

**GRATIFII LIMITED**

**ACN 125 688 940**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**TIME:** 10:00am

**DATE:** Friday 27<sup>th</sup> February 2026

**How to attend:** Via the online platform at: [investor.automic.com.au](https://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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**CONTENTS PAGE**

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Important Information	3
Business of the Meeting (setting out the proposed resolutions)	7
Explanatory Statement (explaining the proposed resolutions)	11
Glossary	19
Annexure	21

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TIME AND PLACE OF MEETING

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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 10:00am (AEDT) on 27<sup>th</sup> February 2026 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](https://investor.automic.com.au) and then clicking on "**register**" and following the prompts. 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](https://investor.automic.com.au)
2. 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](mailto: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

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

## VOTING ELIGIBILITY

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The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 10:00am (AEDT) on Wednesday 25<sup>th</sup> February 2026.

## VOTING BY PROXY

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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:

<b>Online</b>	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 <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	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:
  - 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, amongst other things, 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**

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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.

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## BUSINESS OF THE MEETING

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### 1. RESOLUTION 1: 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 50,000,000 Capital Raise Shares at an issue price of \$0.05 each to Professional and Sophisticated Investors on 31 December 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.

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### 2. RESOLUTION 2: APPROVAL OF PROPOSED ISSUE OF MOSH 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 ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Mosh Shares to the Mosh Vendors 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.

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### 3. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF FUTURE PASS 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 ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Future Pass Shares to the Future Pass Licensor 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.

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### 4. RESOLUTION 4: 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 8,700,000 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.

**BY ORDER OF THE BOARD**

**Ben Newling**

Company Secretary

Dated: 28<sup>th</sup> January 2026

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## VOTING EXCLUSIONS

### 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> – Ratification of prior issue of Capital Raise Shares	Any person who participated in the issue of Capital Raise Shares, or any of their Associates.
<b>Resolution 2</b> – Approval of Proposed Issue of Mosh Shares	The Mosh Vendors and any other person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their Associates.
<b>Resolution 3</b> – Approval of Proposed Issue of Future Pass Shares	The Future Pass Licensors and any other person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their Associates.
<b>Resolution 4</b> Approval to issue Lead Manager Options	Stralis Capital Partners Pty Ltd (and their nominees) and any other person who is expected to participate in or will obtain a material benefit as a result of, the proposed issue (except as a benefit solely by reason of being a Shareholder); or any of their Associates.

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 1 – 4 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.

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## EXPLANATORY STATEMENT

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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.

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### 5. BACKGROUND TO MOSH ACQUISITION, FUTURE PASS LICENCE ACQUISITION AND CAPITAL RAISE

#### 5.1 Mosh Acquisition

On 15 December 2025, the Company entered into a non-binding agreement to acquire (subject to binding agreements and certain conditions precedent) 100% of the issued capital of Mosh Social Media Limited (NZCN 2301415) (**Mosh**), (**Mosh Acquisition**).

Mosh is a creative led digital agency based in Auckland, New Zealand with a diverse and loyal customer base. Services include strategic account management, performance marketing, full-service creative, brand and community development.

For further details regarding the Mosh Acquisition, please refer to the Company's ASX announcement of 22 December 2025.

#### 5.2 Future Pass Acquisition

On 15 December 2025, the Company entered into a non-binding agreement to acquire a perpetual world-wide licence to the Future Pass digital wallet from 50T Holdings (a subsidiary of 50T Funds) (**Future Pass Acquisition**). The transaction is subject to confirmatory due diligence and negotiation of a licence agreement.

The Future Pass platform is an authentication and smart wallet platform that enables any brand or app to onboard users with a single click and manage a unified digital identity across multiple experiences. Key features include passwordless authentication, enterprise-grade security and compliance, and seamless integration with major platforms such as Facebook, TikTok, X and Google.

For further details regarding the Future Pass Acquisition, please refer to the Company's ASX announcement of 22 December 2025.

#### 5.3 Mosh and Future Pass Non-Binding Agreements

A summary of the material terms and conditions of the Mosh Acquisition and Future Pass Acquisition is set out below.

The Non-Binding Term Sheets set out the parties' intentions for each transaction and are not legally binding. They do not obligate either party to proceed with the transaction or the issue of securities contemplated by it.

The issue of securities described in this Explanatory Statement is conditional upon:

1. the parties entering into final binding documentation; and
2. satisfaction of any other customary conditions.

There is no certainty that the transaction or the issue of securities will proceed.

Item	Mosh Acquisition	Future Pass Acquisition
<b>Non-Binding Term Sheet</b>	On 15 December 2025, the Company entered into a non-binding term sheet to acquire 100% of the issued capital of Mosh	On 15 December 2025, the Company entered into a non-binding term sheet -to acquire a perpetual worldwide licence to reproduce, display, distribute, modify, create derivative works and use and commercialise the technology and intellectual property rights associated with the Future Pass digital wallet platform
<b>Vendors</b>	<ul style="list-style-type: none"> <li>East Tamaki No.34 Limited (NZCN 2301415)</li> <li>Julian Thompson</li> <li>Jon Emile Randles</li> <li>Kellie Thompson</li> </ul> <p>(the <b>Mosh Vendors</b>).</p>	50T Holdings LLC, a company registered in the United States ( <b>Future Pass Licensor</b> ).
<b>Cash Consideration</b>	NZ\$0.56m cash payable to the Mosh Vendors on completion.	Nil
<b>Scrip Consideration</b>	NZ\$0.24m to be paid in Shares on completion or as soon as practicable thereafter. The issue price of these shares will be the VWAP of shares over the 30 days immediately prior to completion of the acquisition ( <b>Mosh Shares</b> ).	US\$0.4m to be paid in Shares on completion or as soon as practicable thereafter. The issue price of these shares will be equal to the VWAP of shares over the 30 days immediately prior to completion of the acquisition ( <b>Future Pass Shares</b> ).
<b>Deferred Consideration</b>	Up to NZ\$159,000 based on achievement of FY27 EBITDA targets.	15% of the gross fees invoiced in relation to Future Pass for a 24-month period (to be paid in Shares at the 30-day VWAP prior to each new contract signing and subject to shareholder approval).
<b>Conditions Precedent</b>	Completion of the Mosh Acquisition is subject to and conditional upon the following	Completion of the Future Pass transaction is subject to

	<p>conditions:</p> <ol style="list-style-type: none"> <li>1. execution of a binding Share Purchase Agreement;</li> <li>2. change of control consents (if any);</li> <li>3. confirmatory due diligence; and</li> <li>4. Shareholder approval of the Mosh Shares which the Company intends to procure in February 2026.</li> </ol>	<p>and conditional upon the following conditions:</p> <ol style="list-style-type: none"> <li>1. execution of a binding Licence Agreement;</li> <li>2. confirmatory Due Diligence; and</li> <li>3. Shareholder approval of the Future Pass Shares which the Company intends to procure in February 2026.</li> </ol>
<b>Completion Date</b>	The Mosh Acquisition will complete on the day that is two business days after the satisfaction or waiver of the last conditions precedent. The Company intends to complete the transaction in late March 2026.	The Future Pass Acquisition will complete on the day that is two business days after the satisfaction or waiver of the last conditions precedent. The Company intends to complete the transaction in late March 2026.
<b>Voluntary Escrow</b>	Shares issued to the Mosh Vendors and Future Pass Licensor will be subject to voluntary escrow for a period of 12 months from the date of issue.	
<b>Warranties and Indemnities</b>	Warranties and indemnities standard for transactions of this nature.	

#### 5.4 Capital Raise

On 22 December 2025, the Company announced it successfully completed a placement to Professional and Sophisticated Investors to raise \$2.5 million (before costs) (**Capital Raise**) through a placement of 50,000,000 Shares at \$0.05 per Share (**Capital Raise Shares**) using the Company's 15% Placement Capacity.

Resolution 1 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issues of Capital Raise Shares, so that the issue is not included in the calculation of the Company's 15% Placement Capacity.

Funds raised from the Capital Raise have been and will be applied to acquisition costs of the Mosh and Future Pass acquisitions, resourcing and working capital requirements of Future Pass and general growth capital of the Company.

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## 6. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF CAPITAL RAISE SHARES

### 6.1 Background

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of Capital Raise Shares. Capital Raise Shares were issued without Shareholder approval under the Company's 15% Placement Capacity. Refer to Section 5.4 for further details about the Capital Raise.

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

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**).

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 (provided the previous issue of Securities did not breach Listing Rule 7.1), 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. 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, without shareholder approval.

Accordingly, Resolution 1 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Capital Raise Shares 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 1 is passed, the Capital Raise Shares will be excluded when 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 1 is not passed, the Capital Raise Shares will be included when calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

### 6.3 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) 50,000,000 Shares were issued under the Company's 15% Placement Capacity of which;
  - (i) 8,000,000 Shares were issued to UBS Nominees Pty Ltd as nominee for Regal Partners Holdings Pty Limited (ACN 107 576 821, formerly Regal Funds Management Pty Limited) as trustee for certain investment funds (**Regal Funds**). Regal Partners Funds Management Pty Limited (ACN 610 797 138), in its

capacity as investment manager to the Regal Funds and other investment funds, has a substantial holding in the Company;

- (ii) 4,000,000 were issued to Apex Fund Services Pty Ltd as custodian for Bombora Special Investments Growth Fund, a substantial holder of the Company
- (iii) 21,789,611 Shares were issued to Lujeta Pty Ltd, a substantial holder of the Company
- (c) the Capital Raise Shares issued rank equally in all respects with the Company's existing Shares on issue;
- (d) the Capital Raise Shares were issued on 31 December 2025;
- (e) the Capital Raise Shares were issued at \$0.05 per Share; and
- (f) Section 5.4 outlines the use of funds from the Capital Raise Shares issued.

#### 6.4 Board recommendation

The Board, recommends Shareholders vote in favour of Resolution 1.

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### 7. RESOLUTION 2 & 3: APPROVAL OF PROPOSED ISSUE OF MOSH SHARES AND FUTURE PASS SHARES

#### 7.1 Background.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Mosh Shares to the Mosh Vendors as agreed under the terms of the Mosh Acquisition.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of Future Pass Shares to the Future Pass Licensor as agreed under the terms of the Future Pass Acquisition.

#### 7.2 Number of Mosh Shares and Future Pass Share

Pursuant to the non-binding term sheet between the Company and the Mosh Vendors, it is contemplated that the Company will issue the Mosh Vendors the number of Shares calculated by dividing NZ\$240,000 (equivalent to AU\$208,700<sup>1</sup>) by the VWAP of Shares over the 30 days immediately prior to completion of the Mosh Acquisition.

Pursuant to the non-binding term sheet between the Company and the Future Pass Licensor, it is contemplated that the Company will issue the Future Pass Licensor such number of Shares calculated by dividing US\$400,000 (equivalent

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<sup>1</sup> Calculation based on NZ\$1.15 = AU\$1.00 exchange rate

to AU\$600,000<sup>2</sup>) by the VWAP of Shares over the 30 days immediately prior to completion of the Future Pass Acquisition.

The above means that as at the date of this Notice:

- (a) the VWAP of Shares over the 30 days immediately prior to completion of the Mosh Acquisition and the Future Pass Acquisition is unknown;
- (b) the total number of Mosh Shares and Future Pass Shares which the respective vendors are entitled to be issued on completion is unknown; and
- (c) the exchange rate for both the Mosh Acquisition (NZD to AUD) and the Future Pass Acquisition (USD to AUD) cannot be calculated with certainty; the following table provides examples of the total number of Mosh Shares and Future Pass Shares that could be issued (assuming an exchange rate of NZ\$1 to A\$1.15 and US\$1 to AUD \$1.50):

	No. of Mosh Shares	No. of Future Pass Shares
30 day VWAP of \$0.04	5,217,500	15,000,000
30 day VWAP of \$0.05	4,174,000	12,000,000
30 day VWAP of \$0.06	3,478,333	10,000,000
30 day VWAP of \$0.07	2,981,429	8,571,429

\*\$0.0542 is the VWAP of Shares over the 30 days prior to 22 January 2026 date.

7.3 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please refer to Section 6.2.

Neither the issue of Mosh Shares or Future Pass Shares, fall within any of the relevant exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity requiring Shareholder Approval under Listing Rule 7.1.

If Resolutions 2 and 3 are passed, the Company will be able to proceed with the issue of Mosh Shares and Future Pass Shares. Additionally, the issuance of these Shares will be excluded from the Company's 15% Placement Capacity.

If Resolution 2 and/or 3 are not passed, the Company will not complete the Mosh Acquisition and/or the Future Pass Acquisition.

7.4 Specific information required by Listing Rule 7.3

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

Resolution 2: Mosh Shares	Resolution 3: Future Pass Shares
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<sup>2</sup> Calculation based on US\$1 = AU\$1.50 exchange rate

<b>Recipient of securities</b>	The Mosh Vendors	The Future Pass Licensor
<b>Number and class of securities</b>	See section 7.2	See section 7.2
	The Mosh Shares and Future Pass Shares issued will rank equally in all respects with the Company's existing Shares on issue.	
<b>Date of Issue</b>	The Mosh Shares and the Future Pass Shares will be issued no later than (3) months after the date of the Meeting.	
<b>Consideration</b>	The deemed issue price of each Mosh Share and Future Pass Share is set out in Section 7.2 of the Explanatory Statement.	
<b>Purpose of the issue and use of funds</b>	The Mosh Shares are proposed to be issued as partial consideration for the Mosh Acquisition.	The Future Pass Shares are proposed to be issued as full consideration for the Future Pass Acquisition.
<b>Summary of material agreement</b>	Refer to Section 5.3 for a summary of the material terms under which the Shares will be issued.	

## 7.5 Board recommendation

The Board, recommends Shareholders vote in favour of Resolutions 2 & 3.

## 8. RESOLUTION 4: APPROVAL TO ISSUE LEAD MANAGER OPTIONS

### 8.1 Background

As announced on 22 December 2025, Stralis Capital Partners Pty Ltd (**Lead Manager**) acted as the Lead Manager to the Capital Raise and the Company agreed to issue (subject to shareholder approval) 8,700,000 Options to the Lead Manager on the terms below (**Lead Manager Options**).

### 8.2 Use of Funds

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed issue of Lead Manager Options to the Lead Manager.

### 8.3 Option Terms

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

	Option Terms
<b>Number of Options under this Resolution</b>	8,700,000
<b>Exercise Price</b>	\$0.10



	Option Terms
<b>Issue Date</b>	no later than three (3) months after the date of the Meeting
<b>Maturity Date</b>	1 January 2029
<b>Transferability and Rights</b>	Options are not transferable and do not entitle the option holder to any voting rights or rights to any dividend or distribution
<b>Quotation</b>	The Company will not apply for quotation

Full details of the terms are provided in Annexure A

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

For a description on the operation of Listing Rule 7.1 please see Section 6.2.

If Resolution 4 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 4 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.

#### 8.5 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
- (b) a maximum 8,700,000 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 the Board considers the issue of the Options to be commercially reasonable and notes that the Options have been issued in lieu of a portion of cash fees. The estimated value of the Options is \$72,210 based on standard valuation methodologies (Binomial Option Valuation); and
- (f) No funds will be raised from the issue of the Lead Manager Options. Funds raised from the exercise of the Lead Manager Options will be used for general working capital purposes.

#### 8.6 Board Recommendation

The Board, recommends Shareholders vote in favour of Resolution 4.

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## 9. GLOSSARY

**15% Placement Capacity** has the meaning given in Section 6.2 of the Explanatory Statement.

**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.

**Capital Raise** has the meaning given in Section 5.4.

**Capital Raise Shares** has the meaning given in Section 5.4.

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

**Company** or **Gratifii** means Gratifii Limited ACN 125 688 940.

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

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

**Equity Securities** includes a Share, a right to a Share, 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.

**Future Pass** means an authentication and smart wallet platform that enables any brand or app to onboard users with a single click and manage a unified digital identity across multiple experiences, owned and proposed to be licensed by the Future Pass Licensor.

**Future Pass Acquisition** has the meaning given in Section 5.2.

**Future Pass Shares** has the meaning given in Section 5.3.

**Future Pass Licensor** means 50T Holdings LLC, a company registered in the United States

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

**Lead Manager Options** has the meaning given in Section 8.1.

**Mosh** means Mosh Social Media Limited (NZCN 2301415).

**Mosh Acquisition** has the meaning given in Section 5.1.

**Mosh Shares** has the meaning given in Section 5.3.

**Mosh Vendors** means:

- a) East Tamaki No. 34 Limited (NZCN 2198484);
- b) Julian Thompson;
- c) Jon Emile Randles; and
- d) Kellie Thompson.

**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.

**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.

**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.

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

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

## Annexure A – Option Terms

The Lead Manager Options (Options) entitle the holder to subscribe for Shares on the following terms and conditions:

- a. Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
  - b. An Optionholder shall be entitled to attend any meeting of the members of GTI, but is not entitled to vote at any meeting of the members of GTI unless they are, in addition to being an Optionholder, a member of GTI
  - c. The Options will expire at 5:00pm (AEST) on 1 January 2029 (Expiry Date). Any Option not exercised by the Expiry Date will automatically lapse on the Expiry Date
  - d. The amount payable upon exercise of each Option will be AUD\$0.10 (Exercise Price)
  - e. The Options held by each Optionholder may be exercised in whole or in part
  - f. An Optionholder may exercise their Option by lodging with GTI, before the Expiry Date:
    - i. A written notice of exercise of Options specifying the number of Options being exercised; and
    - ii. An electronic funds transfer of the Exercise Price in respect of the number of Options being exercised
- (Exercise Notice)
- g. An Exercise Notice is only effective when GTI has received the full amount of the Exercise Price in cleared funds
  - h. Within 5 days of receipt of the Exercise Notice accompanied by the Exercise Price, GTI shall
    - i. Allot the number of Shares required under the terms and conditions in respect of the number of Options specified in the Exercise Notice
    - ii. Record the Optionholder as the holder of those Shares in its register of members; and
    - iii. Deliver holding statements in respect of those Shares to the Optionholder
    - iv. All shares allotted upon the exercise of options will upon allotment rank pari passu in all respects of other Shares
  - i. The Options are not transferrable
  - j. The Options do not entitle the Optionholder to any dividend or distribution rights or any rights on liquidation or winding up GTI
  - k. GTI will not apply for quotation of the Options on the ASX
  - l. GTI will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within three business days after the date of allotment of those Shares

- m. If at any time the issued capital of GTI is reconstructed, all rights of an Optionholder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction
- n. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, GTI will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced.
- o. In the event GTI proceeds with a pro-rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2

Your proxy voting instruction must be received by **10:00am (AEDT) on Wednesday, 25 February 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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

## STEP 1 - How to vote

## APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Gratii Limited, to be held virtually at **10:00am (AEDT) on Friday, 27 February 2026** hereby:

**Appoint the Chair of the Meeting (Chair)** to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

*Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.*

[illegible]

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

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

**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 Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. 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

Resolutions		For	Against	Abstain
1	Ratification of prior issue of Capital Raise Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of proposed issue of Mosh Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of proposed issue of Future Pass Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to issue Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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).