



ASX:ID8



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**IDENTITII LIMITED**  
**ACN 603 107 044**  
**NOTICE OF GENERAL MEETING**

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Notice is given that a **General Meeting** will be held at:

**TIME:** 11.00am (Sydney time)  
**DATE:** Thursday, 4<sup>th</sup> June 2026  
**AT:** Meeting Room A, The Commons  
285A Crown Street  
Surry Hills NSW 2010

**Important Information**

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

For personal use only

## Important Message to Shareholders – please read

Dear Shareholder,

As announced to the ASX on 7 April 2026, the Company received notices under sections 203D and 249D of the Corporations Act 2001 (Cth) (**Notices**) from Mitchell Asset Management Pty Ltd and Jamber Investments Pty Ltd <The Amber Schwarz Fam A/C> (**Requisitioning Shareholders**), shareholders who hold at least 5% of the votes that may be cast at a general meeting of the Company, requesting that the Company call and arrange to hold a general meeting to consider resolutions concerning the:

- removal of John Rayment as director
- removal of Timothy Phillipps as director
- appointment of Michael Cameron as director
- appointment of Kai Ryan as director
- appointment of Marcus Tierney as director

### Issues identified with the Notices

The Company refers to its announcement dated 17 April 2026, in which the Company advised that it had identified a drafting defect with the Notices, that meant they cannot validly affect the proposed removal of existing directors in the manner contemplated.

The Company wrote to the Requisitioning Shareholders identifying the issue with the Notices and outlining how the defect may be remedied. To-date the Company has not received any formal response from the Requisitioning Shareholders about the defect.

Accordingly, the Company is not required to put the proposed resolutions seeking the removal of John Rayment and Timothy Phillipps as directors, to shareholders at the requested general meeting.

Therefore, to comply with the Notices as received, the Company has called a general meeting of Shareholders to vote only on the appointment of new directors, to be held at 11:00 am AEST on Thursday, 4 June 2026 (**General Meeting**).

### Recommendation of the Board

The Company notes that to-date the Requisitioning Shareholders have not provided any information regarding any of the proposed directors, nor any information to assist shareholders to understand their proposed strategy or suitability for their appointments.

The Board therefore **unanimously recommends shareholders vote AGAINST all resolutions at this General Meeting.**

The Board urges Shareholders to carefully read the Notice of General Meeting, including the Resolutions, Further Information which includes voting instructions, the Explanatory Statement (including the Members' Statement provided by the Requisitioning Shareholders), before deciding how to vote on the Resolutions.

If you have any questions, please feel free to reach out to me directly. Thank you for your ongoing support.

Yours sincerely,

John Rayment  
CEO & Managing Director  
On behalf of the Board

## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders (**Meeting**) of Identitii Limited (**Company** or **Identitii**) (ASX:ID8) will be held at **11.00am** (AEDT) on **Thursday, 4<sup>th</sup> June 2026** at **Meeting Room A, The Commons, 285A Crown Street, Surry Hills NSW 2010**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the Meeting. Please ensure you read the Explanatory Statement in full.

### ITEMS OF BUSINESS

#### 1. RESOLUTION 1 – APPOINTMENT OF MICHAEL CAMERON AS A DIRECTOR

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

*“That, pursuant to clause 15.3 of the Company’s constitution, Michael Cameron be appointed as director of the Company effective from the date the consent to act is signed.”*

The Board recommends that Shareholders vote **AGAINST** this resolution.

#### 2. RESOLUTION 2 – APPOINTMENT OF KAI RYAN AS DIRECTOR

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

*“That, pursuant to clause 15.3 of the Company’s constitution, Kai Ryan be appointed as director of the Company effective from the date the consent to act is signed.”*

The Board recommends that Shareholders vote **AGAINST** this resolution.

#### 3. RESOLUTION 3 – APPOINTMENT OF MARCUS TIERNEY AS DIRECTOR

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

*“That, pursuant to clause 15.3 of the Company’s constitution, Marcus Tierney be appointed as director of the Company effective from the date the consent to act is signed.”*

The Board recommends that Shareholders vote **AGAINST** this resolution.

## Further Information

### All Resolutions will be by a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

### Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on 2<sup>nd</sup> June 2026.

### Voting in person

To vote in person, attend the Meeting at the at 11.00am (Sydney time) on Thursday, 4<sup>th</sup> June 2026 at Meeting Room A, The Commons, 285A Crown Street, Surry Hills NSW 2010.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than 48 hours before the commencement of the meeting. Proxies received after this time will not be effective for the scheduled meeting.

Completed Proxy Forms may be lodged:

- Online: By visiting <https://www.votingonline.com.au/id8gm2026> and following the instructions
- By Mail to: Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- In Person at: Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

### Proxy Appointment

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

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies against all resolutions.

The Chairman of the meeting 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 express voting direction to the Chairman to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1 to 3 inclusive. In accordance with this express authority provided by you, the Chairman will vote against Resolutions 1 to 3 inclusive.

If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how

to vote, please tick the appropriate boxes on the form.

### Questions and Comments from Shareholders

The Company welcomes questions from Shareholders and proxyholders in the lead up to and during the Meeting. In the interests of all participants, please confine your questions to matters being considered at the Meeting that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the Meeting and a number of similar questions may be grouped together and answered by the Chairman or management.

Shareholders may also submit written questions to the Company in advance of the Meeting by email to the Company Secretary at [elissa.hansen@identitii.com](mailto:elissa.hansen@identitii.com) or by post to the Company's share registry (see address details above)..

Questions must be received by the Company no later than five (5) days before the Meeting.

### Communication with shareholders

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact.

To make the switch to paperless communication, simply sign up at <https://www.investorserve.com.au>.

**Dated 28<sup>th</sup> April 2026**

**By order of the Board**

**Elissa Hansen  
Company Secretary**



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## GENERAL MEETING EXPLANATORY STATEMENT

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This General Meeting (**Meeting**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

### 1. BACKGROUND TO THE RESOLUTIONS

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As announced to the ASX on 7 April 2026, the Company received notices under sections 203D and 249D of the Corporations Act 2001 (Cth) (Notices) from Mitchell Asset Management Pty Ltd and Jamber Investments Pty Ltd <The Amber Schwarz Fam A/C> (Requisitioning Shareholders), shareholders who hold at least 5% of the votes that may be cast at a general meeting of the Company, requesting that the Company call and arrange to hold a general meeting to consider resolutions concerning the:

- removal of John Rayment as director
- removal of Timothy Phillipps as director
- appointment of Michael Cameron as director
- appointment of Kai Ryan as director
- appointment of Marcus Tierney as director

#### 1.1. Issues identified with the Notices

The Company refers to its announcement dated 17 April 2026, in which the Company advised that it had identified a drafting defect with the Notices, that meant they cannot validly affect the proposed removal of existing directors in the manner contemplated.

The Company wrote to the Requisitioning Shareholders identifying the issue with the Notices and outlining how the defect may be remedied. To-date the Company has not received any formal response from the Requisitioning Shareholders about the defect.

Accordingly, the Company is not required to put the proposed resolutions seeking the removal of John Rayment and Timothy Phillipps as directors, to shareholders at the requested general meeting.

Therefore, to comply with the Notices as received, the Company has called a general meeting of Shareholders to vote only on the appointment of new directors, to be held at 11:00 am AEST on Thursday, 4 June 2026 (General Meeting).

The Company notes that to-date the Requisitioning Shareholders have not provided any information regarding any of the proposed directors, nor any information to assist shareholders to understand their proposed strategy or suitability for their appointments.

#### 1.2. Statement by Requisitioning Shareholders

Pursuant to section 249P of the Corporations Act, the Requisitioning Shareholders are entitled to have the Company circulate with this Notice of General Meeting a statement about the Resolutions proposed by them (**Members' Statement**).

The Members' Statement is attached to this Notice of General Meeting in Appendix A. The Board and the Company **DO NOT ENDORSE** and are not responsible for the contents of the Member's Statement or for any inaccurate or misleading information contained in it.

### 1.3. Position of the Board

As the Board has received no information from the Requisitioning Shareholders about the proposed new directors, it does not know if the Requisitioning Shareholders' proposals are in the best interest of all of the Company's Shareholders and therefore The Board is unanimously recommending Shareholders **VOTE AGAINST** all Resolutions.

## 2. RESOLUTION 1 – APPOINTMENT OF MICHAEL CAMERON AS A DIRECTOR

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Resolution 1 relates to the appointment of Michael Cameron as a Director.

Identitii has received no information about Michael Cameron from the Requisitioning Shareholders and therefore is not in a position to provide any information on this resolution for Shareholders.

The Board unanimously recommends Shareholders vote **AGAINST** Resolution 1.

## 3. RESOLUTION 2 – APPOINTMENT OF KAI RYAN AS DIRECTOR

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Resolution 2 relates to the appointment of Mr. Kai Ryan as a Director.

Identitii has received no information about Kai Ryan from the Requisitioning Shareholders and therefore is not in a position to provide any information on this resolution for Shareholders.

The Board unanimously recommends Shareholders vote **AGAINST** Resolution 2.

## 4. RESOLUTION 3 – APPOINTMENT OF MARCUS TIERNEY AS DIRECTOR

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Resolution 2 relates to the appointment of Mr. Marcus Tierney as a Director.

Identitii has received no information about Marcus Tierney from the Requisitioning Shareholders and therefore is not in a position to provide any information on this resolution for Shareholders.

The Board unanimously recommends Shareholders vote **AGAINST** Resolution 3.

## GLOSSARY

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**\$** means Australian dollars.

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

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

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

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

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

**Company** means Identitii Limited (ACN 603 107 044).

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

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

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

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

**Proxy Form** means the proxy form accompanying this Notice of General Meeting.

**Resolution** means a resolution set out in the Notice of General Meeting.

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

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

## Appendix A

### Member's Statement

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The Requisitioning Shareholders have requested, pursuant to section 249P of the Corporations Act, that the following statement be distributed to shareholders with this Notice of General Meeting.

The Company is legally required to include this statement to its Shareholders; however, the Directors and the Company **DO NOT ENDORSE** and are not responsible for the contents of the Members' Statement or for any inaccurate or misleading statements contained within it, including any statements which are inaccurate or misleading by omission.

*"The Requisitioning Shareholders propose the removal of John Rayment and Tim Phillipps, two existing directors of Identitii Limited (**Identitii** or **the Company**), and the appointment of new directors to ensure the Company has a suitably skilled Board capable of addressing its current financial challenges. It has become apparent that Identitii urgently requires additional capital in order to realise revenue generation from the BNDRY product offering, yet the current directors have proven unable to demonstrate a credible path to achieving this financial stability in the short-term. This is highlighted by the recent failed rights issue, in respect to which the Takeovers Panel made a declaration of unacceptable circumstances. Since the Panel made its orders, the Underwriting Agreement with Identitii's largest shareholder, Beauvais Capital Pty Ltd, has been terminated, leaving the Company without any mechanism of ensuring meaningful investor participation.*

*The Requisitioning Shareholders no longer have confidence that the Board, in its current form, is able to provide the necessary leadership to guide the Company through its next stage of growth and development. The proposed new directors bring relevant expertise and will provide a renewed commercial focus needed to stabilise the Company's position and enable its members to capitalise on Identitii's long-anticipated potential."*



#### All Correspondence to:

-  **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
-  **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Tuesday, 2 June 2026.**

### TO APPOINT A PROXY ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/id8gm2026>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Sydney Time) Tuesday, 2 June 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **Online** <https://www.votingonline.com.au/id8gm2026>
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

For personal use only

### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Identitii Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Meeting Room A, The Commons, 285A Crown Street, Surry Hills NSW 2010 at 11:00am (Sydney Time) on Thursday, 4 June 2026** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Appointment of Michael Cameron as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Kai Ryan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Marcus Tierney as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name .....

Contact Daytime Telephone .....

Date        /        / 2026

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