# GRATIFII LIMITED ACN 125 688 940

### NOTICE OF ANNUAL GENERAL MEETING

**TIME**: 2:00pm (AEDT)

**DATE**: 21 November 2025

How to attend: Via the online platform at: investor.automic.com.au

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary on 1300 288 664.

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#### TIME AND PLACE OF MEETING

Notice is hereby given that the annual General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 2:00pm (AEDT) on 21 November 2025 via the online platform provided by our Share Registry, Automic.

Pursuant to the Company's revised Constitution approved by Shareholders at the Company's Extraordinary General Meeting on 9 June 2022, the Board has made the decision that this will be a virtual Meeting only. Shareholders who attend virtually will be considered present.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link **investor.automic.com.au** and then <u>clicking on "**register**" and following the prompts.</u> Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

- 1. Open your internet browser and go to investor.automic.com.au
- Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
- 3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
- 4. Click on "Join Meeting" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

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

Questions must be submitted in writing to Ben Newling, Company Secretary at benn@gratifii.com at least 48 hours before the AGM.

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

#### YOUR VOTE IS IMPORTANT

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

#### **VOTING ELIGIBILITY**

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 as at 2:00pm (AEDT) on Wednesday, 19 November 2025.

#### **VOTING VIRTUALLY AT THE MEETING**

Shareholders who wish to vote virtually on the day of the AGM can do so by logging into the Automic shareholder portal.

- 1. Open your internet browser and go to investor.automic.com.au
- Login using your username and password. If you do not already have an account, click "Register" and follow the prompts. Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.
- After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "Register". Alternatively, select Meetings from the left-hand menu.
- 4. Click on "Join Meeting" and follow the prompts.
- 5. When the Chair of the Meeting declares the poll open, select the "Voting" dropdown menu on the right-hand side of your screen.
- 6. Select either the "Full" or "Allocate" option to access your electronic voting card.
- 7. Follow the prompts to record your voting direction for each resolution and click "Submit votes". For allocated votes, the number of votes submitted must not exceed your remaining available units. Important: Votes cannot be amended once submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

#### **VOTING BY PROXY**

Shareholders may lodge a direct vote or appoint a proxy online or by submitting a voting form to the Company's Share Registry (Automic).

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

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: 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 <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

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.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide that:

if proxy holders vote, they must cast all directed proxies as directed; and

 any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

#### Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - o the proxy is not recorded as attending the meeting; and
  - the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

#### Proxy Voting by the Chair

The Corporations Act imposes prohibitions on key management personnel and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amonast other thinas, remuneration matters.

However, the Chair may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy.

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority

provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

#### **CORPORATE REPRESENTATIVES**

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

#### BUSINESS OF THE MEETING

#### 1. FINANCIAL REPORT, DIRECTORS REPORT AND AUDITOR'S REPORT

To receive and consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2025.

**Note:** this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

#### 2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 and is subject to voting exclusions which are set out below. This Resolution is also subject to voting exclusions which are set out below.

#### 3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MICHAEL HILL

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

"That, Michael Hill a Director who retires by rotation in accordance with the Constitution and ASX Listing Rule 14.4, and being eligible offers himself for reelection, is re-elected as a Non-Executive Director of the Company."

#### 4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – PATRINA KERR

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

"That, Patrina Kerr, a Director who retires by rotation in accordance with the Constitution and ASX Listing Rule 14.4, and being eligible offers herself for reelection, is re-elected as a Non-Executive Director of the Company."

#### 5. RESOLUTION 4: APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 666,666 Shares to Mr Bryan Zekulich (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

**Note**: This Resolution is subject to voting exclusions which are set out below.

#### 6. RESOLUTION 5: APPROVAL TO ISSUE SHARES TO MICHAEL HILL

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 666,666 Shares to Mr Michael Hill (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

**Note**: This Resolution is subject to voting exclusions which are set out below.

#### 7. RESOLUTION 6: APPROVAL TO ISSUE SHARES TO PATRINA KERR

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 666,666 Shares to Ms Patrina Kerr (and/or her nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

**Note**: This Resolution is subject to voting exclusions which are set out below.

#### 8. RESOLUTION 7: APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 3,000,000 Lead Manager Options to Stralis Capital Partners Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

**Note**: This Resolution is subject to voting exclusions which are set out below.

#### 9. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 20,000,000 Capital Raise Shares at an issue price of \$0.085 each to Professional and Sophisticated Investors on 2 June 2025, on the terms and conditions set out in the Explanatory Statement."

**Note**: This resolution is subject to voting exclusions which are set out below.

#### 10. RESOLUTION 9: RATIFICATION OF PRIOR ISSUE OF BROKING SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 610,000 Broking Shares at an issue price of \$0.09 each to Candour Advisory Pty Ltd on 11 August 2025, on the terms and conditions set out in the Explanatory Statement."

**Note**: This resolution is subject to voting exclusions which are set out below.

# 11. RESOLUTION 10: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

BY ORDER OF THE BOARD

**Ben Newling** 

BILL

Company Secretary

Dated: 20 October 2025

### Voting Exclusions in accordance with the Listing Rules

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

<b>Resolution 1 –</b> Adoption of Remuneration Report	(a)	a member of the Key Management Personnel ( <b>KMP</b> ) named in the Remuneration Report; or
	(b)	their Closely Related Parties regardless of the capacity in which the vote is cast; or
	(c)	as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Parties.
	may c	ver, a person (the <b>voter</b> ) described above cast, and the Company need not disregard, a on Resolution 1 as a proxy if the vote is not cast half of a person described above and either:
	(d)	the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
	(e)	the voter is the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of KMP.
Resolution 4 – Approval	(a)	Bryan Zekulich (and/or his nominees); and
to issue Shares to Bryan Zekulich	(b)	any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or
	(c)	an Associate of that person.
<b>Resolution 5 –</b> Approval to issue Shares to Michael	(a)	Michael Hill (and/or his nominees); and
Hill	(b)	any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or
	(c)	an Associate of that person.

Resolution 6 – Approval to issue Shares to Patrina Kerr	(a) (b)	Patrina Kerr (and/or his nominees); and any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or an Associate of that person.					
<b>Resolution 7</b> Approval to issue Lead Manager Options	<ul> <li>(a) Stralis Capital Partners Pty Ltd (and the nominees); and</li> <li>(b) any other person who will obtain a materic benefit as a result of the issue of the securities (except as a benefit solely be reason of being a holder of ordinar securities in the Company); or</li> <li>(c) an Associate of that entity.</li> </ul>						
<b>Resolution 8-</b> Ratification of prior issue of Capital Raise Shares	any person who participated in the issue of the Placement Shares, or any of their Associates.						
<b>Resolution 9 –</b> Ratification of prior issue of Broking Shares	(a)	Candour Advisory Pty Ltd (and their nominees); and an Associate of that entity.					

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 2-9 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the Chair to vote on the Resolutions as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolutions; and
  - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

#### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the 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 Directors' Declaration, Directors' Report, Remuneration Report and Auditor's Report. There is no requirement that Shareholders formally approve the reports comprising the annual financial report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report to Shareholders is available on its website www.gratifii.com.

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

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 Background

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 that company's 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 the year ended 30 June 2025.

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

#### 2.2 Voting consequences

Under the Corporations Act, 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, then 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 directors of a company who were in office when the directors' report (as included in that company's annual financial report for the previous 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 a company is approved will be the directors of that company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the 2024 remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

However, in the event that 25% or more of votes that are cast are against adoption of the 2025 Remuneration Report at the Meeting, Shareholders should be aware that if a 'no' vote of 25% or more is cast for the same resolution at the 2026 annual general meeting, the consequence is that it may result in the reelection of the Board.

#### 2.4 Proxy voting restrictions

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

If you appoint a member of the KMP (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 –

You <u>must</u> direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member) —

You **may**, but **do not** need to direct your proxy how to vote on this Resolution.

If you appoint any other person as your proxy –

You <u>may</u>, but <u>do not</u> need to direct your proxy how to vote on this Resolution.

#### 3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MICHAEL HILL

#### 3.1 Background

The Constitution requires that an election of Directors, other than a Managing Director, must be held each year and one third of the Directors (rounded up)

shall retire and submit themselves for re-election. As the Company has 4 Directors, at least 2 Directors (at this Meeting being Michael Hill and Patrina Kerr) must stand for re-election. In addition, no Director, except a Managing Director can 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 re-election).

Michael Hill was last elected a Non-Executive Director on 30 November 2023 at the Company's 2023 AGM.

Michael is the Managing Director, CIO, and a founder of the Bombora Special Investment Growth Fund. He was a former Investment Partner of Ironbridge from 2004 to 2014, a private equity firm with \$1.5 billion in funds under management, where he led and was involved in several transactions across a variety of industries. He is also a member of the Australian Institute of Chartered Accountants (AICD) and holds a Bachelor of Arts (Accountancy).

#### 3.2 Board recommendation

The Board, (with Mr Michael Hill abstaining), supports the re-election of Michael Hill as a Director and recommends Shareholders vote in favour of Resolution 2.

#### 4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – PATRINA KERR

#### 4.1 Background.

See Section 3.1 above

Patrina Kerr has more than 25 years' experience working in senior sales and marketing roles.

Patrina Kerr was previously the Managing Director of Hachiko Pty Ltd, a company specialising in the marketing of loyalty and rewards acquired by Gratifii in August 2022, she is currently the Managing Director of Fabric Partners, a digital marketing firm in New Zealand.

Prior to her role at Hachiko, Patrina Kerr had a long and varied career at Microsoft, CA Technologies, Consulting WorX Pty Ltd and Corel Corp.

Patrina Kerr was last elected at Non-Executive Director on 25 November 2024.

#### 4.2 Board recommendation

The Board, (with Patrina Kerr abstaining), supports the re-election of Patrina Kerr as a Director and recommends Shareholders vote in favour of Resolution 3.

# 5. RESOLUTIONS 4 TO 6: APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH, MICHAEL HILL, AND PATRINA KERR

In accordance with ASX Listing Rule 10.11, approval is sought to issue Shares to Directors Bryan Zekulich, Michael Hill and Patrina Kerr in lieu of Director fees.

#### 5.1 Background

The Company has agreed, subject to Shareholder approval, to issue Bryan Zekulich, Michael Hill, and Patrina Kerr (or their respective nominees) (the

**Relevant Directors**) Shares in lieu of their Directors' fees (including superannuation) for the financial year ending 30 June 2026 (**FY26**). The Company proposes to issue Shares:

- (a) in arrears for the Directors' fees that have accrued but are unpaid in respect of the half-year ended 31 December 2025; and
- (b) in advance of the Directors' fees to be earned for the remainder of FY26.

#### 5.2 Value of Shares

The value of these Directors' fees for FY26 (and consequently the value of the Shares proposed to be issued in lieu of these fees) is \$60,000 for each of the Relevant Directors. In the event that any of the Relevant Directors resign prior to 30 June 2026, each of the Relevant Directors have undertaken to the Company to, at the Company's discretion:

- return any Shares issued in lieu of Director's fees that have not accrued at the time of their resignation (**Unearned Shares**); or
- (a) sell the Unearned Shares and remit the proceeds of the sale to the Company.

#### 5.3 Issue Price / number of Shares

The number of Shares to be issued to the Relevant Directors will be calculated by dividing the amount of cash fees payable for FY26 by the higher of:

- (a) \$0.09 per Share; or
- (b) the volume weighted average price of Shares for the 30 calendar days ended on the date of issue which the Company expects to be at the end of December 2025 but no later than 1 month after the date of this Meeting.

Consequently, the exact number of Shares to be issued to the Relevant Directors cannot be calculated as it is subject to the above formula, and in any case no more than 666,666 Shares (being \$60,000 divided by \$0.09) will be issued to each of the Relevant Directors.

The \$0.09 per share has been arrived by agreement and to provide a floor price to ensure a maximum number of shares issued to each Relevant Director is approved by shareholders.

#### 5.4 Approval sought for the purposes of ASX Listing Rule 10.11

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue Equity Securities to certain parties (which includes a Director) without the approval of Shareholders.

Accordingly, Resolutions 4, 5, and 6 seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to each Relevant Director.

If Shareholder approval is not received for one or more of the Relevant Directors, their Directors' fees will be paid in cash.

If Shareholder approval is obtained for one or more of the Relevant Directors, those Relevant Directors will be issued Shares on the terms set out in this Explanatory Statement.

#### 5.5 Approval for the purposes of Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a public company controls, to give a financial benefit to a Related Party of the public company, the public company or controlled entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 221 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.

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and, at first instance, captures the Director fees to be paid to Mr Zekulich, Mr Hill, and Ms Kerr. Consequently, the issue of the Shares the subject of Resolutions 4 to 6 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

However, as the issue of the Shares the subject of Resolutions 4 to 6 will be made in lieu of payment of Director fees for FY26, the Directors are of the view that the giving of the financial benefit to any of Mr Zekulich, Mr Hill or Ms Kerr is reasonable remuneration and falls within the reasonable remuneration exception in section 211 of the Corporations Act.

Accordingly, the Company considers that Shareholder approval for the purposes of Chapter 2E is not required in respect of the issue of the Shares the subject of Resolutions 4 to 6.

#### 5.6 Information required under ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided:

Person to whom the Shares will be issued	<b>Bryan Zekulich</b> or <b>Michael Hill</b> or <b>Patrina Kerr</b> or their nominee their nominee
Category to whom the Person belongs	ASX Listing Rule 10.11.1, by virtue of being a Director.
Number and class of securities	A maximum of 1,999,998 Shares will be issued in total to all Relevant Directors and a maximum of 666,666 Shares will be issued to each Relevant Director.
Proposed date of issue	No later than 1 month after the date of the Meeting.
Price of the issue	As set out in Sections 5.2 and 5.3 of the Explanatory Statement. No consideration will be received by the Company for the issue of Shares, rather it will reduce the

	Company's obligation to make cash payments to the Relevant Directors for their Director services.
Purpose of the issue	To align Director interests with that of the Company and minimise the cash outflows of the Company, thereby preserving its cash reserves.
Total remuneration package	FY26: \$60,000 each including superannuation proposed to be issued in Shares under Resolutions 4 - 6 plus 1,018,518 Loan Funded Shares as approved by shareholders on 25 November 2024 for each Relevant Director. In FY26, \$11,672 will be recognised for each Relevant Director utilising the Monte Carlo valuation methodology.
Summary of agreement	Each Relevant Director has entered into a letter amending their appointment letter as summarised in Sections 5.1 to 5.3. The letter also clarifies that the Relevant Director is responsible for any withholding tax which may apply.

#### 5.7 Board Recommendation

Given the interests on the non-executive Directors in these items, the Board makes no recommendation in relation to Resolutions 4, 5 and 6.

#### 6. RESOLUTION 7: APPROVAL TO ISSUE LEAD MANAGER OPTIONS

#### 6.1 Background

On 27 May 2025, the Company announced it successfully completed a placement to Professional and Sophisticated Investors to raise raised \$1.7 million (Capital Raise) through a placement of 20,000,000 Shares at \$0.085 per Share (Capital Raise Shares).

In addition, the Company agreed to issue (subject to shareholder approval) 3,000,000 Options to Stralis Capital Partners Pty Ltd (**Lead Manager**) on the terms below (**Lead Manager Options**).

#### 6.2 Use of Funds

Funds raised from the Capital Raise were allocated towards additional technology development and general working capital.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed issue of Lead Manager Options to the Lead Manager.

#### 6.3 Option Terms

The key terms of the Lead Manager Options are as follows:

	Option Terms
Number of Options under this Resolution	3,000,000
Exercise Price	\$0.17
Issue Date	no later than three (3) months after the date of the Meeting
Maturity Date	1 June 2028
Transferability and Rights	Options are not transferable and do not entitle the option holder to any voting rights

#### 6.4 Approval sought for the purposes of Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions (set out in Listing Rule 7.2), 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 (15% Placement Capacity).

The issue of the Lead Manager Options does not fall within any of the relevant exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity and as such requires Shareholder approval under Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

If Resolution 7 is not passed, the Company will not be able to issue the Lead Manager Options and will have to negotiate alternatives to pay the Lead Manager in cash.

#### 6.5 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Lead Manager Options will be issued to the Lead Manager, a Professional and Sophisticated Investor;
- (b) a maximum 3,000,000 Lead Manager Options will be issued;
- (c) in the event Lead Manager Options are converted to Shares, any Shares will rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue of the Lead Manager Options will occur no later than three (3) months after the date of the Meeting;
- (e) Lead Manager Options will be issued for nil consideration; and
- (f) Section 6.2 outlines the use of funds from the Lead Manager Options.

#### 6.6 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

#### 7. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES

#### 7.1 Background

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of Capital Raise Shares. Refer to Section 6.1 for background on the issue of Capital Raise Shares under the Capital Raising.

#### 7.2 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.1 please refer to Section 6.4. For a description on the operation of Listing Rule 7.1 A please refer to Section 9.2.

Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities, issued under that company's 15% Placement Capacity and 10% Placement Capacity, (provided the previous issue of Securities did not breach Listing Rule 7.1 or 7.1A) those Securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule 7.1 or 7.1A. This has the effect of "refreshing" a company's placement capacity and thereby increasing the number of securities that may be issued under the company's 15% Placement Capacity and/or 10% Placement Capacity, without shareholder approval.

Accordingly, Resolution 8 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Capital Raise Shares under the Company's 15% Placement Capacity and 10% Placement Capacity to provide flexibility for the Company to issue securities under the Company's 15% Placement Capacity and 10% Placement Capacity without the requirement to obtain Shareholder approval.

If Resolution 8 is passed, the Capital Raise Shares will be excluded when calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the Capital Raise Shares will be included when calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

#### 7.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Capital Raise Shares were issued to Professional and Sophisticated Investors, none of whom are related parties of the Company. Investors were procured through the Lead Manager of the Capital Raise;
- (b) 1,886,923 Shares were issued under the Company's 15% Placement Capacity;
- (c) 18,113,077 Shares were issued under the Company's 10% Placement Capacity;

- (d) 5,000,000 Shares were issued to Lujeta Pty Ltd a substantial holder of the Company;
- (e) 4,200,000 Shares were issued to Merrill Lynch Aus Nominees Pty Ltd as nominee for Regal Funds Management Pty Limited (**RFM**) as trustee for the Regal Emerging Companies Opportunities Fund. RFM, in its capacity as manager or adviser to one or more investment funds, has a substantial holding in the Company
- (f) the Capital Raise Shares issued rank equally in all respects with the Company's existing Shares on issue;
- (g) the Capital Raise Shares were issued on 2 June 2025;
- (h) the Capital Raise Shares were issued at \$0.085; and
- (i) Section 6.2 outlines the use of funds from the Capital Raise Shares issued.

#### 7.4 Board Recommendation

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

#### 8. RESOLUTION 9: RATIFICATION OF PRIOR ISSUE OF BROKING SHARES

#### 8.1 Background

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of 610,000 Shares (**Broking Shares**) to Candour Advisory Pty Ltd.

#### 8.2 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of:

- (a) Listing Rule 7.1 please refer to Section 6.4;
- (b) Listing Rule 7.1A please refer to Section 9.2; and
- (c) Listing Rule 7.4, please refer to Section 7.2.

Resolution 9 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Broking Shares under the Company's 15% Placement Capacity to provide flexibility for the Company to issue securities under the Company's 15% Placement Capacity without the requirement to obtain Shareholder approval.

If Resolution 9 is passed, the Broking Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 9 is not passed, the Broking Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

#### 8.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Broking Shares were issued to Candour Advisory Pty Ltd, a Professional and Sophisticated Investor;
- (b) 610,000 Shares were issued under the Company's 15% Placement Capacity;
- (c) the Broking Shares issued rank equally in all respects with the Company's existing Shares on issue;
- (d) the Broking Shares were issued on 11 August 2025;
- (e) the Broking Shares were issued at \$0.09; and
- (f) the Broking Shares were issued for nil consideration for broker services provided by Candour Advisory Pty Ltd, therefore the Company did not receive funds from their issue.

#### 8.4 Board Recommendation

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

# 9. RESOLUTION 10: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A

#### 9.1 Background

Resolution 10 seeks Shareholder approval to have the capacity to issue up to 10% of the issued capital of the Company without using the Company's existing 15% Placement Capacity under ASX Listing Rule 7.1.

#### 9.2 Approval sought under ASX Listing Rule 7.1A

Section 6.4 of this Explanatory Statement sets out an explanation of ASX Listing Rule 7.1.

Separately, under ASX Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% Placement Capacity by an extra 10% to 25% (10% Placement Capacity).

An 'eligible entity' for the purposes of ASX Listing Rule 7.1A is 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.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX 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% Placement Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Subject to Shareholder approval, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be calculated in accordance with the following formula:

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

#### Where:

- **A** is the number of Shares on issue at the commencement of the relevant period:
  - (i) plus the number of Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
  - (ii) plus the number of Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
    - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - (B) the issue of, or agreement to issue, the convertible securities was approved or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
  - (iii) plus the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
    - (A) the agreement was entered into before the commencement of the relevant period; or
    - (B) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7,4;
  - (iv) plus the number of Shares issued in the relevant period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
  - (v) plus the number of partly paid shares that became fully paid in the relevant period; and
  - (vi) less the number of Shares cancelled in the relevant period.
- **D** is 10%.
- is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or

agreement has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

As at the date of this Notice, the Company has on issue 382,506,611 Shares, and therefore has the capacity to issue:

- (a) 57,375,991 new Shares under ASX Listing Rule 7.1; and
- (b) subject to Shareholder approval, 38,250,661 Shares under ASX Listing Rule 7.1A.

#### 9.3 Information required under ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information be provided:

#### (a) Minimum Price

The Equity Securities must be issued for cash consideration which is not less than 75% of the VWAP of Equity Securities in that class, calculated over the 15 ASX 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 ASX trading days of the date in Section 9.3(a)(i), the date on which the Equity Securities are issued.

#### (b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting at which approval is obtained and expiring on the first to occur of the following:

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

#### (c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares.

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, existing Shareholders' economic and voting power in the Company will be diluted.

The table below sets out the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue		Dilution									
		\$0.055	\$0.11	\$0.165							
(Variable 'A' in ASX Listing Rule 7.1A2)	Issue Price (per Share)	50% decrease in Issue Price	Issue Price	50% increase in Issue Price							
382,506,611	Shares issued: 10% voting dilution	38,250,661 shares	38,250,661 shares	38,250,661 shares							
(Current Variable A)	Funds raised	\$2,103,786	\$4,207,573	\$6,311,359							
573,759,917	Shares issued: 10% voting dilution	57,375,992 shares	57,375,992 shares	57,375,992 shares							
(50% increase in Variable A)	Funds raised	\$3,155,680	\$6,311,359	\$9,467,039							
765,013,222	Shares issued: 10% voting dilution	76,501,322 shares	76,501,322 shares	76,501,322 shares							
(100% increase in Variable A)	Funds raised	\$4,207,573	\$8,415,145	\$12,622,718							

<sup>\*</sup>The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above is based on the following assumptions:

- (i) There are currently 382,506,611 Shares on issue and all figures in the table are calculated on an undiluted basis.
- (ii) The issue price set out above is the closing price of Shares on the ASX on 26 September 2025.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.

- (v) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.
- (vi) 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%.
- (vii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (viii) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (ix) the Equity Securities may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

#### (d) Purpose of issue / use of funds

Any Equity Securities issued under the 10% Placement Capacity must be for cash only, and the proceeds will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investments in new businesses (if any), the costs incurred in undertaking placement(s) of Shares under ASX Listing Rule 7.1A and for general working capital.

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

#### (e) Allocation policy

The allottees under the 10% Placement Capacity have not yet been determined as at the date of this Notice but may consist of existing Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

#### (f) Previous approval

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 25 November 2024 (**Previous Approval**).

The Company issued 18,113,077 Shares pursuant to the Previous Approval on 2 June 2025 (**7.1A Shares**). The 7.1A Shares formed part of the Capital Raising as detailed in Section 7 of this Explanatory Memorandum. The Company discloses the following information as required by Listing Rule 7.3A.6 in relation to the 7.1A Shares:

- (i) the total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 since the Previous Approval was 18,113,077 Shares. This represented 6.18% of the number of Shares on issue as at the date of the Previous Approval (which was 4,394,502,208. The Company undertook a 15 for 1 share consolidation on 28 November 2024 and hence Shares on issue on a post consolidation basis was 292,966,813);
- (ii) the 7.1A Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (iii) the 7.1A Shares were issued at \$0.085 per share, which represented a 0.72% premium on the 15-day VWAP to the last trading price on 23 May 2025 and a 15% discount from the close price on 2 June 2025;
- (iv) the Company received a total cash consideration of \$1,539,612 (before costs of the Capital Raise) which was used for additional technology development in relation to new custom development work and general working capital purposes; and
- (v) the 7.1A Shares were issued to Professional and Sophisticated Investors introduced by the Lead Manager to the Capital Raise. None of these subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11.] As detailed in Section 7.3, a total of [X] Shares of the 7.1A Shares were issued to the following substantial shareholders of the Company:
  - (A) 5,000,000 Shares were issued to Lujeta Pty Ltd; and
  - (B) 4,200,000 Shares were issued to Merrill Lynch Aus Nominees Pty Ltd as nominee for Regal Funds Management Pty Limited (**RFM**) as trustee for the Regal Emerging Companies Opportunities Fund. RFM, in its capacity as manager or adviser to one or more investment funds, has a substantial holding in the Company

#### 9.4 Voting Exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

#### 9.5 Recommendation

The Board recommends Shareholders vote in favour of Resolution 10.

#### 10. GLOSSARY

**10% Placement Capacity** has the meaning given in Section 9.2 of the Explanatory Statement.

**15% Placement Capacity** has the meaning given in Section 6.4 of the Explanatory Statement.

**7.1A Shares** has the meaning given in Section 9.3(f).

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

**Annexure** means an annexure of this Notice.

**Associate** has the meaning given to that term in sections 10 to 17 of the Corporations Act.

**ASX** means ASX Limited or the market operated by it, as the context requires.

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

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

**Broking Shares** has the meaning given in Section 8.1.

**Auditor's Report** means the auditor's report set out in the Company's annual financial report for the year ended 30 June 2025.

Capital Raise has the meaning given in Section 6.1.

**Capital Raise Shares** has the meaning given in Section 6.1.

Chair means the chair of 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 members' spouse;
- (c) a dependent of the member or the members' spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or Gratifii means Gratifii Limited ACN 125 688 940.

**Constitution** means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

**Directors' Declaration** means the declaration of the Directors set out in the Company's annual financial report for the year ended 30 June 2025.

**Directors' Report** means the report of the Directors set out in the Company's annual financial report for the year ended 30 June 2025.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

FY26 means the financial year ended 30 June 2026.

FY27 means the financial year ending 30 June 2027.

**FY28** means the financial year ending 30 June 2028.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Group** means the Company and its Subsidiaries.

**Group Company** means a company in the Group.

**KMP** means Key Management Personnel, being the people with authority and responsibility for planning, directing and controlling the activities of the Company, including its directors.

**Lead Manager Options** has the meaning given in Section 6.1.

**Loan Funded Shares** means a Share issued under the Loan Funded Share Plan.

**Loan Funded Share Plan** means the Gratifii Limited Loan Funded Share Plan as summarised in Annexure 1.

**Managing Director** has the meaning given in the Constitution.

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

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

**Previous Approval** has the meaning given in Section 9.3(f).

**Professional and Sophisticated Investors** means investors within the definition in sections 708(8) or 708(11) of the Corporations Act.

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

**Related Party** as defined in section 228 of the Corporations Act.

Relevant Directors means Bryan Zekulich, Michael Hill and Patrina Kerr.

Remuneration Report means the remuneration report set out in the Directors' Report.

**Resolution** means a resolution set out in the Notice.

**Section** means a section of the Explanatory Statement.

**Securities** as defined in Chapter 19 of the Listing Rules.

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

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

**Spill Meeting** has the meaning given in Section 2.2 of the Explanatory Statement.

**Spill Resolution** has the meaning given in Section 2.2 of the Explanatory Statement.

Subsidiary has the same meaning as in Division 6 of Part 1.2 of the Corporations Act.

**Unearned Shares** has the meaning given in Section 5.2 of the Explanatory Statement.

**VWAP** means the volume weighted average price.



Gratifii Limited | ABN 47 125 688 940

# **Proxy Voting Form**

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **2:00pm (AEDT) on Wednesday, 19 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

i 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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



#### BY MAIL:

Automic GPO Box 5193

Sydney NSW 2001

#### IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

#### BY EMAIL:

meetings@automicgroup.com.au

#### BY FACSIMILE:

+61 2 8583 3040

## All enquiries to Automic: WEBSITE:

https://automicgroup.com.au

#### PHONE:

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

#### STEP 1 - How to vote

#### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Gratifii Limited, to be held virtually at **2:00pm (AEDT) on Friday, 21 November 2025** 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.

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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, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- Open your internet browser and go to investor.automic.com.au
- Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

	STEP 2 - Your voting direction
٦	Resolutions For Against Abstain Resolutions For Against Abstain
	ADOPTION OF REMUNERATION REPORT  6 APPROVAL TO ISSUE SHARES TO PATRINA KERR
	RE-ELECTION OF DIRECTOR – MICHAEL 7 APPROVAL TO ISSUE BROKING LEAD MANAGER OPTIONS
<b>T</b>	RE-ELECTION OF DIRECTOR – PATRINA RAISE SHARES  8 RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES
	APPROVAL TO ISSUE SHARES TO BRYAN  PRATIFICATION OF PRIOR ISSUE OF BROKING SHARES  PRATIFICATION OF PRIOR ISSUE OF BROKING SHARES
	APPROVAL TO ISSUE SHARES TO MICHAEL 10 APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A
1	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 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 Securityholder 2 Securityholder 3
3	
7	Sole Director and Sole Company Secretary Director Director / Company Secretary
abla	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).