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**HIREMII LIMITED**

**ACN 642 994 214**

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**NOTICE OF GENERAL MEETING**

**A General Meeting of the Company will be held at  
10.00am (AWST) on Monday, 20 April 2026 at Ground Floor Meeting Room,  
251 St George's Terrace, Perth, Western Australia**

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Shareholders may vote by directed proxy in lieu of attending the Meeting in person. Proxy Forms for the Meeting should be lodged before 10.00am (AWST) on Saturday, 18 April 2026.*

*Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to [info@hiremii.com](mailto:info@hiremii.com) by no later than 5.00pm (AWST) on Friday, 17 April 2026.*

***Should you wish to discuss any matter please do not hesitate to contact the Company at [info@hiremii.com](mailto:info@hiremii.com) or by telephone on +61 2 7259 1501.***

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**HIREMII LIMITED**  
**ACN 642 994 214**

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**NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of Shareholders of Hiremii Limited (**Company**) will be held at 10.00am (AWST) on Monday, 20 April 2026 at Ground Floor Meeting Room, 251 St George's Terrace, Perth, Western Australia (**Meeting**).

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

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 as Shareholders at 10.00am (AWST), on Saturday, 18 April 2026.

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

**AGENDA**

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**1 Resolution 1 – Election of Mr Vaughan Webber**

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

*"That, pursuant to and in accordance with article 7.3(i) of the Constitution and for all other purposes, Mr Vaughan Webber, who was appointed as an addition to the Board on 1 February 2026, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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**2 Resolution 2 – Ratification of Placement Shares issued under Listing Rule 7.1**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 25,233,945 Placement Shares under Listing Rule 7.1 at an issue price of \$0.042 per Share, on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Placement or an associate of that person (or those persons).

However, this will not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### 3 Resolution 3 – Ratification of Placement Shares issued under Listing Rule 7.1A

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 16,766,055 Shares under Listing Rule 7.1A at an issue price of \$0.042 per Share, on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Placement or an associate of that person (or those persons).

However, this will not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### 4 Resolution 4 – Approval of Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 42,000,000 unlisted Options to participants in the Placement on a free attaching basis on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this will not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5 Resolution 5 – Issue of Director Shares to Mr David Buckingham in lieu of Director Fees

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

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 634,901 Shares in lieu of Director Fees on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr David Buckingham (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of Director Shares (except a benefit solely by reason of being a holder of ordinary securities) or an associate of Mr Buckingham or any of the abovementioned persons.

However, this will not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Dated: 19 March 2026

By order of the Board



**Susan Park**  
**Company Secretary**

For personal use only

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**HIREMII LIMITED**  
**ACN 642 994 214**

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**EXPLANATORY MEMORANDUM**

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**1 Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

|            |                                                                                                |
|------------|------------------------------------------------------------------------------------------------|
| Section 2  | Action to be taken by Shareholders                                                             |
| Section 3  | Background to Placement                                                                        |
| Section 4  | Resolution 1 – Election of Mr Vaughan Webber                                                   |
| Section 5  | Resolutions 2 and 3 – Ratification of Placement Shares issued under Listing Rules 7.1 and 7.1A |
| Section 6  | Resolution 4 – Approval of Placement Options                                                   |
| Section 7  | Resolution 5 – Issue of Director Shares to Mr David Buckingham in lieu of Director Fees        |
| Schedule 1 | Definitions                                                                                    |
| Schedule 2 | Terms and Conditions of Placement Options                                                      |

A Proxy Form is enclosed with this Explanatory Memorandum.

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**2 Action to be taken by Shareholders**

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

**2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting (subject to the voting exclusions detailed in the Notice).

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10.00am (AWST) on Saturday, 18 April 2026, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The Proxy Form provides further details on the appointment of proxies and lodgement of Proxy Forms.

## 2.2 Attendance at Meeting

Shareholders can submit any questions in advance of the Meeting by emailing the questions to [info@hiremii.com](mailto:info@hiremii.com) by no later than 5.00pm (AWST) on Friday, 17 April 2026.

If it becomes necessary or appropriate to make alternative Meeting arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at [www.hiremii.com](http://www.hiremii.com).

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## 3 Background to Placement

On 19 January 2026, the Company announced a capital raising comprising a placement to institutional, professional and sophisticated investors to raise approximately \$1.76 million (before costs) (**Placement**).

The Placement involved the issue of 42,000,000 Shares (**Placement Shares**) at an issue price of \$0.042 per Share pursuant to the Company's existing placement capacity under Listing Rule 7.1 (25,233,945 Placement Shares) and Listing Rule 7.1A (16,766,055 Placement Shares).

The Placement Shares were issued on 23 January 2026.

In addition, participants in the Placement are entitled to one free attaching unlisted Option (exercisable at \$0.05 per Option and expiring two years from the date of issue) for every Placement Share subscribed for (**Placement Options**). The issue of the Placement Options is subject to Shareholder approval pursuant to Resolution 4.

Proceeds raised from the Placement will be deployed to continue the commercialisation of the Company's platform by leveraging investor relationships, advancing the AI-led optimisation initiatives and building scale through initiatives (including, acquisitions that complement and extend the Company's technology and core business), as well as general working capital.

Sequoia Corporate Finance Pty Ltd acted as the lead manager to the Placement (**Lead Manager**).

## 4 Resolution 1 – Election of Mr Vaughan Webber

### 4.1 General

Article 7.2(b) of the Constitution allows the Directors to appoint a person as an addition to the Board at any time, provided that the total number of Directors does not exceed the maximum number specified in the Constitution. Article 7.3(i) of the Constitution provides that a Director appointed under article 7.2(b) of the Constitution may retire at the next meeting of Shareholders and is eligible for election at that meeting.

Mr Vaughan Webber, a Director, was appointed on 1 February 2026 as an addition to the Board. Resolution 1 provides that Mr Webber retires from office and seeks re-election as a Director.

Mr Webber has extensive industry and public markets experience, having spent more than 20 years in corporate finance roles at leading Australian wealth management firms, focusing on developing, funding and executing strategies for small to medium size ASX listed companies. Mr Webber has held directorships and Chair roles in several private and ASX listed companies and is a non-executive director of Vitrafy Life Sciences Ltd (ASX:VFY).

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

### 4.2 Board recommendation

Based on Mr Webber's skills and experience, the Board (excluding Mr Webber) supports the election of Mr Webber and recommends that Shareholders vote in favour of Resolution 1.

## 5 Resolutions 2 and 3 – Ratification of Placement Shares issued under Listing Rules 7.1 and 7.1A

### 5.1 General

Refer to Section 3 for details of the Placement.

Resolutions 2 and 3 seek Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) for the prior issue of 42,000,000 Placement Shares to Placement participants under Listing Rule 7.1 (25,233,945 Placement Shares) and Listing Rule 7.1A (16,766,055 Placement Shares).

Resolutions 2 and 3 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 2 and 3.

### 5.2 Listing Rule 7.4

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

In addition to its 15% Placement Capacity, the Company has obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2025 annual general meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2025 annual general meeting, without needing prior Shareholder approval (**10% Additional Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 and the 10% Additional Placement Capacity set out in Listing Rule 7.1A without the requirement to obtain prior to Shareholder approval.

If Resolutions 2 and 3 are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1 and 10% Additional Placement Capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

If Resolution 2 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1 and 10% Additional Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

### 5.3 **Specific information required by Listing Rule 7.5**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Placement Shares were issued to institutional, professional and sophisticated investors identified by the Lead Manager. None of the investors who participated in the Placement were related parties, Key Management Personnel, substantial Shareholders or advisers of the Company or an associate of those persons. Following the issue of the Placement Shares, 4Impact International Pty Ltd and Shore Tree Holdings Pte Ltd lodged substantial Shareholder notices with the Company;
- (b) the Placement Shares were issued on 23 January 2026, as follows:
  - (i) 25,233,945 Placement Shares were issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1; and
  - (ii) 16,766,055 Placement Shares were issued pursuant to the Company's 10% Additional Placement Capacity under Listing Rule 7.1A;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respect with the existing Shares on issue;
- (d) the Placement Shares were issued at an issue price of \$0.042 per Shares, raising approximately \$1.764 million (before costs);
- (e) proceeds raised from the Placement is proposed to be used as detailed in Section 3;
- (f) the Placement Shares were issued under short form subscription letters pursuant to which the Placement participants agreed to subscribe for Placement Shares at an issue price of \$0.042 per Share with one free attaching Option for every Share subscribed for; and
- (g) voting exclusion statements are included in the Notice for Resolutions 2 and 3.

### 5.4 **Director Recommendation**

The Board recommends that Shareholders vote in favour of Resolutions 2 and 3.

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## **6 Resolution 4 – Approval of Placement Options**

### 6.1 **General**

Refer to Section 3 for details of the Placement.

Resolution 4 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 for the issue of up to 42,000,000 Placement Options to participants in the Placement.

The Placement Options are exercisable at \$0.05, expiring two years from the date of issue.

The terms and conditions of the Placement Options are detailed in Schedule 2.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

## 6.2 **Listing Rule 7.1**

Refer to Section 5.2 for a summary of Listing Rule 7.1.

The issue of the Placement Options exceeds the Company's 15% Placement Capacity under Listing Rule 7.1 and does not fall within any of the exceptions in Listing Rule 7.2. Therefore, the issue of the Placement Options requires Shareholder approval under Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Options without utilising the Company's 15% Placement Capacity. In addition, the issue of the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

## 6.3 **Specific information required by Listing Rule 7.3**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Placement Options will be issued to participants in the Placement who are institutional, professional and sophisticated investors identified by the Lead Manager. 4Impact International Pty Ltd and Shore Tree Holdings Pte Ltd, substantial Shareholders, will be issued Placement Options equal to more than 1% of the Company's issued capital as at the date of the Notice;
- (b) the maximum number of Placement Options that the Company may issue to participants in the Placement is 42,000,000 Options;
- (c) the Placement Options will be issued on the terms and conditions in Schedule 2;
- (d) the Placement Options will be issued no later than three months following the date of the Meeting;
- (e) the Placement Options will be issued for nil cash consideration as they will be issued on a free attaching basis of one Placement Option for every Placement Share subscribed for and no funds will be raised from the issue of the Placement Options;
- (f) the Placement Options will be issued pursuant to short form subscription letters under which participants in the Placement subscribed for Placement Shares at an issue price of \$0.042 per Share, together with one free attaching Placement Option for every Placement Share subscribed for; and
- (g) a voting exclusion statement is included in the Notice for Resolution 4.

## 6.4 **Board Recommendation**

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

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# 7 **Resolution 5 – Issue of Director Shares to Mr David Buckingham in lieu of Director Fees**

## 7.1 **General**

In accordance with Listing Rule 10.11 and for all other purposes, Resolution 5 seeks Shareholder approval to issue 634,901 Shares, at a deemed issue price of \$0.04376 per Share, to non-executive Director, Mr David Buckingham (and/or his nominee(s)) (**Director Shares**) in lieu of his Director fees

of \$27,784.67, being the total fees accrued but unpaid for the period commencing on 28 July 2025 and ending on 31 December 2025 (**Director Fees**).

The Board considers that the issue of Director Shares to Mr Buckingham (and/or his nominee(s)) will allow the Company to preserve its cash reserves and is a cost effective method to further align the interests of the Directors and the Shareholders.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

## 7.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Buckingham is a Director and therefore is a related party of the Company for the purposes of section 208 of the Corporations Act.

The Board has resolved that the giving of financial benefit to Mr Buckingham falls within one of the exceptions, being benefits that are reasonable remuneration. Therefore, the Company is not required to obtain Shareholder approval for the purposes of Chapter 2E of the Corporations Act.

## 7.3 Listing Rule 10.11

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

- 10.11.1 a related party
- 10.11.2 a person who is, or was at any time in the six 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 six 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 10.11.1 to 10.11.3 above; or
- 10.11.5 a person whose relationship with the company or a person referred to in 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 shareholder approval.

The issue of Director Shares to Mr Buckingham (and/or his nominee(s)) falls within Listing Rule 10.11.1 as Mr Buckingham is a related party of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. Therefore, the issue of the Director Shares requires Shareholder approval under Listing Rule 10.11.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolution 5 will be to allow the Company to issue Director Shares to Mr Buckingham (and/or his nominee(s)) without using the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not issue the Director Shares to Mr Buckingham (and/or his nominee(s)) in lieu of his Director Fees. The Company will be required to settle the Director Fees owed to Mr Buckingham in cash.

#### 7.4 Specific information required by Listing Rule 10.13

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) The Director Shares will be issued to Mr Buckingham (and/or his nominee(s)) pursuant to Resolution 5;
- (b) Mr Buckingham falls within Listing Rule 10.11.1 as he is a Director and therefore is a related party of the Company;
- (c) the maximum number of Director Shares to be issued to Mr Buckingham (and/or his nominee(s)) is 634,901 Shares;
- (d) the Director Shares are fully paid ordinary shares and rank equally in all respects with the existing Shares;
- (e) the Director Shares will be issued to Mr Buckingham (and/or his nominee(s)) no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the current remuneration package of Mr Buckingham is as follows:

| Director            | Cash Salary & Fees (\$) | Cash Bonus (\$) | Superannuation (\$) | Equity based payments (\$) | Total (\$) |
|---------------------|-------------------------|-----------------|---------------------|----------------------------|------------|
| Mr David Buckingham | 70,000                  | -               | 8,050               | -                          | 78,050     |

- (g) the deemed issue price for each Director Share is \$0.04376 per Share;
- (h) no funds will be raised from the issue of Director Shares as they will be issued for nil consideration. The Director Shares are being issued to Mr Buckingham (and/or his nominee(s)) in lieu of cash payments of his Director Fees; and
- (i) a voting exclusion statement is included in the Notice for Resolution 5.

#### 7.5 Board recommendation

The Board (excluding Mr David Buckingham) recommends that Shareholders vote in favour of Resolution 5.

## Schedule 1

### Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**10% Additional Placement Capacity** has the meaning given in Section 5.2.

**15% Placement Capacity** has the meaning given in Section 5.2.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** means Hiremii Limited (ACN 642 994 214).

**Constitution** means the constitution of the Company (as amended from time to time).

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

**Director** means a director of the Company.

**Director Fees** has the meaning given in Section 7.1.

**Director Shares** has the meaning given in Section 7.1.

**Equity Securities** has the meaning given in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is a part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager** means Sequoia Corporate Finance Pty Ltd.

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

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Option** means an option which entitles the holder to subscribe for a Share.

**Placement** has the meaning given in Section 3

**Placement Options** has the meaning given in Section 3.

**Placement Share** has the meaning given in Section 3.

**Proxy Form** means the proxy form enclosed with this Notice.

**Resolution** means a resolution contained in the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

## Schedule 2

### Terms and Conditions of Placement Options

#### 1 Entitlement

Each Option entitles the holder (**Holder**) to subscribe for one Share upon exercise.

#### 2 Exercise Price and Expiry Date

The exercise price of each Option is \$0.05 (**Exercise Price**).

Each Option will expiry two years from the date of issue (**Expiry Date**).

#### 3 Exercise Period

Each Option may be exercised at any time prior to the Expiry Date (**Exercise Period**). Any Option unexercised within the Exercise Period will automatically lapse.

#### 4 Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised.

#### 5 Shares issued on Exercise

Shares issued on exercise of the Options rank equally with the Shares on issue and will be free of all encumbrances, liens and third party interests.

#### 6 Minimum Exercise Price

The Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder.

#### 7 Quotation of Shares

The Company will apply to ASX for quotation of the Shares issued upon the exercise of the Options.

#### 8 Timing of issue of Shares and quotation of Shares on exercise

Within five Business Days after the later of the following:

- (a) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as detailed in clause 4 above,

the Company will:

- (c) allot and 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;
- (d) as soon as reasonably practicable and 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
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If, for any reason, a notice delivered under clause 8(d) is not effective and 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.

## **9 Participation in new issues**

A Holder who holds Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of Shareholders;
- (b) receive any dividends declared by the Company; and
- (c) participate in any new issues of securities offered to Shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

## **10 Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or securities to eligible Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

## **11 Adjustment for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

## **12 Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

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

where:

- O' = the new Exercise Price of the Option.
- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex-rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

## **13 Quotation of Options**

The Company will not seek official quotation of any Options.

## **14 Transferability**

The Options are not transferable.



**Hiremii Limited**  
ABN 48 642 994 214

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (AWST) on Saturday, 18 April 2026.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

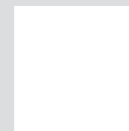
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 188672**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Hiremii Limited hereby appoint

☐ the Chairperson of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairperson of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Hiremii Limited to be held at the Ground Floor Meeting Room, 251 St George's Terrace, Perth, Western Australia on Monday, 20 April 2026 at 10.00am (AWST) and at any adjournment or postponement of that meeting.

**Chairperson authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolution 5 (except where I/we have indicated a different voting intention in step 2) even though Resolution 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

**Important Note:** If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Resolution 5 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

|              |                                                                          | For                      | Against                  | Abstain                  |
|--------------|--------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Election of Mr Vaughan Webber                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Ratification of Placement Shares issued under Listing Rule 7.1           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Ratification of Placement Shares issued under Listing Rule 7.1A          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval of Placement Options                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Issue of Director Shares to Mr David Buckingham in lieu of Director Fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically