 Cent Broker Options**) previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement.”*

## **SPECIAL BUSINESS**

### Resolution 7 - Approval of 10% Placement Capacity

To consider and, if though fit, to pass, with or without amendment, the following resolution as a special resolution:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the accompanying Explanatory Statement.”*

## **VOTING PROHIBITIONS AND EXCLUSIONS**

Resolution	Prohibition
The Company will disregard any votes cast in favour of	
<b>Resolution 1</b>	<b><u>(Section 250BD of the Corporations Act)</u></b> by a Director or on behalf of “Key Management Personnel” and their “closely related parties”.

However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the Chair and the appointment of the Chair expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution	Exclusion Statement
The Company will disregard any votes cast in favour of the following Resolutions:	
<b>Resolutions 3, 4, 5 and 6</b>	by a person who participated in the issue or an associate of that person or those persons.
<b>Resolution 7</b>	in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, by any person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or their associates.
However, this does not apply to a vote cast in favour of a Resolution by:	
<ul style="list-style-type: none"> <li>(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</li> <li>(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or</li> <li>(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: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>	

## IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

### All Resolutions will be by Poll

In accordance with Rule 19 of the Company's Constitution, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

### Voting by proxy

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company's Share Registry no later than 12 November 2025 at 10.00am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the Proxy Form are outlined on the form.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a Proxy Form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

Dated: 15 October 2025

By order of the Board

**James Kruger**  
Chairman

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions to be put to Shareholders at the Annual General Meeting to be held on 14 November 2025 at 10.00am (AEST).

The Company will hold this Annual General Meeting by way of live video conference. There will be no physical meeting. Shareholders wishing to attend the online meeting will need to visit the following link:

<https://meeting.xcend.app/PVLAGM2025>

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Statement are defined in the Glossary forming part of this Explanatory Statement.

### 1. Financial Statements and Reports

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

The Company will not provide a hard copy of the Company's 2025 Annual Report to Shareholders unless specifically requested to do so. The Company's 2025 Annual Report is available on its website at [www.phvl.com.au](http://www.phvl.com.au).

### 2. Resolution 2 – Adoption of Remuneration Report (Non-Binding)

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#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for a financial year.

The Chair must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the General Meeting.

#### 2.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## 2.3 Previous Voting Results

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

<b>If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:</b>	You <b>must direct your proxy</b> how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the votes on this Resolution.
<b>If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):</b>	You <b>do not</b> need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you are taken to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel. The Chair intends to vote undirected proxies in favour of all Resolutions.
<b>If you appoint any other person as your proxy:</b>	You <b>do not</b> need to direct your proxy how to vote on this Resolution.

## 3. Resolution 2 – Re-Election of Director – Mr James Kruger

### 3.1 General

The Company's Constitution provides that at the annual general meeting, one-third of the Directors for the time being must retire from office, provided always that no Director except a Managing Director will hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. This is consistent with ASX Listing Rules 14.4 and 14.5.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Mr James Kruger, having been appointed on 21 November 2024, will retire in accordance with the Constitution and relevant ASX Listing Rules and being eligible, seeks re-election.

If Resolution 2 is passed, Mr Kruger will be appointed as the Executive Chairman of the Company.

If Resolution 2 is not passed, Mr Kruger will not be appointed as a Director and will retire at the end of the Meeting.

### 3.2 Qualifications and other material directorships

Mr James Kruger is a global consultant and investor in deep tech and energy transition supply chains. He holds bachelor degrees in Commerce, Law and Arts from Queensland University and a Masters of Applied Finance from Macquarie University. Mr Kruger has a passion for improving the sovereign capability of Australia through the commercialization of national-wide research and science capabilities and seeks to utilize his Asian network and global legal and investment banking skills from a 20+ year global career at Macquarie Group Limited.

### 3.3 Directors' recommendation

The Directors (other than Mr Kruger) recommend Shareholders vote in favour of Resolution 2 on the basis that Mr Kruger's skills and experience have and will continue to support the Company in achieving its strategic objectives.

## 4. Resolutions 3, 4 and 5 and 6 – Ratification of previous issue of Placement Shares and Broker Options

### 4.1 Introduction

On 5 March 2025, the Company announced that it had secured firm commitments to raise \$2 million (before costs) through the issue of 22,222,224 new Shares at an issue price of \$0.09 per new Share (**Placement Shares**) via a placement (**Placement**).

The announcement noted that the Placement Shares would be issued using the Company's issue capacity under Listing Rules 7.1 (namely, 9,747,906 Placement Shares) (the subject of Resolution 3) and 7.1A (namely, 12,474,308 Placement Shares) (the subject of Resolution 4).

Pursuant to an agreement (**Mandate**) between the Company and Morgans Financial Limited (**Broker**), Morgans provided lead manager services for the Placement.

It was also noted that the Company would utilise its issue capacity under Listing Rule 7.1 to issue 2,000,000 Broker Options, of which 1 million are exercisable at 13.5 cents (**13.5 Cent Broker Options**- the subject of Resolution 5) and 1 million are exercisable at 18 cents (**18 Cent Broker Options** - the subject of Resolution 6).

### 4.2 ASX Listing Rules

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

Listing Rule 7.1A enables *eligible entities* to issue equity securities up to 10% of their issued share capital through placements over a 12-month period after the annual general meeting at which approval was given by shareholders by Special Resolution (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% issue capacity under Listing Rule 7.1.

An "*eligible entity*" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an *eligible entity* for these purposes and the Company obtained such approval at its annual general meeting in 2024 and consequently, issued 12,474,308 of the Placement Shares using the 10% Placement Capacity.

The issues of securities contemplated in Resolutions 3, 5 and 6 did not fit within any of the exceptions in Listing Rule 7.2 and, as none have not yet been approved by Shareholders, effectively used up part of the Company's 15% limit under Listing Rule 7.1. Likewise, the Issue the subject of Resolution 4 used up part of the 10% Placement Capacity under Listing Rule 7.1A. Therefore, the Issues reduce the Company's

capacity to issue further Equity Securities without Shareholder approval under Listings Rule 7.1 and 7.1A for the 12-month period following the Issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 5 and 4 seek Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

#### 4.3 Consequences of approval or non-approval of Resolutions

If Resolution 3 is passed, the Issue of 9,747,906 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 3 is not passed, the Issue of 9,747,906 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is passed, the Issue of 12,474,308 Placement Shares will be excluded in calculating the Company's additional 10% Placement Capacity under 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 4 is not passed, the Issue of 12,474,308 Placement Shares be included in calculating the Company's 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved at the Company's next annual general meeting.

If Resolution 5 is passed, the Issue of 1,000,000 13.5 Cent Broker Options 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 5 is not passed, the Issue of 1,000,000 13.5 Cent Broker Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is passed, the Issue of 1,000,000 18 Cent Broker Options 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 6 is not passed, the Issue of 1,000,000 18 Cent Broker Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

#### 4.4 Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolutions 3, 4, 5 and 6:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The issue of: <b>(Resolution 3)</b> 9,747,906 Placement Shares;
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	<p><b>(Resolution 4)</b> 12,474,308 Placement Shares;</p> <p><b>(Resolution 5)</b> 1,000,000 13.5 Cent Broker Options; and</p> <p><b>(Resolution 6)</b> 1,000,000 18 Cent Broker Options, were issued to Sophisticated and other exempt investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given. Investors were identified by the broker engaged to undertake the issue of the Placement Shares (being Morgans Financial Limited) and the investor networks of the Company's directors.</p> <p>None were related parties, KMP (or Closely Related Parties), advisers, or substantial holders (or an associate of any of the above) of the Company at the time of the Placement, that received more than 1% of the entity's issued capital at the time of the issue or agreement.</p>
The number and class of securities the entity issued or agreed to issue and their material terms of issue	<p><b>(Resolution 3)</b> 9,747,906 Placement Shares;</p> <p><b>(Resolution 4)</b> 12,474,308 Placement Shares</p> <p><b>(Resolution 5)</b> 1,000,000 13.5 Cent Broker Options; and</p> <p><b>(Resolution 6)</b> 1,000,000 18 Cent Broker Options.</p> <p>The Placement Shares fully paid ordinary shares ranking equally with all other Shares on issue</p> <p>The 13.5 cent Broker Options are exercisable at 13.5 cents and expire on 12 March 2027.</p> <p>The 18 Cent Broker Options are exercisable at 18 Cents and expire on 12 March 2027.</p> <p>The other terms of issue of the Broker Options are set out in Schedule 1</p>
The date or dates on which the securities were issued	The Placement Shares and Broker Options were issued on 12 March 2025.
The price or other consideration the entity has received or will receive for the issue	The Placement Shares were issued at \$0.09 and the Broker Options were issued for nil cash consideration.
The purpose of the issue, including the use or intended use of any funds raised by the issue	<p>The Placement proceeds will fund working capital, investments and support for the Company's fund products.</p> <p>The Broker Options were issued to the Lead Manager in consideration for provision of lead management services for the Placement.</p>
If the securities were issued under an agreement, the material terms of the agreement	The Broker Options were issued pursuant to the Mandate. Under the Mandate, Morgans agreed to provide lead manager services in relation to the placement. In consideration of these services, the Company agreed to

	<p>issue the Broker Options to Morgans and to pay Morgans a fee of 5% of the gross proceeds of the Placement.</p> <p>The Company considers that the Mandate otherwise contained terms and conditions consistent with industry standards, including warranties and indemnities.</p>
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting in relation to Resolutions 3, 5 and 6.

#### 4.5 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolutions 3, 4, 5, and 6, as they will enable the Company to have flexibility in respect of future capital raising activities.

## 5. Resolution 7 – Approval of 10% Placement Facility

### 5.1 General

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

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

Resolution 7 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Placement Facility during the Placement Period (refer to Section 5.2(e) below). The number of Equity Securities to be issued under the Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) below).

If Resolution 7 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 Resolution 7 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.

### 5.2 Listing Rule 7.1A

#### (a) Is the Company an eligible entity?

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$20.73 million, based on the closing price of its Shares on the ASX on 2 October 2025.

#### (b) What Equity Securities can be issued?

Any Equity Securities issued under the Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, only the Company's fully paid ordinary shares are quoted.

(c) **How many Equity Securities can be issued?**

If Shareholders approve Resolution 7, the number of Equity Securities the Company may issue under the Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

(d) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) 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
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

(e) **When can Equity Securities be issued?**

Shareholder approval of the Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(Placement Period).**

(f) **What is the effect of Resolution 7?**

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

5.3 **Specific information required by Listing Rule 7.3A**

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the Placement Facility during the Placement Period (refer to Section 5.2(e) above).

Shareholder approval of the Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 5.2(d) above).

(c) **Purposes of issues under Placement Facility**

The Company may seek to issue Equity Securities under the Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition) and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the table below (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at 2 October 2025 (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.065	\$0.13	\$0.26
		50% decrease in Current Market Price	Current Market Price	100% increase in Current Market Price
159,465,400 Shares Variable A	10% Voting Dilution	15,946,540	15,946,540	15,946,540
		Shares	Shares	Shares
	Funds raised	\$1,036,525	\$2,073,050	\$4,146,100
239,198,100 Shares 50% increase in Variable A	10% Voting Dilution	23,919,810	23,919,810	23,919,810
		Shares	Shares	Shares
	Funds raised	\$1,554,788	\$3,109,575	\$6,219,151
318,930,800 Shares	10% Voting Dilution	31,893,080	31,893,080	31,893,080
		Shares	Shares	Shares
	Funds raised	\$2,073,050	\$4,146,100	\$8,292,201

100% increase in Variable A				
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1. The table has been prepared on the following assumptions:
  - (a) the issue price is the current market price \$0.069, being the closing price of the Shares on ASX on 2 October 2025, being the last day that the Company's Shares traded on the ASX before this Notice was printed;
  - (b) the Company issues the maximum number of Equity Securities available under the Placement Facility;
  - (c) no convertible securities (including any issued under the Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
  - (d) the issue of Equity Securities under the Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

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

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

The allottees under the Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

Since the Company's Annual General Meeting in 2024, the Company has issued 12,474,318 Shares under Listing Rule 7.1A.

Pursuant to ASX Listing Rule 7.3A.6(a), the Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. The total number of Equity Securities issued by the Company under Listing Rule 7.1A.2 in the 12 months preceding the Meeting and

the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12-month period are as follows:

	Equity Securities
<b>Number of equity securities on issue at commencement of 12-month period</b>	124,743,176 Shares <b>124,743,176 Total Equity Securities</b>
<b>Number of equity securities issued under Listing Rule 7.1A.2 in the prior 12-month period</b>	12,474,318 Shares
<b>Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period</b>	10% increase in Equity Securities

As required by ASX Listing Rule 7.3A.6(b), details of Equity Securities issued under Listing Rule 7.1A.2 in the previous 12 months are as follows:

Issue of Placement Shares	
<b>Class/Type of equity security</b>	Shares
<b>Summary of terms</b>	Shares rank pari passu with all other Shares on issue in the Company
<b>Names of persons who received securities or basis on which those persons was determined</b>	Sophisticated and other exempt investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given. Investors were identified by the broker engaged to undertake the issue of the Placement Shares (being Morgans Financial Limited) and from among investors known to the Directors.  None were related parties, KMP (or Closely Related Parties), advisers, or substantial holders (or an associate of any of the above) of the Company at the time of the Placement, that received more than 1% of the entity's issued capital at the time of the issue or agreement.
<b>Date of Issue</b>	12 March 2025
<b>Number Issued</b>	12,474,318 Shares
<b>Price at which equity securities were issued</b>	\$0.09 per Placement Share
<b>Discount to market price (if any)</b>	5.3% discount to the last closing price before announcing the Placement (28 February 2025) and a 14.2% discount to the 5-day trading day volume-weighted average price (to 5 March 2025)
<b>Total cash consideration received</b>	\$2,000,000
<b>Amount of consideration spent and description of expenditure/intended use for remaining consideration (if any)</b>	Of the \$2,000,000 Placement proceeds received, \$1,809,000 funded new investments, with the balance contributing to the ongoing working capital requirements of the Company.
<b>Total non-cash consideration (current value)</b>	N/A

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

5.4 **Board recommendation**

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors recommend that Shareholders vote in favour of Resolution 7, as this will enable the Company to have flexibility in respect of future capital raising activities.

## Glossary

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**AEST** means Australian Eastern Standard Time.

**Annual Report** means the Company's 2025 Annual Report.

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

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

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

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

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls;
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition closely related party in the Corporations Act.

**Company** means Powerhouse Ventures Limited ACN 612 076 169.

**Constitution** means the constitution of the Company.

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

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

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**General Meeting** or Meeting means the Annual General Meeting of the Company convened by this Notice of Meeting.

**Group** means the Company and all of its related bodies corporate (as that term is defined in the Corporations Act).

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or of the Company is part of a consolidated entity, of the

consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated entity.

**Notice or Notice of Meeting** means this Notice of the General Meeting including the Explanatory Statement and Proxy Form.

**Option** means a right to acquire a new Share in the Company.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report contained in Annual Report.

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

**Section** is a numbered section of this Explanatory Statement.

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

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

**Share Registry** means Xcend Investor Services Pty Ltd.

**Special Resolution** has the meaning given to the term in the Corporations Act.

**Spill Resolution** is defined in Section 2.2.

**Spill Meeting** is defined in Section 2.2.

**Substantial Asset** is defined in ASX Listing Rule 19.

**VWAP** means the volume weighted average price of Shares traded on the ASX over a given period.

## Schedule 1 Broker Options Terms

(a) **Entitlement**

Each Broker Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Ranking**

All Broker Options rank equally among themselves.

(c) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of Broker Option is set out in the attached Explanatory Statement (**Exercise Price**).

(d) **Expiry Date**

Broker Option will expire at 5:00 pm (AEST) on 12 March 2027 (**Expiry Date**). A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Broker Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate (**Notice of Exercise**).

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the receipt of the Notice of Exercise (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Broker Options. If a notice delivered under (s)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Ranking**

Shares issued on exercise of the Broker Options rank equally with the Shares of the Company then on issue.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Broker 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.

(k) **Participation in new issues**

(i) There are no participation rights or entitlements inherent in the Broker Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options without exercising the Options prior to the relevant record date.

(ii) If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

$$O^n = O - \frac{E [P - (S + D)]}{N + 1}$$

Where:

- $O^n$  = the new exercise price of the Broker Option;
- $O$  = the old exercise price of the Broker Option;
- $E$  = the number of underlying securities into which one Broker Option is exercisable;
- $P$  = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;
- $S$  = the subscription price for a security under the pro rata issue;
- $D$  = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and
- $N$  = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(iii) If there is a bonus issue to the holders of shares in the Company, the number of shares over which an Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

(l) **Transferability**

The Broker Options are not transferable unless the Company decides otherwise.

(m) **Quotation**

The Broker Options are not quoted, unless the Company decides otherwise, subject to the Listing Rules.

(n) **Amendment**

The terms of the Broker Options may only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change, subject to the Listing Rules. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Broker Options will not be changed to reduce the Exercise Price, increase the number of Broker Options or change any period for exercise of the Broker Options.

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«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

## Your Annual General Meeting Proxy

### Voting Instructions

#### Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

**Directing your Proxy How to Vote:** If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

#### Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions.

#### Signing Instructions

You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

**ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.**

### Attending the Meeting

**Participating online:** follow the instructions included in the Online Meeting Guide.

If a representative of a corporate securityholder or Proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative" Form.

### HOW TO

#### Lodge Your Proxy

##### Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:

<https://investor.xcend.app/sha>



You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: <https://investor.xcend.app/register>  
Then once logged in, you may proceed to vote.

##### Post to Vote

Xcend Pty Ltd  
PO Box R1905  
Royal Exchange NSW 1225

##### @ Scan & Email to Vote

[meetings@xcend.co](mailto:meetings@xcend.co)

SRN/HIN: «AccountNumber»

Registered Name & Address

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«EntityRegistrationDetailsLine2Envelope»  
«EntityRegistrationDetailsLine3Envelope»  
«EntityRegistrationDetailsLine4Envelope»  
«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

I/we being members of Powerhouse Ventures Limited ("**Company**") and entitled to attend and vote hereby appoint:

The Chair of the Meeting  
(Mark box)

OR

If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held online via registration at <https://meeting.xcend.app/PVLAGM2025> on Friday, 14 November 2025 at 10:00am (AEST) and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on the Resolution(s) (except where the Shareholder has indicated a different voting intention on this Proxy Form) even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Wednesday, 12 November 2025 at 10:00am (AEST)**. Please read the Notice of Meeting and voting instructions before marking any boxes with an X. If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report (Non-Binding)			
2 Re-Election of Mr James Kruger as a Director of the Company			
3 Ratification of previous issue of Placement Shares under Listing Rule 7.1			
4 Ratification of previous issue of Placement Shares under Listing Rule 7.1A			
5 Ratification of previous issue of 13.5 Cent Broker Options under Listing Rule 7.1			
6 Ratification of previous issue of 18 Cent Broker Options under Listing Rule 7.1			
7 Approval of 10% Placement Capacity			

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

For personal use only  
Provide Your Voting Directions  
Appoint a Proxy

Please Sign and Return  
\* This section must be completed.

**SRN/HIN:** «AccountNumber»

**Registered Name & Address**

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«EntityRegistrationDetailsLine4Envelope»  
«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

## Online Meeting Guide

Please register in advance through our Virtual Meeting Portal: <https://meeting.xcend.app/PVLAGM2025> or scan the QR Code with your tablet or mobile device



**Required Information to log in to the portal:**

- SRN/HIN
- Your Postcode

**Accessing the Annual General Meeting:**

Upon completing registration, a Zoom webinar link and telephone dial-in details will be provided.  
Ensure the Zoom client is installed on your device to participate in the meeting and to ask questions.

Voting will take place during the meeting. Shareholders will be prompted to vote at the appropriate time on our meeting portal:  
<https://meeting.xcend.app/PVLAGM2025>

If you are appointed as a proxy, please contact us at least 24 hours before the Annual General Meeting to obtain proxy login details.

If you require any assistance with this process, then please contact XCEND on +61 (2) 8591-8509.

For personal use only