

Notice of Annual General Meeting

InFocus Group Holdings Limited (ASX: IFG) (the **Company** or **InFocus**), a data analytics and software solutions company, advises that its 2025 Annual General Meeting will be held at 1.00pm AWST on Friday, 28 November 2025 at Level 2, 100 James Street, Northbridge WA 6003.

Enclosed is a copy of the documentation dispatched to the shareholders in relation to the meeting, including the Notice of Meeting and a Sample Proxy Form.

ENDS

This announcement has been approved by the Company Secretary of InFocus Group Holdings Limited.

For further information, please contact:

InFocus Group Holdings Limited
e: info@ifghltd.com.au
p: +61 8 9465 1091

Reign Advisory Pty Ltd
e: IFG@reignadvisory.com
p: +61 2 9174 5388

About InFocus Group Holdings Limited

InFocus Group Holdings Limited (**IFG**) is a data intelligence and software solutions company with proven expertise in data analytics as well as software and platform development. IFG operates four main operational units: InFocus Analytics, the Frugl Grocery app, and software development consultancy houses Onify and Prodigy9. InFocus has also now launched two strategic business units, InFocus Digital Ventures and InFocus Gaming Technologies, aimed at the digital assets and iGaming sectors, respectively. Together, these business units provide IFG with enterprise-scale capabilities across data analytics, business intelligence, software and platform development, cybersecurity, artificial intelligence and machine learning, and team augmentation.



Notice of Annual General Meeting

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Access to the Notice of Meeting

The Notice of Meeting and Explanatory Memorandum for the Meeting is available online and can be viewed and downloaded by shareholders of the Company from the Company's website at ifghltd.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX:IFG).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting Online

The Company strongly recommends shareholders review the Notice of Meeting and vote at the Meeting. Shareholders may choose to attend the Meeting and vote in person or vote by proxy prior to the meeting. Further information on how to vote at the Meeting is set out in your personalised proxy form and the Notice of Meeting.

Lodge your Proxy vote online at <https://investor.automic.com.au/#/loginsah> by following the instructions:

1. Login to the Automic website using the holding details as shown on your holding statement.
2. Click on 'Meetings' – 'Vote'.

To use the online lodgement facility, Shareholders will need their holder number – either a Securityholder Reference Number (SRN) or a Holder Identification Number (HIN) – as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at IFG@reignadvisory.com.

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

On behalf of the Board,

A handwritten signature in blue ink, appearing to read "S Didugu".

Sonny Didugu
Company Secretary
28 October 2025

INFOCUS

GROUP HOLDINGS

InFocus Group Holdings Limited

ACN 096 870 978

Notice of Annual General Meeting

Friday, 28 November 2025 at

1.00pm (AWST)

Level 2

100 James Street

Northbridge WA 6003

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

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Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting of InFocus Group Holdings Limited (the **Company** or **InFocus**) is to be held at 1.00pm on Friday, 28 November 2025 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at ifg@reignadvisory.com.

Ordinary Business

Financial Statements and Reports

General Business – Consideration of Financial Statements

Consideration and discussion of Annual Report to shareholders for the financial year ended 30 June 2025 (**Annual Report**), which have been circulated to Shareholders on 30 September 2025.

Shareholders can also access the Company's Annual Report on the Company's website at ifghltd.com.au and titled "Full year statutory accounts", which was released to the ASX on 30 September 2025.

No voting is required for this item.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

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

"That the Directors' Remuneration Report for the year ended 30 June 2025 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel;
- b) Closely Related Parties of Key Management Personnel; and
- c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not disregard a vote if it is:

- (a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- (b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

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Election of Directors

2. Resolution 2: Ordinary Resolution to elect Kulthirath Pakawachkrilers as a Director

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

"That, Kulthirath Pakawachkrilers, retiring in accordance with clause 15.2 of the Company's Constitution, be elected as a director of the Company".

3. Resolution 3: Ordinary Resolution to elect Ken Tovich as a Director

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

"That, Ken Tovich, retiring in accordance clause 15.4 of the Company's Constitution, be elected as a director of the Company".

Refresh Placement Capacity

4. Resolution 4: Ordinary Resolution to ratify October 2025 Share Issue

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 12,500,000 Shares to the parties, for the purpose, and on the terms set out in the Explanatory Statement".

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ka1sa Lending Corporation being the sole participant in the issue; or
- Any associate of that person or those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approve New Issues of Securities

5. Resolution 5: Ordinary Resolution to Approve Issue of Shares to Ken Tovich

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

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 9,470,146 Shares to Ken Tovich (or his nominee), for the purpose, and on the terms set out in the Explanatory Statement".

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ken Tovich (or his nominee);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

- An associate of that person or those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6: Ordinary Resolution to Approve the Issue of Shares Reign Advisory

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 1,095,576 Shares to Reign Advisory Pty Ltd (or its nominee), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Reign Advisory (or its nominee);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7: Ordinary Resolution to Approve the Issue of Convertible Notes to Mythos Group

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 2,500 Convertible Notes to Mythos Orange1 Co Ltd (or its nominee), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Mythos Orange1 Co Ltd (or its nominee);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

- 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

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8: Ordinary Resolution to Approve the Issue of Options to Mythos Group

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 83,333,250 Options exercisable at \$0.03 per Option expiring twelve months from their date of issue to Mythos Orange1 Co Ltd (or its nominee), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Mythos Orange1 Co Ltd (or its nominee);
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of that person or those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Additional Placement Capacity

9. Resolution 9: Special Resolution to Approve Additional 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the fully paid ordinary 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”.

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 9. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

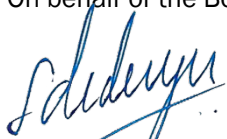
Important Note:

The proposed allottees of any 7.1A 10% Additional Capacity are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and as such there is no reason to exclude their votes.

Other Business

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

On behalf of the Board,



Sonny Didugu
Company Secretary
28 October 2025

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Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of InFocus Group Holdings Limited (ASX: IFG) (**InFocus** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact InFocus or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 30 June 2025

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2025.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2025 Annual Report on the Company's website: ifghltd.com.au

Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2024 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Managing Director.

If the Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's 2026 Remuneration Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. A 'No' vote of greater than 25% was not received in the past year.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2025 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Election of Directors

The Company's Constitution requires the rotation of the directors. The general requirement is that:

- (a) per clause 15.4 any director whom is appointed by the other directors (that is not at a general meeting of shareholders) must stand for re-election at their first Annual General Meeting except for the Managing Director; and
- (b) per clause 15.2 one third of the directors (rounded up) shall retire and seek re-election at each Annual General Meeting, and no director should remain a director for more than three years or three Annual General Meetings (whichever is longer) without standing for re-election except for the Managing Director.

Further details are set out in the Company's Constitution.

Resolution 2: Ordinary Resolution to elect Kulthirath Pakawachkrilers as Director

By reason of clause 15.2 of the Company's Constitution, Ms Kulthirath Pakawachkrilers, retires and stands for re-election at this Annual General Meeting.

Ms Pakawachkrilers has extensive experience in e-Commerce, business development and digital marketing in south-east Asia. She currently serves as President of the Thai e-Commerce Association and is CEO and Co-Founder of the Thailand e-Business Centre (TeC). Additionally, she advises the national subcommittee on e-Commerce, Big Data, and e-Commerce Development under the Ministry of Commerce. She holds an Executive MBA from the prestigious Tsinghua-INSEAD Business School, underscoring her strong academic foundation and practical business acumen.

Ms Pakawachkrilers has not been a director of any other listed ASX entity in the last three years. Ms Pakawachkrilers is an independent and non-executive director of the Company.

Resolution 3: Ordinary Resolution to elect Ken Tovich as Director

By reason of clause 15.4 of the Company's Constitution, Mr Ken Tovich, retires and stands for re-election at this Annual General Meeting. Although Mr Tovich is an Executive Director and Chief Executive Officer, he does not formally hold the title of Managing Director and is accordingly not excluded from the retirement requirements of the Company's Constitution.

Mr Tovich has a wealth of leadership and more than 3 decades of experience across a variety of industries including Primary Industry, Capital Markets and Investment Banking. He is the former Head of International Sales at FloraMax, an agricultural technology company overseeing its growth from market introduction to a multi-million-dollar revenue stream. Mr Tovich also has considerable experience across a breadth of financial products and services, including as a Structured Products specialist in the Asia-Pacific region.

Mr Tovich has not been a director of any other listed ASX entity in the last three years. Mr Tovich is an executive director of the Company, and is not independent as a result of holding executive office.

Refresh Placement Capacity

Resolution 4 seeks to ratify prior issue of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities without shareholder approval.

Regulatory Framework

The Company has the capacity to issue securities without shareholder approval which amount to no more than 15% of the Company's fully paid ordinary issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1 and otherwise as calculated per that rule. The Company has a similar capacity under ASX Listing Rule 7.1A, subject to approval at an Annual General Meeting and other additional conditions.

The effect of the ratification proposed by Resolution 4 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities or

other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the fully paid ordinary issued capital at the commencement of that 12 month period. ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively 'refreshing' the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake a capital raising, or for other purposes.

In the event that Resolution 4 is not passed, the Company will not have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 in respect of that relevant issue and accordingly those securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity.

Where Resolution 4 is passed, the Company will have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 in respect of those issues, and accordingly those securities will not continue to 'take up' part of the total 15% ASX Listing Rule 7.1. capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity.

Resolution 4: Ordinary Resolution to ratify October 2025 Share Issue

The Company provides the following further information as required by ASX Listing Rule 7.5:

Number and class of securities issued	12,500,000 Fully Paid Ordinary Shares
Name of recipients or basis on which persons were identified	Ka1sa Lending Corporation, a registered lender and financier in the Philippines (SEC registration: CS201812562).
Date securities were issued	22 October 2025
Price (or other consideration)	Shares issued at \$0.015 per Share
Purpose of the issue	Payment in lieu of cash remuneration to a service provider.
Other material terms of agreement	The Company engaged Ka1sa Lending Corporation to advise the Company on potential digital assets and ventures activities in the Philippines.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 4

Approve New Issues of Securities

Resolutions 5 to 8 seek to approve new issue of securities. Resolution 5 contemplates an issue of securities to a director, Ken Tovich and is accordingly subject to ASX Listing Rule 10.11. Resolutions 6 to 8 contemplate issues to unrelated parties and are accordingly proposed under ASX Listing Rule 7.1.

Resolution 5: Ordinary Resolution to issue Shares to Ken Tovich

Mr Tovich has been the CEO of the Company since February 2024. His salary as CEO is \$20,000 per month, of which 50% is to be paid monthly in cash and 50% (\$10,000 per month) is to be paid in shares periodically.

Mr Tovich became an executive director of the Company on 1 July 2025, with no salary increase at that time.

On 21 October 2025 the Company entered into an agreement with Mr Tovich for his salary to increase by \$10,000 per month for his additional role as Executive Director, with that amount to also be paid in shares, backdated to 1 July 2025. Resolution 5 seeks approval for an issue of Shares to Mr Tovich (or his nominee) for shares owed to him up to 30 September 2025.

Regulatory Framework

Resolution 5 contemplate the issue of shares to a Director. The issue accordingly has both Corporations Act and Listing Rules considerations.

Corporations Act: Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Shares to Ken Tovich constitutes the giving of a financial benefit to those parties who are related parties of the Company by reason of their directorship.

Having considered the circumstances of the Company and the Mr Tovich as required by section 211 of the Corporations Act, the Directors rely on section 211 and confirm that, in their opinion, the granting of the Shares to Mr Tovich represents fair and reasonable remuneration to the director, and accordingly, the Company does not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

Listing Rules: ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

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

unless it obtains the approval of its shareholders.

The proposed issue falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. The Resolution, therefore, require the approval of Shareholders under ASX Listing Rule 10.11.

The Company accordingly seeks shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 5. Pursuant to ASX Listing Rule 7.2 Exception 14, where approval under ASX Listing Rule 10.11 is obtained approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the company's 15% limit.

If Resolution 5 is passed, the Company will be able to proceed with the issue of Shares to Mr Tovich.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Shares to Mr Tovich and will be required to pay to him cash equivalent to the amount due to him.

Additional Information required by ASX Listing Rule 10.13

As required by ASX Listing Rule 10.13, the Company provides the following information:

Name of recipients	Mr Ken Tovich (or nominee) who is a party to whom LR 10.11.1 applies by reason of being a Director of the Company.
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Number and class of securities to be issued	9,470,146 Shares
Material terms of the securities	Fully Paid Ordinary Shares
Date by which securities will be issued	The Shares must be issued within one month of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	\$120,000 comprising \$90,000 for nine months as CEO and \$30,000 for three months as also the Executive Director at a blended average of \$0.01496 per share.
Purpose of the issue	Remuneration to the director.
Other material terms of agreement	The Shares have been priced at the monthly VWAP for each month in which the fee was earned (VWAP Source: Bloomberg).
Current Remuneration	Mr Tovich's remuneration comprises \$120,000 in cash per annum, plus \$240,000 in shares per annum.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 5.

Resolution 6: Ordinary Resolution to issue Shares to Reign Advisory Pty Ltd

Reign Advisory provides (amongst other services in separate engagements) Company Secretarial Services to the Company, including making Sonny Didugu available to be appointed the Company Secretary of the Company.

Pursuant to that engagement, Reign Advisory has an amount of \$15,000 due from the Company which the Company has agreed to pay to it at the monthly VWAP in shares subject to shareholder approval.

If shareholder approval is received for Resolution 6, the Company will issue to Reign Advisory shares equivalent to this amount. If shareholder approval is not received for Resolution 6 the Company will be required to pay to Reign Advisory that amount in cash.

Regulatory Framework

The proposed issue is being made with shareholder approval under ASX Listing Rule 7.1, which has been summarised above in relation to Resolution 4.

Additional Information required by ASX Listing Rule 7.3

As required by ASX Listing Rule 7.3, the Company provides the following information:

Name of recipients	Reign Advisory Pty Ltd (or its nominee). The participant is not a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, or an associate of any of the aforementioned parties. Reign Advisory is however an advisor to the Company.
Number and class of securities to be issued	1,095,576 Shares
Material terms of the securities	Fully Paid Ordinary Shares

Date by which securities will be issued	The Shares must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	Issue in lieu of \$15,000 owed to Reign Advisory. The shares have been priced at the monthly VWAP for each month in which the fee was earned (VWAP Source: Bloomberg) at a blended average of \$0.01369.
Purpose of the issue	Payment in lieu of \$15,000 in fees accrued from 1 May 2025 to 30 September 2025.
Other material terms of agreement	Reign Advisory provides company secretarial and corporate governance advisory services to the Company, including making Sonny Didugu available to act as Company Secretary. Under the terms of that engagement, an amount of \$15,000 which is outstanding has been agreed to be paid by an issue of Shares in the manner set out above.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 6.

Resolutions 7 and 8: Ordinary Resolution to issue Convertible Notes and Options to Mythos

On 1 September 2025, the Company announced it had secured a financing line from Mythos Group for the raising of up to \$10,000,000 for deployment within its InFocus Digital Ventures business.

An initial \$2,500,000 was drawn-down in the form of a loan, which subject to shareholder approval, is to be refinanced into Convertible Notes.

The funds raised under this loan are predominantly presently being held in Monochrome BTC ETF (CBOE:IBTC) pending further deployment in the Company's operations. Further information, including a detailed proposed use of funds (which is a statement of intention at a point in time) is set out in ASX Release dated 1 September 2025.

Additionally, the Company agreed to issue to Mythos 33.3333 Options exercisable at \$0.03 per Option expiring twelve months from their date of issue for each \$1 invested by Mythos. With \$2.5 million invested to date, the number of Options due to be issued is 83,333,250 Options.

Resolution 7 seeks shareholder approval for the Convertible Notes. Resolution 8 seeks shareholder approval for the issue of the Options.

If shareholder approval for Resolution 7 is successful, the Company will refinance the existing loan into Convertible Notes on the terms set out below. If shareholder approval for Resolution 7 is not successful, the Company will liquidate its IBTC interests or otherwise raise funds to repay the loan to Mythos, which will mature on 31 December 2025.

If shareholder approval for Resolution 8 is successful, the Company will issue to Mythos 83,333,250 Options on the terms set out below. If shareholder approval for Resolution 8 is not successful, the Company will not issue the Options but no further action will be taken.

Regulatory Framework

The proposed issue is being made with shareholder approval under ASX Listing Rule 7.1, which has been summarised above in relation to Resolution 4.

Additional Information required by ASX Listing Rule 7.3

As required by ASX Listing Rule 7.3, the Company provides the following information in respect of Resolution 7:

Name of recipients	Mythos Orange1 Co Ltd The participant is not a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, or an associate of any of the aforementioned parties. Mythos
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	Group, a related entity to the participant, is however an advisor to the Company.
Number and class of securities to be issued	2,500 Convertible Notes each with a face value of \$1,000 per Note
Material terms of the securities	Convertible Notes on the terms summarised in Annexure A.
Date by which securities will be issued	The Convertible Notes must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	\$1,000 per Note.
Purpose of the issue	<p>Refinancing of an existing loan totalling \$2.5 million into Convertible Notes. Funds raised are expected to be applied over the next twelve months towards progressing the Frugl grocery app and expanding InFocus's Digital Ventures capabilities. Key allocations include approximately \$1.05 million for technology development of the Frugl gamification and rewards system, \$750,000 for additional staff to service current and future clients in digital assets and frontier technologies, and \$200,000 for discovery and scoping of new opportunities. A further \$100,000 is budgeted for marketing, \$60,000 for advisory fees to Mythos Group, and \$340,000 for general working capital. These allocations are statements of intention at this point in time.</p> <p>Actual expenditure will depend on the roll-out speed of the Frugl project, new customers attracted to InFocus upon hearing about this Digital Ventures arm, and future research and development leading to new concepts.</p> <p>Funds raised are currently held by the Company in the Monochrome BTC ETF (CBOE:IBTC).</p>
Other material terms of agreement	<p>Convertible Notes terms are summarised in Appendix A.</p> <p>The Company has in place a binding term sheet with Mythos Group enabling it to draw down up to a further \$7.5 million on the same terms, however such drawdown has not been proposed at this time.</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 7

As required by ASX Listing Rule 7.3, the Company provides the following information in respect of Resolution 8

Name of recipients	<p>Mythos Orange1 Co Ltd</p> <p>The participant is not a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, or an associate of any of the aforementioned parties. Mythos Group, a related entity to the participant, is however an advisor to the Company.</p>
Number and class of securities to be issued	83,333,250 Options exercisable at \$0.03 per Option expiring twelve months from their date of issue
Material terms of the securities	Options exercisable at \$0.03 per Option expiring twelve months from their date of issue on the terms summarised in Annexure B.

Date by which securities will be issued	The Options must be issued within three months of the Meeting. However, the Company expects to complete issue within one week of the Meeting.
Price (or other consideration)	Nil as attaching to fund raising.
Purpose of the issue	Attaching to the raising as described in relation to Resolution 7. If all Options are exercised, the Company will raise \$2.5 million which will be applied towards general working capital.
Other material terms of agreement	Convertible Notes terms are summarised in Appendix A. The Company has in place a binding term sheet with Mythos Group enabling it to draw down up to a further \$7.5 million on the same terms, however such drawdown has not been proposed at this time.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 8

Additional Placement Capacity

Resolution 9: Approval of Additional 10% Placement Capacity

Resolution 9 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A (the **7.1A 10% Additional Capacity**). This provides the Company with a higher level of flexibility to undertake capital raisings or other corporate actions involving the issue of equity securities by the Company.

Regulatory Framework

Broadly speaking, and subject to a number of exceptions, ASX 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 ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of special resolution at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Securities issued pursuant to ASX Listing Rule 7.1A must be in an existing class of quoted equity security.

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

Resolution 9 seeks shareholder approval by way of a special resolution for the Company to have an additional 10% capacity provided for in Listing Rule 7.1A to issue securities without shareholder approval.

If Resolution 9 is not passed, the Company will not have access to the 7.1A 10% Additional 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 securities without shareholder approval set out in Listing Rule 7.1.

Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 9:

- (i) If Resolution 9 is approved by Shareholders, the approval to issue securities under this capacity per Listing Rule 7.1A will cease upon the earlier of:
 - a. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 28 November 2026;
 - b. The time and date of the Company's next annual general meeting; or
 - c. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.

- (ii) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for quoted securities in the same class as the securities being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
- The date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- (iii) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors. The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.
- (iv) If Resolution 9 is approved by shareholders and the Company issues equity securities under the 7.1A 10% Additional Capacity, existing shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
- 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 this approval under Listing Rule 7.1A; and
 - 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.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.015 per Listing Rule 7.1A, where Variable "A" has been calculated in the manner required by Listing Rule 7.1A.2 as at 17 October 2025:

Variable A Listing Rule 7.1A		Dilution Effect		
		50% Decrease in Share Price 0.008	Current Share Price 0.015	100% Increase in Share Price 0.030
Current Variable A 427,711,003	10% Dilution	42,771,100	42,771,100	42,771,100
	Funds Raised	\$342,169	\$641,567	\$1,283,133
50% Increase Variable A 641,566,505	10% Dilution	64,156,650	64,156,650	64,156,650
	Funds Raised	\$513,253	\$962,350	\$1,924,700
100% Increase Variable A 855,422,006	10% Dilution	85,542,201	85,542,201	85,542,201
	Funds Raised	\$684,338	\$1,283,133	\$2,566,266

The Dilution Effect table makes the following assumptions:

- All securities have been issued under the 7.1A 10% Additional Capacity and the Company has issued the maximum number of equity securities available to it under the 7.1A 10% Additional Capacity

- b. The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- c. The table only shows the effect of issues of securities under the 7.1A 10% Additional Capacity and does not consider the 15% capacity the Company has under Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in Listing Rule 7.2
- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - a. the alternate 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;
 - b. the effect of the issue of the securities on the control of the Company;
 - c. the financial situation of the Company; and
 - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company.
- (vii) In the 12 months preceding the date of this Meeting, the Company has issued no Shares under its Listing Rule 7.1A capacity.
- (viii) A voting exclusion statement applies to this Resolution; however the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2 at this time.

Directors Recommendations

The Directors make the following recommendations in respect of the Resolutions.

Resolution	Recommendation
Resolution 1	<p>The directors do not make a recommendation in respect of this resolution.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 2	<p>The Directors recommend shareholders vote in favour of this resolution to appoint Ms Pakawachkrieters as a director of the Company. Ms Pakawachkrieters has a strong network in the Southeast Asian tech industry and brings significant ecommerce experience to the Board.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 3	<p>The Directors recommend shareholders vote in favour of this resolution to appoint Mr Tovich as a director of the Company. Mr Tovich has significant experience across entrepreneurship, finance, capital markets, and other areas of interest to the Company.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>

Resolution 4	<p>The Directors recommend shareholders vote in favour of this resolution. The ratification of the share issue will replenish the Company's ability to issue new securities without further shareholder approval.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 5	<p>The Directors recommend shareholders vote in favour of this resolution. The issue of securities to Mr Tovich is considered to be fair remuneration to him for his services as CEO and Executive Director. Remunerating Mr Tovich with shares further aligns his interests with that of shareholders and reduces the cash burden of retaining an executive of his caliber to lead the Company.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 6	<p>The Directors recommend shareholders vote in favour of this resolution. The issue of securities to Reign Advisory reduces the cash burden of retaining them to advise the Company and further aligns their interests with that of shareholders.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 7	<p>The Directors recommend shareholders vote in favour of this resolution. The Mythos funding provides an attractive way for the Company to finance its digital ventures strategy.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 8	<p>The Directors recommend shareholders vote in favour of this resolution. The Mythos funding provides an attractive way for the Company to finance its digital ventures strategy.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>
Resolution 9	<p>The Directors recommend shareholders vote in favour of this resolution. The additional placement capacity will enable the Company to consider funds raising for other activities without further shareholder approval.</p> <p>The Chairman will vote all undirected proxies in favour of this resolution.</p>

The Chairman will vote all undirected proxies in favour of each resolution.

Further Information

For further information, please contact the Company by email at ifg@reignadvisory.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm AWST on Wednesday, 26 November 2025.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

Shareholders and their proxies should be aware 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.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automatic Registry Services will need to verify your identity. You can register from 12.00pm WST on the day of the Meeting.

Key Management Personnel

The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

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Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears or the context requires otherwise:

Term	Definition
Convertible Notes	Convertible notes proposed to be issued by the Company subject to approval of Resolution 7
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or InFocus	InFocus Group Holdings Limited (ACN 096 870 978)
Corporations Act	Corporations Act 2001 (Cth)
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
InFocus or the Company	InFocus Group Holdings Limited ACN 096 870 978
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Meeting or Annual General Meeting or AGM	The Annual General Meeting of the Company to be held 1:00pm AWST on Friday, 28 November 2025 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.
Notice of Meeting or Notice	The notice of Annual General Meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Option	An option to acquire Shares
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Reign Advisory	Reign Advisory Pty Ltd ACN 656 685 960
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed

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Annexure A: Material Terms of Convertible Notes

Convertible Note	<p>Convertible Notes each with a face value of \$1,000 per Note on the following terms:</p> <ul style="list-style-type: none"> Notes convertible at AUD 0.01525 per Share subject to any share consolidations, splits etc with repricing to the lower of any later capital raising by IFG Convertible at any time prior to maturity at the holder's election and forced conversion on a Qualified Exit Event Notes mature twenty four months from their issuance On conversion of Convertible Notes by the holder, the Shares issued will be subject to a lockup of 30% for 90 days from issue of the shares, 20% for 180 days from issue of the shares, and 50% for 365 days after issue of the shares. <p>Qualified Exit Event means (i) a change of control of >50% of the Company's shares, (ii) a listing or RTO on an exchange other than ASX, (iii) a sale of all or substantially all of IFGDV; or (iv) a sale of all or substantially all of IFG's assets.</p> <p>Conversion of Convertible Notes by the holder is not permitted (unless shareholder approval under item 7 section 611 has been sought) if conversion would result in the holder, together with its associates, having a voting power in the Company in excess of 20%.</p>
Security	<ul style="list-style-type: none"> Issuer shall grant to the investors a first ranking security interest over 100% of the shares in IFG DV Co; Where there are multiple investors, the security to be managed pursuant to a Security Trust Deed in which the Investor is the trustee.

Annexure B: Material Terms of Options

(a) Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
(b) Exercise Price	Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.03 (Exercise Price).
(c) Expiry Date	Each Option will expire at 5:00 pm (Sydney time) on the date that is one year from their date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
(d) Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
(e) Notice of Exercise	<p>The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.</p> <p>The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 Options must be exercised on each occasion.</p>
(f) Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
(g) Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will:

	<p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;</p> <p>(b) 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</p> <p>(c) 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 Options.</p> <p>If a notice delivered under (g)(b) 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.</p>
(h) Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
(i) Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
(j) Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
(k) Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
(l) Transferability	The Options are freely transferrable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
(m) Quotation of Options	The Company will not apply for quotation of the Options on ASX.
(n) Quotation of Shares	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
(o) Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) The number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) No change will be made to the Exercise Price.</p>

Your proxy voting instruction must be received by **1:00pm (AWST) on Wednesday, 26 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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



I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of InFocus Group Holdings Limited, to be held at **1:00pm (AWST) on Friday, 28 November 2025 at Level 2, 100 James Street, Northbridge WA 6003** hereby:

[illegible]

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

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY) / /

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