Enlitic, Inc.
1635 Foxtrail Drive, Suite 111A
Loveland, CO 80538

16 July 2026

Extraordinary General (Special) Meeting Documents

Enlitic, Inc. (ASX: ENL) ("Enlitic" or the "Company") announced on Friday, 3 July 2026 that it had received binding commitments to raise approximately A$15 million (before costs) in a placement of new fully paid CHESS Depositary Interests ("CDIs") ("New CDIs") in the Company at a price of A$0.004 per New CDI ("Placement Offer Price"), subject to: (i) shareholder approval for the purposes of ASX Listing Rule 7.1 and ASX Listing Rule 10.11 (in respect of proposed Director participation); and (ii) conversion of all Convertible Notes (as defined below) into CDIs ("Conditional Placement").

The Company also announced:

- that, subject to obtaining any necessary ASX waivers and shareholder approval, the Company will offer eligible CDI holders the opportunity to participate in a security purchase plan ("SPP", together with the Conditional Placement, the "Offer") which targets to raise up to approximately A$1 million (before costs);
- that, subject to certain conditions (including obtaining shareholder approval), the conversion of its 8,000,000 secured convertible notes ("Convertible Notes") on issue into CDI ("Conversion") (on amended terms, including that the total amount to be converted into CDIs on Conversion will be A$10 million in aggregate across all Convertible Notes (being A$1.25 per Convertible Note)); and
- subject to obtaining shareholder approval, a 10:1 share consolidation / reverse share split,

(together with the Conditional Placement, the "Transactions").

Funds raised from the Conditional Placement will be used for continued commercialisation, scale-up of sales and marketing, working capital and balance sheet support, and are expected to be sufficient to fund the Company's ongoing operations through to cashflow break-even, providing the Company with a pro forma cash balance of approximately A$18 million on completion (for the avoidance of doubt excluding any funds raised from the SPP). For further information, refer to the Company's announcement and Investor Presentation provided to the ASX on Friday, 3 July 2026.

Further details about the Transactions are set out in Enlitic's announcement and Investor Presentation provided to the ASX on Friday, 3 July 2026.

Notice of Extraordinary General (Special) Meeting and Explanatory Memorandum to Stockholders

The Company attaches the Notice of Extraordinary General (Special) Meeting ("Notice") and Explanatory Memorandum to Stockholders being held on Wednesday, 29 July 2026 ("Meeting" or "EGM") expected to be despatched to securityholders today, Thursday, 16 July 2026. The Notice contains resolutions that relate to the Transactions (among others), which are required to be passed in order for the Transactions to proceed.

A sample Proxy Form, CDI Voting Instruction Form, form to submit questions prior to the Meeting, online meeting guide and letter to CDI holders in respect of participating in the Meeting are also attached.

Updated Indicative Timetable

Event	Date
SPP record date	7:00pm (AEST), Thursday, 2 July 2026
Announcement of results of Conditional Placement and announcement of SPP Trading halt lifted and Enlitic resumes trading on ASX	Friday, 3 July 2026

Event	Date
EGM held to approve (among other things) issue of New CDIs under the Offer	Wednesday, 29 July 2026
Settlement of New CDIs under the Conditional Placement (subject to, among other things, approval at the EGM)	Wednesday, 5 August 2026
Allotment of New CDIs issued under the Conditional Placement and Conversion of Convertible Notes (subject to, among other things, approval at the EGM)	Thursday, 6 August 2026
Despatch of SPP booklet and expected SPP offer opening date	Friday, 7 August 2026
Expected SPP offer closing date	Friday, 28 August 2026
Share consolidation / reverse share split takes effect	Expected September 2026

Assumes all relevant approvals (including shareholder approvals) obtained and conditions satisfied. All dates and times refer to AEST. The timetable (and each reference in this announcement to a date specified in the timetable) is indicative only. Enlitic may, at its discretion, vary any of the above dates by lodging a revised timetable with the ASX. Further details in respect of the SPP will be provided in due course.

ENDS

This announcement was authorised for release by the Board of Enlitic, Inc.

Enquiries

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About Enlitic

Enlitic is a software company that uses artificial intelligence to develop software products that manage medical imaging data in radiology (such as MRI, CT scans, Xray and ultrasound images) and licences such products to healthcare providers. Enlitic's products (including its current product offering and product suite under development) seek to standardise, protect, integrate, and analyse data to create the foundation of a real-world evidence platform that can improve clinical workflows, increase efficiencies, and expand capacity. Read more at enlitic.com.

Enlitic's CDIs are traded on ASX in reliance on the safe harbour provisions of Regulation S under the US Securities Act of 1933 as amended, and in accordance with the procedures established pursuant to the provisions of a no action letter dated 7 January 2000 given to ASX by the staff at the US Securities and Exchange Commission. The relief was given subject to certain procedures and conditions described in the no action letter. One of the conditions is that the issuer provides notification of the Regulation S status of its securities in communications such as this announcement.

Forward-looking statements

Certain statements made during or in connection with this announcement contain or comprise certain forward-looking statements regarding the Company, its projected cash flow, financial performance, its customer contracts and customer pipeline and product development. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such expectations are only predictions and are subject to inherent risks and uncertainties which could cause actual values, results, performance or achievements to differ materially from those expressed, implied or projected in any forward looking statements and no assurance can be given that such expectations will prove to have been correct.

Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, delays or changes in product development and realisation of customer pipeline, changes in demand, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in exchange rates and business and operational risk management.

To the maximum extent permitted by law, each of the Company, its officers, employees and advisers expressly disclaim any responsibility for the accuracy or completeness of the material contained in these forward-looking statements and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in forward-looking statements or any error or omission. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events other than required by the applicable laws, including the ASX Listing Rules. Accordingly, you should not place undue reliance on any forward-looking statement.

Enlitic, Inc.

ARBN 672 254 027

NOTICE OF EXTRAORDINARY GENERAL (SPECIAL) MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting

Wednesday, 29 July 2026

Time of Meeting

10:00am (AEST)

Place of Meeting

The Meeting will be held virtually.

Virtual Online Platform using URL: https://meetings.openbriefing.com/ENLGM2605

The Company will publish a virtual meeting guide on the ASX and the Company's website outlining how Stockholders and CDI Holders will be able to participate in the Meeting virtually.

A Proxy Form and CDI Voting Instruction Form is enclosed or has otherwise been provided to you (as applicable)

Please read this Notice and Explanatory Memorandum carefully and in its entirety. If Securityholders (being Stockholders and CDI Holders) are in doubt as to how to vote, you should seek advice from your professional advisers before voting.

All Securityholders are urged to vote their Common Stock and CDIs, whether by attending the Meeting electronically or submitting a Proxy Form (in the case of Stockholders) or submitting a CDI Voting Instruction Form (in the case of CDI Holders).

Foreign Ownership Restriction

Enlitic's CDIs are issued and are traded on ASX in reliance on the safe harbour provisions of Regulation S under the U.S. Securities Act of 1933, as amended (**Securities Act**), and in accordance with the procedures established pursuant to the provisions of a no-action letter dated 7 January 2000 given to ASX by the staff at the U.S. Securities and Exchange Commission. The CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the U.S.. The holders of Enlitic's CDIs are unable to sell the CDIs into the U.S. or to a U.S. person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. Hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act. The relief was given subject to certain procedures and conditions described in the no-action letter. One of the conditions is that Enlitic provides notification of the Regulation S status of its securities in communications such as this document.

Enlitic, Inc.
ARBN 672 254 027

NOTICE OF EXTRAORDINARY GENERAL (SPECIAL) MEETING

Notice is given that the Extraordinary General (Special) Meeting of Stockholders of Enlitic, Inc. (ARBN 672 254 027) will be held virtually on Wednesday, 29 July 2026 at 10:00am (AEST) for the purpose of transacting the following business referred to in this Notice of Extraordinary General (Special) Meeting.

Stockholders will be able to participate in the virtual meeting, including being able to ask questions and vote. CDI Holders will also be able to participate in the virtual meeting, including being able to ask questions, however CDI Holders will not have the ability to vote at the virtual meeting. The Company will publish a virtual meeting guide on the ASX and the Company's website outlining how Stockholders and CDI Holders will be able to participate in the Meeting virtually.

ASX takes no responsibility for the contents of this Notice.

AGENDA

1 Resolutions 1(a) to (c) – Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes

To consider and, if thought fit, to pass the following resolutions each as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

"*That, subject to Resolutions 2 and 10 being passed, Stockholders approve:*

(a) for the purposes of Listing Rule 7.1 and all other purposes, the issue of up to 2,460,937,500 shares of Common Stock (and corresponding CDIs over such Common Stock) to unrelated Noteholders; and

(b) for the purposes Listing Rule 10.11 and all other purposes, the issue of up to 7,812,500 shares of Common Stock (and corresponding CDIs over such Common Stock) to Sergio Duchini (and/or his nominee(s)); and

(c) for the purposes of Listing Rule 10.11 and all other purposes, the issue of up to 31,250,000 shares of Common Stock (and corresponding CDIs over such Common Stock) to Michael Sistenich (and/or his nominee(s)),

on Conversion of the Convertible Notes on the terms and conditions set out in the Explanatory Memorandum, including the Conversion Amendment (which, for the avoidance of doubt, the passing of the above Resolutions will also approve)."

Voting exclusion statement: *The Company will disregard any votes cast in favour of*:

(a) Resolution 1(a) by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an Associate of those persons;

(b) Resolution 1(b) by or on behalf of Sergio Duchini (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons; and

(c) *Resolution 1(c) Michael Sistenich (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons.*

However, this does not apply to a vote cast in favour of Resolution 1(a), 1(b) or 1(c) by:

(a) *a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*

(b) *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or*

(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 Resolution; and*

   (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

2 Resolution 2 – Proposed issue of Common Stock (and corresponding CDIs) under the Conditional Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

> "*That, for the purpose of Listing Rule 7.1 and all other purposes, subject to Resolutions 1(a), 1(b), 1(c) and 10 being passed, Stockholders approve the issue of up to 3,543,125,000 shares of Common Stock (and corresponding CDIs over such Common Stock) at A$0.004 each to unrelated professional, sophisticated and other investors under the Conditional Placement on the terms and conditions set out in the Explanatory Memorandum.*"

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons.*

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

(a) *a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*

(b) *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or*

(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 Resolution; and*

   (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

3 Resolution 3 – Proposed issue of Common Stock (and corresponding CDIs) to Michael Sistenich (and/or his nominee(s)) under the Conditional Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

"That, for the purpose of Listing Rule 10.11 and all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 being passed, Stockholders approve the issue of up to 206,875,000 shares of Common Stock (and corresponding CDIs over such Common Stock) at A$0.004 each to Michael Sistenich (and/or his nominee(s)) under the Conditional Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of Michael Sistenich (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons.*

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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 Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Resolution 4 – Proposed issue of Common Stock (and corresponding CDIs) under the SPP

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

"That, for the purpose of Listing Rule 7.1 and all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 being passed, Stockholders approve the issue of up to 250,000,000 shares of Common Stock (and corresponding CDIs over such Common Stock) each at the SPP Offer Price under the SPP on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company has been granted a waiver from ASX in respect of Listing Rule 7.3.9 to the extent necessary to permit this Resolution to not include a voting exclusion statement excluding the votes in favour of persons who may participate in the SPP or any Associate of such persons, provided:*

(a) the SPP is not underwritten; or

(b) if the SPP is underwritten, the entity excludes any votes cast on the resolution by any proposed underwriter or sub-underwriter of the SPP and their associates.

The Company confirms that the SPP is not underwritten.

5 Resolution 5 – Approval of the issue of Awards under the 2023 Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

"That, for the purpose of Listing Rule 7.2 Exception 13(b) and all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 being passed, Stockholders approve the issue of Awards

under the 2023 Equity Incentive Plan on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:* *(a) a person who is eligible to participate in the 2023 Equity Incentive Plan; or* *(b) an Associate of those persons.* *However, this does not apply to a vote cast in favour of the Resolution by:* *(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or* *(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or* *(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 Resolution; and* *(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

6 Resolution 6 – Grant of Options to Michael Sistenich (and/or his nominee(s)) under the 2023 Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 being passed, the Directors are authorised to issue up to 470,000,000 Options under the Company's 2023 Equity Incentive Plan for no cash consideration, with each Option having an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 plus a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant, to Michael Sistenich and/or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:* *(a) Michael Sistenich (and/or his nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or* *(b) an Associate of those persons.* *However, this does not apply to a vote cast in favour of the Resolution by:* *(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or* *(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or* *(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 Resolution; and* *(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

7 Resolution 7 – Grant of Options to Lawrence Gozlan (and/or his nominee(s)) under the 2023 Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 being passed, the Directors are authorised to issue up to 128,000,000 Options under the Company's 2023 Equity Incentive Plan for no cash consideration, with each Option having an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 plus a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant, to Lawrence Gozlan and/or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Lawrence Gozlan (and/or his nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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 Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8 Resolution 8 – Grant of Options to Lisa Pettigrew (and/or her nominee(s)) under the 2023 Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 being passed, the Directors are authorised to issue up to 42,750,000 Options under the Company's 2023 Equity Incentive Plan for no cash consideration, with each Option having an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 plus a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant, to Lisa Pettigrew and/or her nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

(a) Lisa Pettigrew (and/or her nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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 Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9 Resolution 9 – Grant of Options to Sergio Duchini (and/or his nominee(s)) under the 2023 Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of a majority of the votes cast, subject to the voting exclusion statement below:

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 being passed, the Directors are authorised to issue up to 42,750,000 Options under the Company's 2023 Equity Incentive Plan for no cash consideration, with each Option having an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 plus a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant, to Sergio Duchini and/or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

(a) Sergio Duchini (and/or his nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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 Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10 Resolution 10 – Proposed increase to the authorised Common Stock available for issuance under the Company's Certificate of Incorporation

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of the majority of stock outstanding:

"That Stockholders approve the proposal to amend the Company's Certificate of Incorporation to increase the total number of authorised Common Stock available for issuance from 2,500,000,000 Common Stock to 12,000,000,000 Common Stock."

11 Resolution 11 – Approval of a Reverse Share Split

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** by the affirmative vote of the majority of stock outstanding:

"That the Company's Certificate of Incorporation shall be amended to effect a Reverse Share Split of the outstanding shares of its common stock at a ratio of one-for-ten (1:10) at a future date as determined by the Company's Board of Directors, and without change to the total number of authorised shares of capital stock of the Company."

OTHER BUSINESS

To transact such other business as may be properly presented at the Meeting.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Darren Scotti
Company Secretary

Dated: 13 July 2026

Who is entitled to vote at the Meeting?

If you are a Stockholder at the Record Date, you may vote your Common Stock at the Meeting.

Each holder of Common Stock has one vote for each Common Stock held at the Record Date.

Each CDI Holder is entitled to direct CDN to vote one Common Stock for every CDI held by the CDI Holder.

What is the difference between a Stockholder of Record and a Street Name Holder?

If you own Common Stock registered directly in your name with the Company's registry, Equiniti, you are considered the Stockholder of Record with respect to those shares of Common Stock. As a Stockholder of Record, you have the right to grant your voting proxy directly to the Company or to vote virtually at the Meeting.

If your shares of Common Stock are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Stockholder of Record with respect to those shares of Common Stock, while you are considered the beneficial owner of those Common Stock. In that case, your shares of Common Stock are said to be held in "street name" and this Notice was forwarded to you by that organisation. Street Name Holders generally cannot vote their shares of Common Stock directly and must instead instruct the broker, bank, trust or other nominee how to vote their Common Stock using the method described below under the heading '*How do I vote my Common Stock?*'. Since a Street Name Holder is not the Stockholder of Record, you may not vote your Common Stock virtually at the Meeting unless you obtain a "legal proxy" from the broker, bank, trustee, or nominee that holds your Common Stock giving you the right to vote the Common Stock at the meeting.

CDN is the Stockholder of Record for all shares of Common Stock beneficially owned by CDI Holders. CDI Holders are entitled to receive notice of and to attend the Meeting virtually and may direct CDN to vote at the Meeting by using the method described below under the heading '*How do I vote my CDIs?'.*

Participating and voting virtually

Stockholders and CDI Holders attending the Meeting virtually will be able to ask questions. The Company has made provision for Stockholders who register their attendance before the start of the Meeting to also electronically cast their votes on the proposed resolutions at the Meeting.

Stockholders can vote by following the instructions set out in the virtual meeting guide to be published on the ASX and the Company's website prior to the Meeting.

Stockholders will be able to vote, and Stockholders and CDI Holders will be able to ask questions at the virtual Meeting. You are strongly encouraged to submit questions to the Company prior to the Meeting (see instructions below).

Questions at the Meeting

Please note, only Securityholders may ask questions once they have been verified. It may not be possible to respond to all questions. Securityholders are encouraged to submit questions prior to the Meeting (please see below).

Submission of written questions to the Company in advance of the Meeting

Securityholders may submit a written question to the Company in advance of the Meeting by using the voting link (if you have received this Notice via email) or by completing and returning the Question Form (if you have received this Notice by mail).

The Company asks that all pre-Meeting questions be received by the Company no later than one week before the date of the Meeting, being 10:00am (AEST) on Wednesday, 22 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Tuesday, 21 July 2026).

How do I vote my Common Stock?

If you are a Stockholder of Record, there are two ways you can vote at the Meeting:

(1) by completing, signing and returning the Proxy Form in accordance with its instructions; or

(2) virtually by following the instructions set out in the virtual meeting guide to be published on the ASX and the Company's website prior to the Meeting.

Valid proxies must be received by no later than 10:00am (AEST) on Monday, 27 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Sunday, 26 July 2026).

If you hold your Common Stock as a Street Name Holder, you must vote your Common Stock in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for Stockholders of Record. You will receive a voting instruction form to use in directing the broker, bank, trust or other nominee how to vote your Common Stock.

Please note that if you transmute your Common Stock to CDIs following the Record Date, given you held Common Stock at the Record Date, you will be entitled to vote as a Stockholder at the Meeting.

Rights of CDI Holders

CDI Holders are entitled to receive this Notice and to attend the Meeting virtually or any adjournment or postponement of the Meeting but are not entitled to vote virtually at the Meeting. Ahead of the Meeting, CDI Holders may vote as set out below under the heading '*How do I vote my CDIs?*'. Each CDI represents one share of Common Stock and therefore, each CDI Holder will be entitled to direct one vote for every CDI they hold.

How do I vote my CDIs?

If you are a CDI Holder on the Record Date, there are two ways you can vote at the Meeting:

(1) instruct CDN (as the Stockholder of Record) to vote the Common Stock underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form; or

(2) inform the Company and CDN that you wish to nominate yourself or another person to be appointed as CDN's proxy with respect to the Common Stock underlying your CDIs for the purposes of attending and voting virtually at the Meeting by completing the CDI Voting Instruction Form.

Valid completed CDI Voting Instruction Forms must be received by no later than 10:00am (AEST) on Sunday, 26 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Saturday, 25 July 2026).

Please note that if you transmute your CDIs to Common Stock following the Record Date, you will need to instruct CDN (as Stockholder at the Record Date) to vote your CDIs and given you did not hold Common Stock as at the Record Date, you will not be entitled to vote at the Meeting.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one set of proxy materials, it means that you hold Common Stock and/or CDIs registered in more than one account. To ensure that all of your Common Stock and/or CDIs are voted, please submit proxies and/or voting instructions (as applicable) for all of your Common Stock and/or CDIs.

Enlitic, Inc.
ARBN (672 254 027)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Securityholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Extraordinary General (Special) Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Background

1.1 Convertible Note Conversion

As announced to ASX on 24 December 2025, the Company secured commitments for a capital raise of A$8 million through the issue of 8,000,000 secured convertible notes (**Convertible Notes**). On 4 February 2026, Stockholders ratified the agreement to issue, and approved the issuance of, the Convertible Notes for the purposes of the Listing Rules. A summary of the existing terms of the Convertible Notes can be found in the Company’s ASX announcement dated 24 December 2025 and its notice of meeting despatched to Securityholders and lodged with ASX on 14 January 2026.

Subject to certain conditions (see below), each holder of the Convertible Notes (**Noteholder**) has agreed to convert its Convertible Notes into CDIs (**Conversion**) on the following terms (**Conversion Agreement**):

(a) the total amount to be converted into CDIs on conversion will be A$10 million in aggregate across all Convertible Notes (being A$1.25 per Convertible Note based on 8,000,000 Convertible Notes on issue) (**Total Conversion Amount**). The Total Conversion Amount is a fixed amount and is in full and final satisfaction of all amounts owing under the Convertible Notes, including the face value, all accrued interest (whether capitalised or otherwise) and any other amounts. For the avoidance of doubt, no interest is payable to the Noteholders in addition to the Total Conversion Amount, and each Noteholder has irrevocably waived any entitlement to receive any such interest (whether in cash pursuant to Condition 4.2(c) of the terms and conditions governing the Convertible Notes (**Terms and Conditions**) of the Convertible Notes or otherwise);

(b) the Conversion price will be equal to the Placement Offer Price (as defined in Section 1.2 below);

(c) the Conversion date will be the date on which the CDIs under the Conditional Placement will be issued; and

(d) the adjustment rules set out in Annexure 1 of the Terms and Conditions will not apply in respect of the Conditional Placement or any other capital raising initiative undertaken by the Company in connection with the Conversion (including any SPP).

The Conversion is conditional on the satisfaction of the following conditions:

(a) (Noteholder approval) the Company obtaining Majority Noteholder Approval (being at least two Noteholders who together hold 50% or more of the total number of Convertible Notes on issue as at the date of the relevant resolution) to amend the Terms and Conditions to permit the Conversion on the basis described above (the **Conversion Amendment**);

(b) (Stockholder approval) Resolutions 1(a), 1(b), 1(c), 2 and 10 being passed;

(c) (Placement completion) the Company successfully completing a placement of CDIs, raising gross proceeds of at least A$12 million – this Condition may be waived by Majority Noteholder Approval; and

(d) (Noteholder commitment) each Noteholder agreeing to convert its Convertible Notes on the same terms and conditions.

The above conditions must be satisfied (or, where applicable, waived) on or before 31 August 2026 (**Long Stop Date**). If the conditions are not satisfied or waived by the Long Stop Date, the Conversion Agreement will automatically lapse and the rights of the Noteholders under the Terms and Conditions will remain unaffected.

Assuming Resolutions 1(a), 1(b), 1(c), 2 and 10 are passed at the Meeting, the only remaining condition to be satisfied will be the Conditional Placement completion, which is expected to be satisfied on or around Thursday, 6 August 2026.

1.2 Capital Raising

On 3 July 2026, the Company announced that it was undertaking a capital raising to raise up to approximately A$16 million (before costs) by way of the issue of:

- up to 3,750,000,000 CDIs (**Placement CDIs**) at A$0.004 each (**Placement Offer Price**) to raise up to approximately A$15 million (before costs) (**Conditional Placement**). The Conditional Placement is subject to: (i) certain Stockholder approvals (which are being sought pursuant to Resolutions 2, 3 and 10); and (ii) the conversion of all Convertible Notes to CDIs; and

- subject to Stockholder approval (which is being sought pursuant to Resolution 4), up to approximately 250,000,000 CDIs (**SPP CDIs**) each at the SPP Offer Price (as defined below) under a security purchase plan (**SPP**) under which eligible CDI Holders will have the opportunity to participate in, which will be targeting to raise up to approximately A$1 million,

(together, the **Offer**).

The **SPP Offer Price** per CDI will be the lower of: (i) A$0.004 (being the same offer price as the Placement Offer Price); and (ii) a 2.5% discount to the volume weighted average price of CDIs traded on ASX during the five trading days up to the closing date of the SPP, rounded to the nearest A$0.001.

Conditional Placement

Funds raised from the Conditional Placement will be used for continued commercialisation, scale-up of sales and marketing, working capital and balance sheet support. For further information, refer to the Company's ASX announcement and Investor Presentation dated 3 July 2026.

Resolution 2 seeks Stockholder approval of the issue of the Placement CDIs to unrelated sophisticated, professional and other investors. Certain of the Company's Directors have also agreed to subscribe for Placement CDIs subject to Stockholder approval (see Resolution 3).

The Conditional Placement was lead managed and bookrun by Barrenjoey Markets Pty Limited (**Lead Manager and Bookrunner**).

SPP

As noted above, Enlitic will undertake an SPP, subject to Stockholder approval (which is sought pursuant to Resolution 4), to raise up to approximately A$1 million. If Resolution 4 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 being passed), the SPP will provide CDI Holders with a registered address in Australia and New Zealand who hold CDIs as at 7:00pm (AEST) on Thursday, 2 July 2026 (and who meet certain other eligibility criteria) (**Eligible CDI Holders**) an opportunity to subscribe for up to A$30,000 worth of SPP CDIs at the SPP Offer Price. The SPP CDIs offered will rank equally with existing CDIs from their date of issue.

The SPP is being offered to Eligible CDI Holders to extend an opportunity to invest on terms no less favourable as the institutional and sophisticated investors who participated in the Conditional Placement. The SPP will enable Eligible CDI Holders, irrespective of the size of their holding, to apply to participate in the capital raising at the SPP Offer Price, and not incur any brokerage or transaction costs. Enlitic reserves the right to scale back applications at its absolute discretion.

The SPP is currently expected to open on or around Friday, 7 August 2026 and to close on or around Friday, 28 August 2026.

Funds raised from the SPP will be used for general corporate and working capital purposes and flexibility in implementing Enlitic's strategic commercial objectives. For further information, refer to the Company's ASX announcement and Investor Presentation dated 3 July 2026.

The terms of the SPP are such that the exception in Listing Rule 7.2 Exception 5 is likely not to apply to the SPP. Accordingly, the SPP is subject to Stockholder approval for the purposes of Listing Rule 7.1, which is being sought under Resolution 4. The Company has received a waiver from Listing Rule 7.3.9 in respect of Resolution 4. Further details are set out in page 4 of the Notice. For completeness, the Company has also received a waiver from Listing Rule 10.11 to permit Directors (and their associates) who are Eligible CDI Holders to participate in the SPP on the same terms as other Eligible CDI Holders without the approval of Stockholders under that rule conditional on (i) Resolution 4 being passed (this concurrent waiver effectively treats the offer under the SPP on the same basis as an offer falling within Exception 4 of ASX Listing Rule 10.12) and; (ii) that Directors and their Associates will not be scaled back more favourably than any other holder of a marketable parcel.

2 Resolutions 1(a) to (c) – Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes

2.1 Background

As set out above, each Noteholder has agreed to convert its Convertible Notes into CDIs pursuant to the terms and conditions set out in Section 1.1, and the Company proposes, subject to obtaining Stockholder approval and satisfaction of certain conditions, to issue CDIs to Noteholders on Conversion.

Accordingly, Resolution 1 seeks Stockholder approval for the issue of up to 2,500,000,000 CDIs to Noteholders (including certain Directors (and/or their nominee(s)) on Conversion of the Convertible Notes pursuant to the terms and conditions set out in Section 1.1. Specifically:

(a) Resolution 1(a) seeks Stockholder approval for the issue of up to 2,460,937,500 CDIs to unrelated Noteholders;

(b) Resolution 1(b) seeks Stockholder approval for the issue of up to 7,812,500 CDIs to Sergio Duchini (and/or his nominee(s)) (as Noteholder(s)); and

(c) Resolution 1(c) seeks Stockholder approval for the issue of up to 31,250,000 CDIs to Michael Sistenich (and/or his nominee(s)) (as Noteholder(s)),

each on Conversion of the Convertible Notes pursuant to the terms and conditions set out in Section 1.1.

2.2 Listing Rules 7.1 and 10.11

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 or agree to issue without the approval of its securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

One such exception to Listing Rule 7.1 is Exception 9 in Listing Rule 7.2, which provides that an issue of securities as a result of the conversion of convertible securities is excluded from the Listing Rule 7.1 limit, provided (among other things) the entity issued the convertible securities after it was listed and complied with the Listing Rules when it did so. As noted above, whilst Stockholders have already ratified the agreement to issue, and approved the issuance of, the Convertible Notes for the purposes of the Listing Rules, Noteholders have agreed to convert their Convertible Notes into CDIs on the amended terms and conditions set out in Section 1.1, rather than on the original terms upon which Stockholders had previously given their ratification / approval. As such, the Company is unable to rely on Exception 9 in Listing Rule 7.2 in relation to the issue of CDIs to unrelated Noteholders on Conversion and accordingly seeks fresh Stockholder approval under Listing Rule 7.1 for the issue of CDIs on Conversion to unrelated Noteholders.

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

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders (Listing Rule 10.11.5),

unless it obtains the approval of Stockholders.

One such exception Listing Rule 10.11 is Exception 7 in Listing Rule 10.12, which provides that an issue of securities as a result of the conversion of convertible securities is excluded from the Listing Rule 10.11, provided (among other things) the entity issued the convertible securities after it was listed and complied with the Listing Rules when it did so. As noted above, whilst Stockholders have already ratified the agreement to issue, and approved the issuance of, the Convertible Notes for the purposes of the Listing Rules, Noteholders have agreed to convert their Convertible Notes into CDIs on the amended terms and conditions set out in Section 1.1, rather than on the original terms upon which Stockholders had previously given their ratification / approval. As such, the Company is unable to rely on Exception 7 in Listing Rule 10.12 in relation to the issue of CDIs to related Noteholders (being Sergio Duchini and Michael Sistenich, each being a Director of the Company (and/or their nominee(s))) on Conversion and accordingly seeks fresh Stockholder approval under Listing Rule 10.11 for the issue of CDIs on Conversion to related Noteholders.

Resolution 1(a) seeks Stockholder approval for the purposes of Listing Rule 7.1 and for all other purposes to issue up to 2,460,937,500 CDIs to unrelated Noteholders on Conversion of the Convertible Notes pursuant to the terms and conditions set out in Section 1.1.

Resolution 1(b) seeks Stockholder approval for the purposes of Listing Rule 10.11 and for all other purposes to issue up to 7,812,500 CDIs to Sergio Duchini (and/or his nominee(s)) on Conversion of the Convertible Notes pursuant to the terms and conditions set out in Section 1.1.

Resolution 1(c) seeks Stockholder approval for the purposes of Listing Rule 10.11 and for all other purposes to issue up to 31,250,000 CDIs to Michael Sistenich (and/or his nominee(s)) on Conversion of the Convertible Notes pursuant to the terms and conditions set out in Section 1.1.

2.3 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 1(a) is passed (and subject to Resolutions 2 and 10 also being passed and other conditions being satisfied), the Company will be able to proceed with the issue of CDIs to unrelated Noteholders on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1.

If Resolution 1(b) is passed (and subject to Resolutions 2 and 10 also being passed and other conditions being satisfied), the Company will be able to proceed with the issue of CDIs to Sergio Duchini (and/or his nominee(s)) on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1.

If Resolution 1(c) is passed (and subject to Resolutions 2 and 10 also being passed and other conditions being satisfied), the Company will be able to proceed with the issue of CDIs to Michael Sistenich (and/or his nominee(s)) on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1.

In addition, the CDIs to be issued on Conversion will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue or agree to issue without Stockholder approval over the relevant 12-month period (including by operation of Exception 14 in Listing Rule 7.2).

As noted above, the conversion of all Convertible Notes to CDIs is a condition to the Conditional Placement. If Resolutions 1(a), 1(b) and 1(c) are passed (and subject to Resolutions 2 and 10 also being passed and other conditions being satisfied), the Company will be able to proceed with the issue of Placement CDIs to unrelated sophisticated, professional and other investors and raise up to approximately A$14.2 million (before costs), and, subject to Resolution 3 also being passed (and subject to Resolutions 2 and 10 being passed and other conditions being satisfied), the Company will be able to proceed with the issue of Placement CDIs to related investors and raise up to a further approximately A$827,500 (i.e. up to approximately A$15 million in aggregate). It is currently expected that funds raised from the Conditional Placement should be sufficient to fund Enlitic's ongoing operations through to cashflow break-even.

If Resolution 1(a) is not passed, the Company will not be able to proceed with the issue of CDIs to unrelated Noteholders on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1 above. Such Noteholders will continue to hold the Convertible Notes subject to the original Terms and Conditions, including the original conversion terms.

If Resolution 1(b) is not passed, the Company will not be able to proceed with the issue of CDIs to Sergio Duchini (and/or his nominee(s)) on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1 above. Such Noteholder(s) will continue to hold the Convertible Notes subject to the original Terms and Conditions, including the original conversion terms.

If Resolution 1(c) is not passed, the Company will not be able to proceed with the issue of CDIs to Michael Sistenich (and/or his nominee(s)) on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1 above. Such Noteholder(s) will continue to hold the Convertible Notes subject to the original Terms and Conditions, including the original conversion terms.

As noted above, the conversion of all Convertible Notes to CDIs is a condition to the Conditional Placement. If the Conversion does not proceed, the Conditional Placement will not complete. As a result, given Enlitic's existing cash balance position, if Resolutions 1(a), 1(b) and 1(c) are not passed, it is expected that Enlitic's ability to continue as a going concern will be severely adversely affected, with the attendant risk of insolvency. If Resolutions 1(a), 1(b) and 1(c) are not passed, it is expected that Enlitic would need to immediately apply for suspension of its CDIs from quotation on ASX while it considers all alternative courses of action. It should be noted that as a company incorporated in Delaware and with material operations in the U.S., the insolvency laws of Delaware and the U.S. will apply to the Company. In the U.S., insolvency is primarily governed by federal law under Title 11 of the United States Code, also known as the "Bankruptcy Code". This legal framework aims to maximise returns to creditors and, if possible, stockholders of the debtor. The process often involves reorganisation rather than liquidation, which helps preserve employment and realise the going concern surplus of reorganisation value over liquidation value.

In the event that Resolutions 1(a), 1(b) and 1(c) are not passed, Resolutions 2 to 9 (inclusive) will not be relevant (as they are conditional on Resolutions 1(a), 1(b) and 1(c) being passed).

2.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1(a):

(a) on Conversion of the Convertible Notes, the CDIs will be issued to each unrelated Noteholder;

(b) on Conversion of the Convertible Notes, the Company will issue up to 2,460,937,500 CDIs (and the same number of underlying Common Stock);

(c) the CDIs to be issued on Conversion of the Convertible Notes will be fully paid and rank equally in all respects with the existing CDIs on issue from their date of issue;

(d) the CDIs to be issued on Conversion of the Convertible Notes will be issued on the same date as the Placement CDIs, which will be no later than 3 months after the date of the Meeting;

(e) the CDIs will be issued on Conversion of the Convertible Notes. The consideration the entity will receive for the issue of CDIs is the extinguishment of the existing debt under the Convertible Notes. No additional funds will be raised by the Company from the issue of the CDIs on Conversion;

(f) the CDIs will be issued on Conversion of the Convertible Notes, pursuant to the Terms and Conditions of the Convertible Notes as amended. A summary of the existing terms of the Convertible Notes can be found in the Company's ASX announcement dated 24 December 2025 and its notice of meeting despatched to Securityholders and lodged with ASX on 14 January 2026 as amended by the terms and conditions set out in Section 1.1 above; and

(g) a voting exclusion applies in respect of Resolution 1(a) as set out in the Notice.

2.5 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 1(b) and 1(c):

(a) on Conversion of the Convertible Notes, the CDIs will be issued to:

- in respect of Resolution 1(b): Sergio Duchini (and/or his nominee(s)); and
- in respect of Resolution 1(c): Michael Sistenich (and/or his nominee(s));

(b) Sergio Duchini and Michael Sistenich are each related parties of the Company by virtue of being Directors (Listing Rule 10.11.1) and their respective nominee(s) are Associates of those Directors (Listing Rule 10.11.4);

(c) on Conversion of the Convertible Notes, the Company will issue up to:

- 7,812,500 CDIs (and the same number of underlying Common Stock) to Sergio Duchini (and/or his nominee(s)); and
- 31,250,000 CDIs (and the same number of underlying Common Stock) to Michael Sistenich (and/or his nominee(s));

(d) the CDIs to be issued on Conversion of the Convertible Notes will be fully paid and rank equally in all respects with the existing CDIs on issue from their date of issue;

(e) the CDIs to be issued on Conversion of the Convertible Notes will be issued on the same date as the Placement CDIs, which will be no later than 1 month after the date of the Meeting;

(f) the CDIs will be issued on Conversion of the Convertible Notes. The consideration the entity will receive for the issue of CDIs is the extinguishment of the existing debt under the Convertible Notes. No additional funds will be raised by the Company from the issue of the CDIs on Conversion;

(g) the issue of the CDIs on Conversion of the Convertible Notes to Sergio Duchini and Michael Sistenich (and/or their nominee(s)) is not intended to remunerate or incentivise either of them;

(h) the CDIs will be issued on Conversion of the Convertible Notes, pursuant to the Terms and Conditions of the Convertible Notes as amended. A summary of the existing terms of the Convertible Notes can be found in the Company’s ASX announcement dated 24 December 2025 and its notice of meeting despatched to Securityholders and lodged with ASX on 14 January 2026 as amended by the terms and conditions set out in Section 1.1 above; and

(i) a voting exclusion applies in respect of each of Resolution 1(b) and 1(c) as set out in the Notice.

2.6 Additional information

Resolutions 1(a), 1(b) and 1(c) are separate ordinary resolutions.

2.7 Board recommendation

The Board (with Sergio Duchini abstaining in respect of Resolution 1(b) and Michael Sistenich abstaining in respect of Resolution 1(c)) recommends that Securityholders vote in favour of Resolutions 1(a), 1(b) and 1(c).

2.8 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on Resolution 1(a), 1(b) and 1(c).

3 Resolution 2 – Proposed issue of Common Stock (and corresponding CDIs) under the Conditional Placement

3.1 Background

As set out above, the Company proposes, subject to obtaining Stockholder approval and satisfaction of certain conditions, to issue the Placement CDIs to unrelated sophisticated, professional and other investors under the Conditional Placement.

Accordingly, Resolution 2 seeks Stockholder approval for the purpose of Listing Rule 7.1 for the issue of up to 3,543,125,000 CDIs at A$0.004 each under the Conditional Placement.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 2.2.

The proposed issue of Placement CDIs pursuant to the Conditional Placement does not fall within any of the exceptions set out in Listing Rule 7.2 and would exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Stockholders under Listing Rule 7.1.

Resolution 2 seeks the required Stockholder approval for the proposed issue of Placement CDIs under and for the purposes of Listing Rule 7.1 and all other purposes.

3.3 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 2 is passed (and subject to Resolutions 1(a), 1(b), 1(c) and 10 also being passed and other conditions being satisfied), the Company will be able to proceed with the issue of Placement CDIs to unrelated sophisticated, professional and other investors and raise up to approximately A$14.2 million (before costs). It is currently expected that the Conditional Placement should be sufficient to fund Enlitic's ongoing operations through to cashflow break-even.

In addition, the Placement CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Stockholder approval over the 12-month period following the issue date of the Placement CDIs.

As noted above, the Company successfully completing the Conditional Placement (which includes contemporaneous completion of the Conditional Placement and Conversion) and the Company raising gross proceeds of at least A$12 million is a condition to the conversion of Convertible Notes. If Resolution 2 is passed (and subject to Resolutions 1(a), 1(b), 1(c) and 10 also being passed and other conditions being satisfied), Conversion will proceed.

Given Enlitic's existing cash balance position, if Resolution 2 is not passed, it is expected that Enlitic's ability to continue as a going concern will be severely adversely affected, with the attendant risk of insolvency. If Resolution 2 is not passed, it is expected that Enlitic would need to immediately apply for suspension of its CDIs from quotation on ASX while it considers all alternative courses of action. It should be noted that as a company incorporated in Delaware and with material operations in the U.S., the insolvency laws of Delaware and the U.S. will apply to the Company. In the U.S., insolvency is primarily governed by federal law under Title 11 of the United States Code, also known as the "Bankruptcy Code". This legal framework aims to maximise returns to creditors and, if possible, stockholders of the debtor. The process often involves reorganisation rather than liquidation, which helps preserve employment and realise the going concern surplus of reorganisation value over liquidation value.

As noted above, the Company successfully completing a placement of CDIs raising gross proceeds of at least A$12 million (which includes contemporaneous completion of such placement and Conversion) is a condition to the conversion of Convertible Notes. Accordingly, if the Conditional Placement does not complete raising at least A$12 million, the Conversion will not proceed. As a result, the Company will not be able to proceed with the issue of CDIs to Noteholders on Conversion of the Convertible Notes on the amended terms and conditions set out in Section 1.1 above. The Noteholders will continue to hold the Convertible Notes subject to the original Terms and Conditions, including the original conversion terms.

In the event that Resolution 2 is not passed, Resolutions 1(a) to 1(c) (inclusive) and 3 to 9 (inclusive) will not be relevant (as they are conditional on Resolution 2 being passed).

3.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- the Placement CDIs for which approval under Resolution 2 is sought will be issued to Australian and overseas sophisticated, professional and other investors, all of whom are unrelated parties of the Company.

  The placees were selected following a bookbuild process by the Company and the Lead Manager and Bookrunner. When considering allocations, the Lead Manager and Bookrunner and the Company considered relevant factors, including bidder type, size of funds under management, bid timing and volume, existing holdings, prior investment behaviours, and aggregate demand;

- the Company will issue up to 3,543,125,000 Placement CDIs (and the same number of underlying Common Stock);

- the Placement CDIs will be fully paid and rank equally in all respects with the existing CDIs on issue from their date of issue;

- the Placement CDIs will be issued no later than 3 months after the date of the Meeting;

- the Company will receive A$0.004 for each Placement CDI issued;

- funds raised from the Conditional Placement will be used for continued commercialisation, scale-up of sales and marketing, working capital and balance sheet support. For further information, refer to the Company's ASX announcement and Investor Presentation dated 3 July 2026;

- the Placement CDIs will not be issued under an agreement, other than customary placement confirmation letters (which are conditional on obtaining Stockholder approval (among other things)); and

- a voting exclusion applies in respect of this Resolution 2 as set out in the Notice.

3.5 Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 2.

3.6 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

4 Resolution 3 – Proposed issue of Common Stock (and corresponding CDIs) to Michael Sistenich (and/or his nominee(s)) under the Conditional Placement

As set out above, the Company proposes, subject to obtaining Stockholder approval and satisfaction of certain conditions, to issue up to 206,875,000 Placement CDIs to Michael Sistenich (and/or his nominee(s)) for which Stockholder approval is sought pursuant to Resolution 3.

4.1 Listing Rule 10.11

A summary of Listing Rule 10.11 is in Section 2.2.

The proposed issue of Placement CDIs to Michael Sistenich (and/or his nominee(s)) under the Conditional Placement falls within Listing Rule 10.11.1 and/or Listing Rule 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Stockholders under Listing Rule 10.11.

Resolution 3 seeks Stockholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Michael Sistenich (and/or his nominee(s)) to be issued up to 206,875,000 Placement CDIs under the Conditional Placement.

The proposed issue of Placement CDIs to Michael Sistenich (and/or his nominee(s)) is in addition to the Placement CDIs which are proposed to be issued to unrelated parties (and which are subject to approval under Resolution 2, as detailed above).

4.2 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 3 is passed (subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 also being passed and other conditions being satisfied), the Company will be able to proceed with the issue of Placement CDIs to Michael Sistenich (and/or his nominee(s)) and raise up to approximately A$827,500 (before costs).

In addition, the relevant Placement CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Stockholder approval over the 12-month period following the issue date of the Placement CDIs.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Placement CDIs to Michael Sistenich (and/or his nominee(s)) and the Company will not raise the corresponding amount for the issue of those Placement CDIs at A$0.004 each.

Finally, funds raised pursuant to Resolution 3 will contribute to the overall funds being raised pursuant to the Conditional Placement. Section 3.3 above sets out further information in respect of the consequences of Resolution 2 (being the Resolution in respect of the proposed issue of Placement CDIs to unrelated sophisticated, professional and other investors) being passed or not being passed.

4.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

(a) the Placement CDIs will be issued to Michael Sistenich (and/or his nominee(s));

(b) Michael Sistenich is a related party of the Company by virtue of being a Director (Listing Rule 10.11.1) and his nominee(s) are Associates (Listing Rule 10.11.4);

(c) the Company will issue up to 206,875,000 Placement CDIs (and the same number of underlying Common Stock) to Michael Sistenich (and/or his nominee(s));

(d) the Placement CDIs will be fully paid and rank equally in all respects with the existing CDIs on issue from their date of issue;

(e) the Placement CDIs will be issued no later than 1 month after the date of the Meeting;

(f) the Company will receive A$0.004 for each Placement CDI issued;

(g) funds raised from the Conditional Placement will be used for continued commercialisation, scale-up of sales and marketing, working capital and balance sheet support. For further information, refer to the Company's ASX announcement and Investor Presentation dated 3 July 2026;

(h) the issue of the Placement CDIs to Michael Sistenich (and/or his nominee(s)) is not intended to remunerate or incentivise Michael Sistenich;

(i) the Placement CDIs will not be issued under an agreement, other than customary placement confirmation letters (which are conditional on obtaining Stockholder approval (among other things)); and

(j) a voting exclusion applies in respect of this Resolution as set out in the Notice.

4.4 Board recommendation

The Board (with Michael Sistenich abstaining) recommends that Securityholders vote in favour of Resolution 3.

4.5 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

5 Resolution 4 – Proposed issue of Common Stock (and corresponding CDIs) under the SPP

5.1 Background

As set out above, the Company proposes, subject to obtaining Stockholder approval, to issue the SPP CDIs to Eligible CDI Holders each at the SPP Offer Price under the SPP.

Accordingly, Resolution 4 seeks Stockholder approval for the purpose of Listing Rule 7.1 for the issue of SPP CDIs pursuant to the SPP.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 2.2.

The terms of the SPP are such that Exception 5 in Listing Rule 7.2 is likely not to apply to the SPP as the SPP Offer Price per SPP CDI may not satisfy the issue price requirements under that exception. Accordingly, Stockholder approval under Listing Rule 7.1 is sought in respect of the SPP.

5.3 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 4 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 also being passed), the Company will be able to proceed with the issue of SPP CDIs to Eligible CDI Holders under the SPP and raise up to approximately A$1 million (before costs) to provide additional funds for general corporate and working capital purposes and flexibility in implementing Enlitic's strategic commercial objectives.

In addition, the SPP CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Stockholder approval over the 12-month period following the issue date of the SPP CDIs.

If Stockholders do not approve Resolution 4, the Company will not be able to issue the SPP CDIs and the SPP will not proceed.

5.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(a) the SPP CDIs will be issued to Eligible CDI Holders who subscribe for CDIs under the SPP;

(b) the Company will issue up to 250,000,000 SPP CDIs (and the same number of underlying Common Stock);

(c) the SPP CDIs will be fully paid and rank equally in all respects with the existing CDIs on issue from their date of issue;

(d) the SPP CDIs will be issued no later than 3 months after the date of the Meeting;

(e) the Company will receive the SPP Offer Price for each SPP CDI issued;

(f) the SPP CDIs are being issued to provide additional funds for general corporate and working capital purposes and flexibility in implementing Enlitic's strategic commercial objectives. For further information, refer to the Company's ASX announcement and Investor Presentation dated 3 July 2026; and

(g) as noted above, the Company has received a waiver from Listing Rule 7.3.9 in respect of Resolution 4. Without the ASX waiver, Eligible CDI Holders who intended to participate in the SPP would be prohibited from voting on Resolution 4. Further details are set out on page 4 of the Notice.

5.5 Board recommendation

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

5.6 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

6 Resolution 5 – Approval of the issue of Awards under the 2023 Equity Incentive Plan

6.1 Background

The Company has adopted two incentive plans: the 2014 Equity Incentive Plan and the 2023 Equity Incentive Plan.

The Company adopted the 2014 Equity Incentive Plan on 12 June 2014 (**2014 Plan**) to secure and retain the services of employees, Directors, consultants and affiliates of the Company, to provide incentives for such persons to exert maximum efforts for the success of the Company and any affiliate, and to provide a means by which such eligible recipients may be given an opportunity to benefit from increases in value of the Common Stock through the grant of stock awards primarily in the form of options.

Under the 2014 Plan, the Company reserved 13,698,637 Common Stock for issuance under the 2014 Plan and, as at 13 July 2026, the Board has granted the following securities that are issued and outstanding under the 2014 Plan: 11,185,738 options.

The 2014 Plan was superseded upon the adoption of the 2023 Equity Incentive Plan (**2023 Plan**) by the Company (although the terms of the 2014 Plan continue to apply to awards already granted under the 2014 Plan, as noted above).

The 2023 Plan was adopted on 9 November 2023 and provides for the grant of options to employees of the Company and certain affiliates, and for the grant of non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, and other awards (together, the **Awards**) to the employees and consultants of the Company and certain affiliates and Directors. The 2023 Plan is the successor to, and continuation of, the 2014 Plan, and became effective upon the Company's admission to the official list of ASX.

Under the 2023 Plan, the Company reserved 85,173,046[1] Common Stock for issuance plus up to an additional 13,100,000 shares of Common Stock currently subject to outstanding awards under the 2014 Plan that may become available for issuance under the 2023 Plan, if such awards terminate or expire (in whole or in part) without Common Stock being issued or are settled in cash; if the Common

[1] In accordance with the terms of the 2023 Plan, as summarised in Annexure A and disclosed in the Company's prospectus dated 22 November 2023, the Board has resolved to increase the Awards reserve to a maximum 85,173,046 effective from 1 January 2025.

Stock, or Common Stock underlying such awards, are forfeited to or repurchased by the Company because of a failure to vest; or are withheld or reacquired to satisfy the exercise, strike or purchase price of such award or to satisfy a tax withholding obligation. As at 13 July 2026, the Board has granted the following securities that are issued and outstanding under the 2023 Plan: 64,611,451 options. The Board has resolved, subject to Stockholder approval, that the number of Common Stock reserved for issuance under the 2023 Plan be increased to 1,248,273,046.

The 2023 Plan is administered by the Board or its Remuneration and Nomination Committee, which has the power to determine:

(a) who will receive Awards under the 2023 Plan;

(b) the type of Awards granted under the 2023 Plan;

(c) the terms and conditions of Awards, not inconsistent with the terms of the 2023 Plan, including, without limitation, the exercise or purchase price (if any) applicable to the Award, the time or times when Awards may vest and/or be exercised, and any restriction or limitation regarding any Award or the Common Stock underlying any Award;

(d) specifically in the case of options:

- the exercise price of any options granted, which will generally not be less than the fair market value of the Company's Common Stock on the date the option is granted;
- the terms on which the options will be exercisable;
- the termination or cancellation provisions applicable to the options which are granted, provided that the expiry date shall, in most cases, not be more than 10 years from the date the option was granted; and
- whether such option is intended to be tax qualified under the laws of any jurisdiction; and

(e) to construe and interpret the terms of the 2023 Plan and any Award agreement.

A summary of the terms of the 2023 Plan is set out in Annexure A to this Explanatory Memorandum.

6.2 Stockholder approval requirements

Stockholder approval is sought under Exception 13(b) in Listing Rule 7.2 and for all other purposes for the issue of Awards under the 2023 Plan.

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 or agree to issue without the approval of its securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

Stockholder approval is required if any issue of Awards pursuant to the 2023 Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 and the additional 10% limit imposed by Listing Rule 7.1A on the number of Equity Securities which may be issued without Stockholder approval. Accordingly, Stockholder approval is sought for the purposes of Exception 13(b) in Listing Rule 7.2 which provides that Listing Rules 7.1 and 7.1A do not apply to an issue of Equity Securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years of the date of issue.

The maximum aggregate number of Common Stock that has currently been reserved for issuance under the 2023 Plan and proposed to be issued under the 2023 Plan is 85,173,046[1] plus up to an additional 13,100,000 shares of Common Stock currently subject to outstanding awards under the 2014 Plan that may become available for issuance under the 2023 Plan, if such awards terminate or expire (in whole or in part) without Common Stock being issued or are settled in cash; if the Common Stock, or Common Stock underlying such awards, are forfeited to or repurchased by the Company because of a failure to vest; or are withheld or reacquired to satisfy the exercise, strike or purchase price of such award or to satisfy a tax withholding obligation. The Board has resolved, subject to Stockholder approval, that the number of Common Stock reserved for issuance under the 2023 Plan be increased to 1,248,273,046.

In addition, without further approval of Stockholders under Delaware law, pursuant to the terms of the 2023 Plan the Board or its Remuneration and Nomination Committee may act, prior to January 1 of a given year, starting from (and including) January 1, 2024 and ending on (and including) January 1, 2033, to provide that the number of shares of Common Stock reserved for issuance under the 2023 Plan will increase on January 1 of that year, in an amount equal to the lesser of (i) 10% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year, and (ii) such number of shares of capital stock as may be determined by the Board or the Remuneration and Nomination Committee; provided, that the total share reserve (in (i) and (ii)) shall not exceed the number of shares of Common Stock equal to 15% of the total number of shares of capital stock (including all outstanding convertible or exchangeable securities on a fully-diluted, as-converted-to-Common-Stock basis and including the remaining shares of Common Stock available for issuance under the share reserve) on December 31 of the preceding calendar year.[1]

Prior Stockholder approval will be required before any Director or related party of the Company (or their Associates) can participate in the 2023 Plan.

6.3 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 5 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 also being passed), the number of Common Stock reserved for issuance under the 2023 Plan will be increased to 1,248,273,046 and Awards issued by the Company under the 2023 Plan will be excluded from the calculation of the number of Equity Securities that the Company can issue without Stockholder approval under Listing Rule 7.1 and Listing Rule 7.1A.

In addition, if Resolutions 6, 7, 8 and 9 are passed (and subject to Resolutions 1(a), 1(b), 1(c), 2 and 10 also being passed), the Company can proceed with the issue of Awards to its Directors (and/or their (nominee(s)).

If Resolution 5 is not passed, the issue of those Awards will not fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities which may be issued without Stockholder approval.

In addition, the Company will not be able to proceed with the issue of Awards to its Directors (and/or their nominee(s)) as such issuances are conditional on (among other things) Resolution 5 being passed.

In the event that Resolution 5 is not passed, Resolutions 6 to 9 (inclusive) will not be relevant (as they are conditional on Resolution 5 being passed).

6.4 Specific information required by Exception 13(b) in Listing Rule 7.2

Pursuant to and in accordance with the requirements of Exception 13(b) in Listing Rule 7.2, the following information is provided in relation to Resolution 5:

(a) a summary of the terms of the 2023 Plan is contained in Annexure A to this Explanatory Memorandum;

(b) a total of 892,750 Awards have been issued pursuant to the 2023 Plan since the date of the last approval under Exception 13(b) Listing Rule 7.2 (being 23 April 2026);

(c) the maximum number of Awards proposed to be issued under the 2023 Plan under Exception 13(b) in Listing Rule 7.2 following approval of Resolution 5 is 1,248,273,046 [2]; and

(d) a voting exclusion statement has been included in the Notice for the purpose of Resolution 5.

6.5 Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 5.

6.6 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

7 Resolution 6 – Grant of Options to Michael Sistenich (and/or his nominee(s)) under the 2023 Equity Incentive Plan

7.1 Background

The Company proposes to grant up to 470,000,000 Options (each with an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 with a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant) under the Company's 2023 Equity Incentive Plan to Michael Sistenich (and/or his nominee(s)).

The Company is at its early stages of development and has financial restrictions on it. The Directors (in the absence of Michael Sistenich) consider that the grant of Options represents a cost-effective way for the Company to remunerate and incentivise Michael Sistenich, as opposed to additional cash remuneration.

The number of Options to be granted to Michael Sistenich (and/or his nominee(s)) has been determined based upon a consideration of:

(a) the remuneration of the Directors and the Company's executives;

(b) the extensive experience and reputation of Michael Sistenich within the healthcare services industry;

(c) the current trading price of CDIs;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors (in the absence of Michael Sistenich) have considered the proposed number of Options to be granted and will ensure that Michael Sistenich's overall remuneration is in line with market practice;

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[2] Plus up to an additional 13,100,000 shares of Common Stock currently subject to outstanding awards under the 2014 Plan that may become available for issuance under the 2023 Plan if such awards terminate or expire (in whole or in part) without Common Stock being issued or are settled in cash; if the Common Stock, or Common Stock underlying such awards, are forfeited to or repurchased by the Company because of a failure to vest; or are withheld or reacquired to satisfy the exercise, strike or purchase price of such award or to satisfy a tax withholding obligation. As noted above, without further approval of Stockholders under Delaware law, pursuant to the terms of the 2023 Plan the Board or its Remuneration and Nomination Committee may act, prior to January 1 of a given year, starting from (and including) January 1, 2024 and ending on (and including) January 1, 2033, to provide that the number of shares of Common Stock reserved for issuance under the 2023 Plan will increase on January 1 of that year, in an amount equal to the lesser of (i) 10% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year, and (ii) such number of shares of capital stock as may be determined by the Board or the Remuneration and Nomination Committee; provided, that the total share reserve (in (i) and (ii)) shall not exceed the number of shares of Common Stock equal to 15% of the total number of shares of capital stock (including all outstanding convertible or exchangeable securities on a fully-diluted, as-converted-to-Common-Stock basis and including the remaining shares of Common Stock available for issuance under the share reserve) on December 31 of the preceding calendar year.

(e) attracting and retaining suitably qualified executives; and

(f) incentives to attract and ensure continuity of service of Directors and executives who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

7.2 Valuation of Options

The indicative valuation of US$0.00308 per Option is a theoretical valuation of each Option using the Black – Scholes methodology. The Company has valued the Options proposed to be granted to Michael Sistenich (and/or his nominee(s)) using the Black – Scholes Model. The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

(a) the underlying value of each share of Common Stock in the Company is based on the ASX closing price of CDIs of A$0.007 on 13 July 2026;

(b) the AUD:USD conversion rate of 0.6941 as at 13 July 2026 [Source: Bloomberg];

(c) risk free rate of return – 4.56% (estimated, based on the U.S. 10-year Treasury Rate); and

(d) a volatility of 60% as determined using the 12-month volatility rate of the ASX Healthcare Sector. The Company has determined that this volatility rate, rather than a rate determined from the 12-month daily movements in CDI price, is a more reflective measure of volatility for the purposes of this valuation given that the Company's relatively low CDI price can result in more severe volatility in daily CDI price movements, which may not be representative of the Company's underlying volatility profile.

Any change in the variables applied in the Black – Scholes calculation between the date of the valuation and the date the Options are granted would have an impact on their value.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

(a) a director of the Company (Listing Rule 10.14.1);

(b) an Associate of a director of the Company (Listing Rule 10.14.2); or

(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Stockholders (Listing Rule 10.14.3), unless it obtains the approval of its Stockholders.

The proposed grant of Options to Michael Sistenich (and/or his nominee(s)) pursuant to Resolution 6 falls within Listing Rule 10.14.1 (and/or Listing Rule 10.14.2) and therefore requires the approval of Stockholders under Listing Rule 10.14.

7.4 Technical information required for the purposes of Listing Rule 14.1A

If this Resolution 6 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 also being passed), the Company will grant Options to Michael Sistenich (and/or his nominee(s)) as noted above.

If this Resolution 6 is not passed, the Company will not grant Options to Michael Sistenich (and/or his nominee(s)) and the Company may, in order to retain his services, need to consider alternative ways to remunerate Michael Sistenich, including by the payment of cash.

For completeness, if Resolution 11 is passed, the terms of the Options will either be adjusted to reflect the Reverse Share Split or, if issued post Reverse Share Split, will be issued on adjusted terms to reflect the Reverse Share Split.

7.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following further information is provided in relation to Resolution 6:

(a) the Options will be granted to Michael Sistenich (and/or his nominee(s));

(b) Michael Sistenich is a Director of the Company (Listing Rule 10.14.1) and his nominee(s) are Associates (Listing Rule 10.14.2);

(c) up to 470,000,000 Options will be granted to Michael Sistenich (and/or his nominee(s));

(d) the issue the subject of this Resolution 6 is intended to remunerate or incentivise Michael Sistenich, whose current total remuneration package is US$300,000 (plus 12% superannuation), with a potential for a discretionary bonus of up to 30% of base salary;

(e) 23,000,000 Equity Securities have previously been issued to Michael Sistenich (and/or his nominee(s)) under the 2023 Plan (for completeness, 5,280,136 Equity Securities have previously been issued to Michael Sistenich (and/or his nominee(s)) under the 2014 Plan);

(f) the material terms and conditions of the Options are set out in Annexure B to this Explanatory Memorandum;

(g) the issuing of Options will assist with aligning the interests of Michael Sistenich with the interests of Stockholders and the longer-term performance of the Company. The Company also believes that the grant of Options provides a cost-effective and efficient incentive (for example, as opposed to an increased cash remuneration). The Options do not provide the allottee with the full benefits of Common Stock ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Common Stock issued) and will not be immediately dilutive to Stockholders (as compared to if Common Stock was issued instead of Options);

(h) as noted above, the Company has valued the Options using the Black – Scholes method. Based on the assumptions set out above, it is considered that the estimated average value of the Options to be granted to Michael Sistenich (and/or his nominee(s)) is US$0.00308 per Option;

(i) the Options will be granted on a date which will be no later than 3 years after the date of this Meeting;

(j) the Options will be granted for no cash consideration;

(k) a summary of the material terms of the 2023 Plan under which the Options have been offered is set out in Annexure A to this Explanatory Memorandum;

(l) no loan will be made to Michael Sistenich (or his nominee(s)) in relation to the issue or exercise of the Options;

(m) details of any Equity Securities issued under the 2023 Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the 2023 Plan after this Resolution 6 is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(o) a voting exclusion statement applies to this Resolution 6 as set out in the Notice.

7.6 Board recommendation

The Board (in the absence of Michael Sistenich) recommends that Securityholders vote in favour of Resolution 6. The Board (other than Michael Sistenich) is not aware of any other information that would reasonably be required by the Securityholders in respect of this Resolution 6.

7.7 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

8 Resolution 7 – Grant of Options to Lawrence Gozlan (and/or his nominee(s)) under the 2023 Equity Incentive Plan

8.1 Background

The Company proposes to grant up to 128,000,000 Options (each with an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 with a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant) under the Company's 2023 Equity Incentive Plan to Lawrence Gozlan (and/or his nominee(s)).

The Company is at its early stages of development and has financial restrictions on it. The Directors (in the absence of Lawrence Gozlan) consider that the grant of Options represents a cost-effective way for the Company to remunerate and incentivise Lawrence Gozlan, as opposed to additional cash remuneration.

The number of Options to be granted to Lawrence Gozlan (and/or his nominee(s)) has been determined based upon a consideration of:

(a) the remuneration of the Directors;

(b) the extensive experience and reputation of Lawrence Gozlan within the healthcare services industry;

(c) the current trading price of CDIs;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors (in the absence of Lawrence Gozlan) have considered the proposed number of Options to be granted and will ensure that Lawrence Gozlan's overall remuneration is in line with market practice;

(e) attracting and retaining suitably qualified non-executive directors; and

(f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

8.2 Valuation of Options

The indicative valuation of US$0.00308 per Option is a theoretical valuation of each Option using the Black – Scholes methodology. The Company has valued the Options proposed to be granted to

Lawrence Gozlan (and/or his nominee(s)) using the Black – Scholes Model. The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

(a) the underlying value of each share of Common Stock in the Company is based on the ASX closing price of CDIs of A$0.007 on 13 July 2026;

(b) the AUD:USD conversion rate of 0.6941 as at 13 July 2026 [Source: Bloomberg];

(c) risk free rate of return – 4.56% (estimated, based on the U.S. 10-year Treasury Rate); and

(d) a volatility of 60% as determined using the 12-month volatility rate of the ASX Healthcare Sector. The Company has determined that this volatility rate, rather than a rate determined from the 12-month daily movements in CDI price, is a more reflective measure of volatility for the purposes of this valuation given that the Company's relatively low CDI price can result in more severe volatility in daily CDI price movements, which may not be representative of the Company's underlying volatility profile.

Any change in the variables applied in the Black – Scholes calculation between the date of the valuation and the date the Options are granted would have an impact on their value.

8.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is in Section 7.3.

The proposed grant of Options to Lawrence Gozlan (and/or his nominee(s)) pursuant to Resolution 7 falls within Listing Rule 10.14.1 (and/or Listing Rule 10.14.2) and therefore requires the approval of Stockholders under Listing Rule 10.14.

8.4 Technical information required for the purposes of Listing Rule 14.1A

If this Resolution 7 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 also being passed), the Company will grant Options to Lawrence Gozlan (and/or his nominee(s)) as noted above.

If this Resolution 7 is not passed, the Company will not grant Options to Lawrence Gozlan (and/or his nominee(s)) and the Company may need to consider alternative ways to remunerate Lawrence Gozlan, including by the payment of cash.

For completeness, if Resolution 11 is passed, the terms of the Options will either be adjusted to reflect the Reverse Share Split or, if issued post Reverse Share Split, will be issued on adjusted terms to reflect the Reverse Share Split.

8.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following further information is provided in relation to Resolution 7:

(a) the Options will be granted to Lawrence Gozlan (and/or his nominee(s));

(b) Lawrence Gozlan is a Director of the Company (Listing Rule 10.14.1) and his nominee(s) are Associates (Listing Rule 10.14.2);

(c) up to 128,000,000 Options will be granted to Lawrence Gozlan (and/or his nominee(s));

(d) the issue the subject of this Resolution 7 is intended to remunerate or incentivise Lawrence Gozlan, whose current total remuneration package is US$100,000;

(e) 6,800,000 Equity Securities have previously been issued to Lawrence Gozlan (and/or his nominee(s)) under the 2023 Plan (for completeness, 2,855,988 Equity Securities have previously been issued to Lawrence Gozlan (and/or his nominee(s)) under the 2014 Plan);

(f) the material terms and conditions of the Options are set out in Annexure B to this Explanatory Memorandum;

(g) the issuing of Options will assist with aligning the interests of Lawrence Gozlan with the interests of Stockholders and the longer-term performance of the Company. The Company also believes that the grant of Options provides a cost-effective and efficient incentive (for example, as opposed to an increased cash remuneration). The Options do not provide the allottee with the full benefits of Common Stock ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Common Stock issued) and will not be immediately dilutive to Stockholders (as compared to if Common Stock was issued instead of Options);

(h) as noted above, the Company has valued the Options using the Black – Scholes method. Based on the assumptions set out above, it is considered that the estimated average value of the Options to be granted to Lawrence Gozlan (and/or his nominee(s)) is US$0.00308 per Option;

(i) the Options will be granted on a date which will be no later than 3 years after the date of this Meeting;

(j) the Options will be granted for no cash consideration;

(k) a summary of the material terms of the 2023 Plan under which the Options have been offered is set out in Annexure A to this Explanatory Memorandum;

(l) no loan will be made to Lawrence Gozlan (or his nominee(s)) in relation to the issue or exercise of the Options;

(m) details of any Equity Securities issued under the 2023 Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the 2023 Plan after this Resolution 7 is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(o) a voting exclusion statement applies to this Resolution 7 as set out in the Notice.

8.6 Board recommendation

The Board (in the absence of Lawrence Gozlan) recommends that Securityholders vote in favour of Resolution 7. The Board (other than Lawrence Gozlan) is not aware of any other information that would reasonably be required by the Securityholders in respect of this Resolution 7.

8.7 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

9 Resolution 8 – Grant of Options to Lisa Pettigrew (and/or her nominee(s)) under the 2023 Equity Incentive Plan

9.1 Background

The Company proposes to grant up to 42,750,000 Options (each with an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 with a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant) under the Company's 2023 Plan to Lisa Pettigrew (and/or her nominee(s)).

The Company is at its early stages of development and has financial restrictions on it. The Directors (in the absence of Lisa Pettigrew) consider that the grant of Options represents a cost-effective way for the Company to remunerate and incentivise Lisa Pettigrew, as opposed to additional cash remuneration.

The number of Options to be granted to Lisa Pettigrew (and/or her nominee(s)) has been determined based upon a consideration of:

(a) the remuneration of the Directors;

(b) the extensive experience and reputation of Lisa Pettigrew within the healthcare services industry;

(c) the current trading price of CDIs;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors (in the absence of Lisa Pettigrew) have considered the proposed number of Options to be granted and will ensure that Lisa Pettigrew's overall remuneration is in line with market practice;

(e) attracting and retaining suitably qualified non-executive directors; and

(f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

9.2 Valuation of Options

The indicative valuation of US$0.00308 per Option is a theoretical valuation of each Option using the Black – Scholes methodology. The Company has valued the Options proposed to be granted to Lisa Pettigrew (and/or her nominee(s)) using the Black – Scholes Model. The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

(a) the underlying value of each share of Common Stock in the Company is based on the ASX closing price of CDIs of A$0.007 on 13 July 2026;

(b) the AUD:USD conversion rate of 0.6941 as at 13 July 2026 [Source: Bloomberg];

(c) risk free rate of return – 4.56% (estimated, based on the U.S. 10-year Treasury Rate); and

(d) a volatility of 60% as determined using the 12-month volatility rate of the ASX Healthcare Sector. The Company has determined that this volatility rate, rather than a rate determined from the 12-month daily movements in CDI price, is a more reflective measure of volatility for the purposes of this valuation given that the Company's relatively low CDI price can result in more severe volatility in daily CDI price movements, which may not be representative of the Company's underlying volatility profile.

Any change in the variables applied in the Black – Scholes calculation between the date of the valuation and the date the Options are granted would have an impact on their value.

9.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is in Section 7.3.

The proposed grant of Options to Lisa Pettigrew (and/or her nominee(s)) pursuant to Resolution 8 falls within Listing Rule 10.14.1 (and/or Listing Rule 10.14.2) and therefore requires the approval of Stockholders under Listing Rule 10.14.

9.4 Technical information required for the purposes of Listing Rule 14.1A

If this Resolution 8 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 also being passed), the Company will grant Options to Lisa Pettigrew (and/or her nominee(s)) as noted above.

If this Resolution 8 is not passed, the Company will not grant Options to Lisa Pettigrew (and/or her nominee(s)) and the Company may need to consider alternative ways to remunerate Lisa Pettigrew, including by the payment of cash.

For completeness, if Resolution 11 is passed, the terms of the Options will either be adjusted to reflect the Reverse Share Split or, if issued post Reverse Share Split, will be issued on adjusted terms to reflect the Reverse Share Split.

9.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following further information is provided in relation to Resolution 8:

(a) the Options will be granted to Lisa Pettigrew (and/or her nominee(s));

(b) Lisa Pettigrew is a Director of the Company (Listing Rule 10.14.1) and her nominee(s) are Associates (Listing Rule 10.14.2);

(c) up to 42,750,000 Options will be granted to Lisa Pettigrew (and/or her nominee(s));

(d) the issue the subject of this Resolution 8 is intended to remunerate or incentivise Lisa Pettigrew, whose current total remuneration package is US$60,000;

(e) 2,900,000 Equity Securities have previously been issued to Lisa Pettigrew (and/or her nominee(s)) under the 2023 Plan;

(f) the material terms and conditions of the Options are set out in Annexure B to this Explanatory Memorandum;

(g) the issuing of Options will assist with aligning the interests of Lisa Pettigrew with the interests of Stockholders and the longer-term performance of the Company. The Company also believes that the grant of Options provides a cost-effective and efficient incentive (for example, as opposed to an increased cash remuneration). The Options do not provide the allottee with the full benefits of Common Stock ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Common Stock issued) and will not be immediately dilutive to Stockholders (as compared to if Common Stock was issued instead of Options);

(h) as noted above, the Company has valued the Options using the Black – Scholes method. Based on the assumptions set out above, it is considered that the estimated average value of the Options to be granted to Lisa Pettigrew (and/or her nominee(s)) is US$0.00308 per Option;

(i) the Options will be granted on a date which will be no later than 3 years after the date of this Meeting;

(j) the Options will be granted for no cash consideration;

(k) a summary of the material terms of the 2023 Plan under which the Options have been offered is set out in Annexure A to this Explanatory Memorandum;

(l) no loan will be made to Lisa Pettigrew (or her nominee(s)) in relation to the issue or exercise of the Options;

(m) details of any Equity Securities issued under the 2023 Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the 2023 Plan after this Resolution 8 is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(o) a voting exclusion statement applies to this Resolution 8 as set out in the Notice.

9.6 Board recommendation

The Board (in the absence of Lisa Pettigrew) recommends that Securityholders vote in favour of Resolution 8. The Board (other than Lisa Pettigrew) is not aware of any other information that would reasonably be required by the Securityholders in respect of this Resolution 8.

9.7 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

10 Resolution 9 – Grant of Options to Sergio Duchini (and/or his nominee(s)) under the 2023 Equity Incentive Plan

10.1 Background

The Company proposes to grant up to 42,750,000 Options (each with an exercise price equal to the higher of (i) the closing price of CDIs on 28 July 2026 with a 25% premium; and (ii) A$0.006, and an expiry date of 10 years from grant) under the Company's 2023 Equity Incentive Plan to Sergio Duchini (and/or his nominee(s)).

The Company is at its early stages of development and has financial restrictions on it. The Directors (in the absence of Sergio Duchini) consider that the grant of Options represents a cost-effective way for the Company to remunerate and incentivise Sergio Duchini, as opposed to additional cash remuneration.

The number of Options to be granted to Sergio Duchini (and/or his nominee(s)) has been determined based upon a consideration of:

(a) the remuneration of the Directors;

(b) the extensive experience and reputation of Sergio Duchini within the healthcare services industry;

(c) the current trading price of CDIs;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors (in the absence of Sergio Duchini) have considered the proposed number of Options to be granted and will ensure that Sergio Duchini's overall remuneration is in line with market practice;

(e) attracting and retaining suitably qualified non-executive directors; and

(f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

10.2 Valuation of Options

The indicative valuation of US$0.00308 per Option is a theoretical valuation of each Option using the Black – Scholes methodology. The Company has valued the Options proposed to be granted to Sergio Duchini (and/or his nominee(s)) using the Black – Scholes Model. The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

(a) the underlying value of each share of Common Stock in the Company is based on the ASX closing price of CDIs of A$0.007 on 13 July 2026;

(b) the AUD:USD conversion rate of 0.6941 as at 13 July 2026 [Source: Bloomberg];

(c) risk free rate of return – 4.56% (estimated, based on the U.S. 10-year Treasury Rate); and

(d) a volatility of 60% as determined using the 12-month volatility rate of the ASX Healthcare Sector. The Company has determined that this volatility rate, rather than a rate determined from the 12-month daily movements in CDI price, is a more reflective measure of volatility for the purposes of this valuation given that the Company's relatively low CDI price can result in more severe volatility in daily CDI price movements, which may not be representative of the Company's underlying volatility profile.

Any change in the variables applied in the Black – Scholes calculation between the date of the valuation and the date the Options are granted would have an impact on their value.

10.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is in Section 7.3.

The proposed grant of Options to Sergio Duchini (and/or his nominee(s)) pursuant to Resolution 9 falls within Listing Rule 10.14.1 (and/or Listing Rule 10.14.2) and therefore requires the approval of Stockholders under Listing Rule 10.14.

10.4 Technical information required for the purposes of Listing Rule 14.1A

If this Resolution 9 is passed (and subject to Resolutions 1(a), 1(b), 1(c), 2, 5 and 10 also being passed), the Company will grant Options to Sergio Duchini (and/or his nominee(s)) as noted above.

If this Resolution 9 is not passed, the Company will not grant Options to Sergio Duchini (and/or his nominee(s)) and the Company may need to consider alternative ways to remunerate Sergio Duchini, including by the payment of cash.

For completeness, if Resolution 11 is passed, the terms of the Options will either be adjusted to reflect the Reverse Share Split or, if issued post Reverse Share Split, will be issued on adjusted terms to reflect the Reverse Share Split.

10.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following further information is provided in relation to Resolution 9:

(a) the Options will be granted to Sergio Duchini (and/or his nominee(s));

(b) Sergio Duchini is a Director of the Company (Listing Rule 10.14.1) and his nominee(s) are Associates (Listing Rule 10.14.2);

(c) up to 42,750,000 Options will be granted to Sergio Duchini (and/or his nominee(s));

(d) the issue the subject of this Resolution 9 is intended to remunerate or incentivise Sergio Duchini, whose current total remuneration package is US$60,000;

(e) 2,800,000 Equity Securities have previously been issued to Sergio Duchini (and/or his nominee(s)) under the 2023 Plan (for completeness, 100,000 Equity Securities have previously been issued to Sergio Duchini (and/or his nominee(s)) under the 2014 Plan);

(f) the material terms and conditions of the Options are set out in Annexure B to this Explanatory Memorandum;

(g) the issuing of Options will assist with aligning the interests of Sergio Duchini with the interests of Stockholders and the longer-term performance of the Company. The Company also believes that the grant of Options provides a cost-effective and efficient incentive (for example, as opposed to an increased cash remuneration). The Options do not provide the allottee with the full benefits of Common Stock ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Common Stock issued) and will not be immediately dilutive to Stockholders (as compared to if Common Stock was issued instead of Options);

(h) as noted above, the Company has valued the Options using the Black – Scholes method. Based on the assumptions set out above, it is considered that the estimated average value of the Options to be granted to Sergio Duchini (and/or his nominee(s)) is US$0.00308 per Option;

(i) the Options will be granted on a date which will be no later than 3 years after the date of this Meeting;

(j) the Options will be granted for no cash consideration;

(k) a summary of the material terms of the 2023 Plan under which the Options have been offered is set out in Annexure A to this Explanatory Memorandum;

(l) no loan will be made to Sergio Duchini (or his nominee(s)) in relation to the issue or exercise of the Options;

(m) details of any Equity Securities issued under the 2023 Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the 2023 Plan after this Resolution 9 is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(o) a voting exclusion statement applies to this Resolution 9 as set out in the Notice.

10.6 Board recommendation

The Board (in the absence of Sergio Duchini) recommends that Securityholders vote in favour of Resolution 9. The Board (other than Sergio Duchini) is not aware of any other information that would reasonably be required by the Securityholders in respect of this Resolution 9.

10.7 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

11 Resolution 10 – Proposed increase to the authorised Common Stock available for issuance under the Company's Certificate of Incorporation

11.1 Background

The Company is incorporated in the U.S. state of Delaware, where a company's certificate of incorporation must generally include the maximum number of shares of common stock that company is authorised to issue to stockholders.

The Company's Certificate of Incorporation currently authorises the Company issue of up to 2,500,000,000 shares of Common Stock.

Resolution 10 seeks Stockholder approval to amend the Company's Certificate of Incorporation to increase the authorised Common Stock available for issuance under the Company's Certificate of Incorporation to 12,000,000,000.

It is important to note that the authorised Common Stock is purely a function of the Company being incorporated in Delaware and the laws of that jurisdiction. The concept of "authorised capital" no longer exists in Australia and, generally speaking, the constitutions of companies incorporated in Australia do not limit the number of shares which a company may issue.

Accordingly, it is not necessary for the authorised Common Stock of the Company to act as any sort of anti-dilution protection for Stockholders of the Company. Stockholders receive such protections through the Listing Rules of the ASX, particularly ASX Listing Rule 7.1, which, broadly speaking (and subject to a number of exceptions, including rights issues) limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

In order to be able to issue the Equity Securities the subject of Resolutions 1(a) to 9 (inclusive), the Company needs to increase the maximum number of shares of Common Stock it is authorised to issue. It is also important that the new maximum number of authorised Common Stock is sufficient to provide the Company with capital management flexibility into the near future (and any issuances of Common Stock will at all times remain subject to the protections from dilution as provided by the ASX Listing Rules). If that is not the case, the ability of the Company to raise capital quickly may, in some circumstances, be restricted, which may be adverse to the interests of the Company and its Stockholders.

For this reason, the Board has proposed that the authorised Common Stock of the Company be increased to 12,000,000,000 Common Stock.

Resolution 10 seeks Stockholder approval to amend the Company's Certificate of Incorporation to increase the total number of authorised Common Stock available for issuance.

11.2 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 10 is passed, the Company will be authorised to issue up to 12,000,000,000 Common Stock under its Certificate of Incorporation without obtaining additional Stockholder approval (subject always, as explained above, to any Stockholder approvals required for the issue of Common Stock and CDIs under the Listing Rules, including without limitation, Listing Rule 7.1).

If Resolution 10 is not passed:

(a) the authorised Common Stock available for issuance under the Company's Certificate of Incorporation will not be increased; and

(b) the Company will not be able to proceed with the issue of:

- CDIs on Conversion of the Convertible Notes (the subject of Resolutions 1(a), 1(b) and 1(c)); or
- Placement CDIs to unrelated sophisticated, professional and other investors under the Conditional Placement (the subject of Resolution 2); or
- Placement CDIs to Michael Sistenich (and/or his nominee(s)) (the subject of Resolution 3); or
- SPP CDIs under the SPP (the subject of Resolution 4); or
- the issue of Awards under the 2023 Equity Incentive Plan (the subject of Resolution 5); or
- the issue of Options to Directors (and/or their nominee(s)) (the subject of Resolutions 6, 7, 8 and 9).

In particular, as noted above, it is currently expected that funds raised from the Conditional Placement should be sufficient to fund Enlitic's ongoing operations through to cashflow break-even. Given Enlitic's existing cash balance position, if Resolution 10 is not passed, the Conditional Placement cannot occur (as Resolution 2 and Resolution 3 are each conditional on Resolution 10 being passed), and Enlitic's ability to continue as a going concern will be severely adversely affected, with the attendant risk of insolvency. Further, if Resolution 10 is not passed, it is expected that Enlitic would need to immediately apply for suspension of its CDIs from quotation on ASX while it considers all alternative courses of action. It should be noted that as a company incorporated in Delaware and with material operations in the U.S., the insolvency laws of Delaware and the U.S. will apply to the Company. In the U.S., insolvency is primarily governed by federal law under Title 11 of the United States Code, also known as the "Bankruptcy Code". This legal framework aims to maximise returns to creditors and, if possible, stockholders of the debtor. The process often involves reorganisation rather than liquidation, which helps preserve employment and realise the going concern surplus of reorganisation value over liquidation value.

In the event that Resolution 10 is not passed, Resolutions 1(a) to 9 (inclusive) will not be relevant (as they are conditional on Resolution 10 being passed).

11.3 Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 10.

11.4 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

Under Delaware law, to be approved, Resolution 10 must receive "For" or affirmative votes from the holders, either in person at the meeting or by proxy, of a majority of the outstanding Common Stock. If you mark your Proxy Form or CDI Voting Instruction Form to "Abstain" from voting, it will have the same effect as an “Against” vote. A failure to vote will also therefore have the same effect as an “Against” vote.

12 Resolution 11 – Approval of a Reverse Share Split

12.1 Background

The Board has approved a proposal to amend the Company’s Certificate of Incorporation to effect a Reverse Share Split of the Common Stock, as described below (the **Reverse Share Split**). If the Reverse Share Split proposed resolution is approved by Stockholders, the Board will effect a Reverse Share Split of the Company’s Common Stock by a ratio of one-for-ten (1:10) (i.e. ten shares of existing Common Stock will be combined into one new share of Common Stock) (the **Reverse Share Ratio**).

The authorised capital stock of the Company currently consists of 2,500,000,000 shares of Common Stock, par value US$0.0001 per share and 10,000,000 shares of preferred stock in the capital of the Company, par value US$0.0001 per share. If Resolution 10 is passed, the authorised capital stock of the Company will increase to 12,000,000,000 shares of Common Stock at US$0.0001 par value per share. The Reverse Share Split will not change the total number of authorised shares of the Common Stock. As a result of the Reverse Share Split, the Company will have more authorised shares available for issuance than it currently has. Therefore, a risk exists that current Stockholder value may be further diluted after the Reverse Share Split by the issuance of additional shares of Common Stock (this is further exacerbated if Resolution 10 is passed). For example, the current net tangible book value per Share would be diluted if additional shares of Common Stock are issued without a simultaneous increase in the net book value of the Company’s assets. The Reverse Share Split is not being proposed in response to any known effort to accumulate the Company’s Common Stock or obtain control of the Company, nor is it part of any plan, understanding, agreement or commitment by the Company to issue additional shares.

The Reverse Share Split will become effective upon the filing of a certificate of amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware or a later date specified in such amendment (the **Reverse Split Effective Time**). The timing of the filing of the certificate of amendment, and the Reverse Split Effective Time, will be determined by the Board at a future date based on its evaluation as to when the Board believes that such action will be the most advantageous to the Company and its Stockholders. However, this filing is expected to take effect after completion of the Conditional Placement, Conversion of the Convertible Notes and closing of the SPP.

For completeness, the “Reverse Share Split” is comparable in substance to a “share consolidation” under Australian law.

Reasons for the Reverse Share Split; Potential Consequences of the Reverse Share Split

The primary purpose for the Reverse Share Split is to increase the market price per CDI. Enlitic’s current CDI:Common Stock ratio is 1:1, and will not be amended post Reverse Share Split. The Company believes that the Reverse Share Split will make the CDIs more attractive to a broader range of institutional and other investors, as the current market price of the CDIs may affect acceptability to certain institutional investors, professional investors and other members of the investing public. Many brokerage houses and institutional investors have internal policies and practices that either prohibit them from investing in lower-priced stocks or tend to discourage individual brokers from recommending lower-priced stocks to their customers. In addition, some of those policies and practices may function to make the processing of trades in lower-priced stocks economically unattractive to brokers. Moreover, because brokers’ commissions on lower-priced stocks generally represent a higher percentage of the share (or CDI) price than commissions on higher-priced stocks or CDIs, the current average price per CDIs can result in individual share (CDI) holders paying transaction costs representing a higher percentage of their total share value than would be the case if the share (or CDI) price were substantially higher. The Company believes that the Reverse Share

Split will make the CDIs a more attractive and cost-effective investment for investors, which should enhance liquidity for the holders of CDIs.

Reducing the number of outstanding shares of Common Stock through the Reverse Share Split is intended, absent other factors, to increase the per-CDI market price of CDIs. However, other factors, such as the Company's financial results, market conditions and the market perception of its business may adversely affect the market price of CDIs. As a result, there can be no assurance that the Reverse Share Split, if completed, will result in the intended benefits described above, that the market price of CDIs will increase proportionately to the reduction in the number of shares of Common Stock after the Reverse Share Split (or otherwise) or that the market price of CDIs will not decrease in the future. Accordingly, the total market capitalisation of the Common Stock after the Reverse Share Split could be lower or higher than the total market capitalisation before the Reverse Share Split.

Effect of the Reverse Share Split on holders of outstanding Common Stock

As at the date of the Notice, Enlitic has on issue 833,178,628 shares of Common Stock. Post Conditional Placement and Conversion of Convertible Notes, Enlitic is expected to have on issue approximately 7,083,178,628 shares of Common Stock.[3] Enlitic's current CDI:Common Stock ratio is 1:1. Assuming a Reverse Share Split of the Company's Common Stock by a ratio of one-for-ten (1:10) (i.e. ten shares of existing Common Stock will be combined into one new share of Common Stock), Enlitic's Common Stock on issue post Reverse Share Split is expected to be approximately 708,317,862 shares of Common Stock.

Fractional Shares will not be issued. Instead, the Company will issue a full share of post-Reverse Share Split Common Stock to any Stockholder who would have been entitled to receive a fractional share of Common Stock as a result of the Reverse Share Split.

The Reverse Share Split will affect all holders of Common Stock uniformly and will not affect any Stockholder's percentage ownership interest in the Company, except to the extent the Reverse Share Split would result in fractional shares, as described above. In addition, the Reverse Share Split will not affect any Stockholder's proportionate voting power, except to the extent the Reverse Share Split would result in fractional shares, as described above.

Street Name Holders of Common Stock

Upon the implementation of the Reverse Share Split, the Company intends to treat Shares held by Street Name Holders through a bank, broker, custodian or other nominee in the same manner as Stockholders of Record whose Shares are registered in their names. Banks, brokers, custodians or other nominees will be instructed to effect the Reverse Share Split for their beneficial holders holding Common Stock as Street Name Holders. However, these banks, brokers, custodians or other nominees may have different procedures than Stockholders of Record for processing the Reverse Share Split. Street Name Holders who hold shares of Common Stock with a bank, broker, custodian or other nominee and who have any questions in this regard are encouraged to contact their banks, brokers, custodians or other nominees.

Registered "Book-Entry" Holders of Common Stock (i.e., Stockholders who hold Shares that are registered on the transfer agent's books and records)

Stockholders of Record hold some or all of their Shares electronically in book-entry form with the Company's share registry, and do not have stock certificates evidencing their ownership of the Common Stock. They are, however, provided with a statement reflecting the number of Shares registered in their accounts. Stockholders who hold shares electronically in such book-entry form with the Company's share registry will not need to take action (the exchange will be automatic) to receive

[3] Key assumptions: (i) all relevant approvals (including Stockholder approvals) obtained and conditions satisfied; (ii) A$15m Conditional Placement at the Placement Offer Price of A$0.004 per Placement CDI; (iii) excludes any impact from SPP; (iv) A$10m of Convertible Notes converted at the Placement Offer Price of A$0.004; and (v) no issue of any additional CDIs / Common Stock other than in respect of the Conditional Placement and Conversion of Convertible Notes.

Shares of post-Reverse Share Split Common Stock. After the Reverse Split Effective Time, such Stockholders will receive an updated statement reflecting the number of Shares registered in their account as a result of the Reverse Share Split.

Effect of the Reverse Share Split on holders of CDIs

The 1:1 CDI:Common Stock ratio will not be affected by the Reverse Share Split.

Based on the one-for-ten (1:10) Reverse Share Split ratio, the number of issued and outstanding CDIs will be proportionately reduced by the same ratio, subject to rounding. Where the number of Common Stock or CDIs held by a Stockholder or CDI Holder as a result of the Reverse Share Split includes any fraction of a Common Stock or a CDI, those fractions are to be rounded up to the nearest whole number.

The existing Common Stock held by CDN on behalf of CDI Holders will be replaced with new Common Stock, and CDI Holders will receive 0.10 CDIs for every one CDI held before the Reverse Share Split. CDI Holders will receive a new holding statement or confirmation advice from the Company's CDI registry for the number of CDIs held following completion of the Reverse Share Split.

Effect of the Reverse Share Split on convertible securities

Based upon the Reverse Share Ratio, proportionate adjustments are generally required to be made to the per-Share exercise price and the number of Shares issuable upon the exercise or conversion of all outstanding options and warrants (noting that the Convertible Notes currently on issue will have converted (assuming Stockholder approvals obtained and conditions satisfied) prior to the Reverse Share Split taking effect). This would result in approximately the same aggregate price being required to be paid under such options and warrants and approximately the same value of shares of Common Stock being delivered upon such exercise, immediately following the Reverse Share Split, as was the case immediately preceding the Reverse Share Split.

As required under the ASX Listing Rules, the rights of an option / warrant holder will be changed to the extent necessary to comply with the ASX Listing Rules.

The number of Shares or CDIs issuable upon exercise of outstanding options and warrants will be rounded up to the next whole Share or CDI and no cash payment will be made in respect of such rounding.

No appraisal rights

The Reverse Share Split will not create any appraisal rights for any Stockholders under Delaware law.

Accounting matters

This proposed amendment to the Certificate of Incorporation will not affect the par value of Common Stock per share. As a result, as of the Reverse Split Effective Time, the stated capital attributable to Common Stock and the additional paid-in capital account on the Company's balance sheet will not change due to the Reverse Share Split. Reported per-Share net income or loss will be higher after the Reverse Split Effective Time because there will be fewer shares of Common Stock outstanding.

Fractional shares

The Board does not intend to issue fractional shares in connection with the Reverse Share Split.

Stockholders and CDI Holders who would otherwise hold fractional shares or CDIs (because the number of Shares or CDIs they hold immediately prior to the Reverse Split Effective Time is not evenly divisible by the Reverse Share Ratio) will have all such Shares or CDIs issuable to such stockholder or CDI Holder aggregated for purposes of determining whether the Reverse Share Split would result in the issuance of a fractional Share or CDI. If, after the aforementioned aggregation, the

Reverse Share Split would result in the issuance of a fraction of a Share or CDI to such holder, the Company will, in lieu of issuing any fractional Share or CDI, round up to the nearest whole number of Shares and CDIs in order to bring the number of Shares and CDIs held by such holder up to the next whole number of Shares or CDIs.

Certain U.S. Federal Income Tax Consequences of the Reverse Share Split

The following is a general summary of certain U.S. federal income tax consequences of the Reverse Share Split to holders of Common Stock. This summary is for general information only, is not tax advice, and is not intended to constitute a complete description of all tax consequences relating to the Reverse Share Split.

Unless otherwise specifically indicated herein, this summary addresses only the U.S. federal income tax consequences to a beneficial owner of Common Stock that is a U.S. holder who holds their Shares as a "capital asset" within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the **Code**). For purposes of this discussion, the term "U.S. holder" means a beneficial owner of Common Stock, that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation, or other entity treated as a corporation, created or organized in or under the laws of the United States, or any state thereof, or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) it has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

This summary does not address all of the tax consequences that may be relevant to any particular investor, including tax considerations that arise from rules of general application to all taxpayers or to certain classes of taxpayers or that are generally assumed to be known by investors. This summary also does not address the tax consequences to (i) persons that may be subject to special U.S. federal income tax treatment, such as banks, insurance companies, thrift institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, U.S. expatriates, traders in securities that elect to mark to market and dealers in securities or currencies, (ii) persons that hold Common Stock as part of a position in a "straddle" or as part of a "hedging," "conversion" or other integrated investment or risk reduction transaction for U.S. federal income tax purposes, or (iii) persons that hold Common Stock as other than "capital assets" within the meaning of Section 1221 of the Code. Furthermore, this discussion does not address any aspect of the alternative minimum tax provisions of the Code, the Medicare contribution tax on net investment income, U.S. federal non-income tax laws, such as gift or estate tax laws, or any state, local or non-U.S. tax laws.

If a partnership (or other entity or arrangement treated as a partnership for U.S. federal income tax purposes) is the beneficial owner of Common Stock, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner, the activities of the partnership and certain determinations made at the partner level. Partnerships that hold Common Stock, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of the Reverse Share Split.

The information in this summary is based on the provisions of Code, final and temporary U.S. Treasury Regulations, administrative interpretations and practices of the Internal Revenue Service (the **IRS**), including its practices and policies as endorsed in private letter rulings, which are not binding on the IRS except in the case of the taxpayer to whom a private letter ruling is addressed, and existing judicial authority, all as in effect as of the date of the Notice. Future legislation, regulations, administrative interpretations, and court decisions could change current law or adversely affect existing interpretation of current law. Any change could apply retroactively so as to result in U.S. federal income tax consequences different from those discussed below. The Company has not obtained, and does not anticipate obtaining, any ruling from the IRS or any opinion of counsel concerning the U.S. federal income tax consequences of the Reverse Share Split. Thus, it is possible that the IRS could challenge the statements in this summary, which do not bind the IRS or the courts, or that a court could agree with the IRS.

PLEASE CONSULT YOUR OWN TAX ADVISOR REGARDING THE U.S. FEDERAL, STATE, LOCAL, AND NON-U.S. INCOME AND OTHER TAX CONSEQUENCES OF THE REVERSE SHARE SPLIT IN YOUR PARTICULAR CIRCUMSTANCES UNDER THE CODE AND THE LAWS OF ANY OTHER TAXING JURISDICTION.

The Reverse Share Split is intended to constitute a “recapitalization” within the meaning of Section 368(a)(1)(E) of the Code. However, there can be no assurance that the IRS will not assert, or that a court would not sustain, a contrary position. Certain filings with the IRS must be made by the Company and certain “significant holders” of Common Stock in connection with the Reverse Share Split’s treatment as a reorganization. The U.S. federal income tax consequences discussed below assume that the Reverse Share Split is treated as, and qualifies as, a recapitalization.

A Stockholder generally should not recognize gain or loss as a result of the Reverse Share Split, except for a Stockholder receiving an additional Share of Common Stock in lieu of a fractional share. A Stockholder who receives one whole share of Common Stock in lieu of a fractional share generally may recognize taxable income or gain in an amount not to exceed the excess of the fair market value of such Share over the fair market value of the fractional share to which the Stockholder was otherwise entitled.

The aggregate tax basis of the post-split Shares received will be equal to the aggregate tax basis of the pre-split Shares exchanged therefore, excluding the basis of the fractional share, and the holding period of the post-split Shares received will include the holding period of the pre-split Shares exchanged. U.S. Treasury Regulations provide detailed rules for allocating the tax basis and holding period of shares of common stock surrendered in a recapitalization to shares received in the recapitalization. U.S. Holders of shares of Common Stock acquired on different dates and at different prices should consult their tax advisors regarding the allocation of the tax basis and holding period of such shares.

The Company’s view regarding the U.S. federal income tax consequences of the Reverse Share Split is not binding on the IRS or the courts, and the discussion set forth above does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular Stockholder in light of their unique circumstances and income tax situation. Accordingly, each Stockholder should consult with his or her own tax advisor with respect to all of the potential U.S. federal, state, local and non-U.S. tax consequences to him or her of the Reverse Share Split.

Certain Australian income tax consequences of the Reverse Share Split

The summary of the material Australian income tax implications of the Reverse Share Split in this section are general in nature.

Particular taxation implications will depend on the circumstances of each Securityholder. Securityholders should seek independent professional advice in relation to their tax position. The Company, its officers, employees and advisers, do not assume any liability or responsibility for advising Securityholders about the tax consequences for them from the proposed Reverse Share Split.

Subject only to rounding, there would be no change to the proportionate interests held by each Securityholder as a result of the Reverse Share Split. For Securityholders who are not Australian tax residents and who hold shares of Common Stock or CDIs on capital account, no Australian capital gains tax (**CGT**) liability will arise as non-resident Securityholders are generally only subject to CGT on “taxable Australian property” (e.g. Australian real property or non-portfolio stakes in companies that have their value primarily derived from Australian real property).

For Australian tax resident Securityholders, no CGT event occurs as a result of the Reverse Share Split, and the cost base and reduced cost base of each share of Common Stock or CDI following the Reverse Share Split will need to be determined by reference to their original security holding. The date of acquisition of the securities will remain the same for Australian tax resident Securityholders.

Any rounding up of fractional entitlements to a share of Common Stock or CDI will not be assessable to a Securityholder. Furthermore, the cost base and reduced cost base of the original shares of Common Stock or CDIs in respect of which a fractional share of Common Stock or CDI is issued will be apportioned across the original shares of Common Stock or CDIs and the fractional share of Common Stock or CDI.

Timetable

If the Reverse Share Split proposed resolution is approved by Stockholders, the Reverse Share Split is expected to take effect in accordance with the timetable set out in paragraph 7 of Appendix 7A of the ASX Listing Rules. The anticipated timetable for the Reverse Share Split is set out below:

Event	Date (Australian time)
Stockholder meeting to approve the Reverse Share Split proposed resolution	Wednesday, 29 July 2026 (Before T)
Announce Reverse Share Split using an Appendix 3A.3	Prior to Tuesday, 8 September 2026 (Before T)
Announcement of effective date of Reverse Share Split (if approved)	Prior to Tuesday, 8 September 2026 (Before T)
Filing of Certificate of Amendment and Reverse Split Effective Time	Tuesday, 8 September 2026 (T)
Last day for trading in pre-Reverse Share Split securities	Wednesday, 9 September 2026 (T+1)
Trading in securities post-Reverse Share Split, on a deferred settlement basis, commences	Thursday, 10 September 2026 (T+2)
Reverse Split Record Date Last day for the Company to register security transfers on a pre-Reverse Share Split basis	Friday, 11 September 2026 (T+3)
First day for the Company to register security transfers on a Reverse Share Split basis and first day for the Company to issue holding statements for securities on a Reverse Share Split basis	Monday, 14 September 2026 (T+4)
Last day for the Company to update its register and sending holding statements reflecting the change in holdings and to notify ASX this has occurred	Friday, 18 September 2026 (T+8)

**The above dates are indicative only and are subject to change.*

12.2 Technical information required for the purposes of Listing Rule 14.1A

If Resolution 11 is passed, subject to the Board resolving to proceed with the Reverse Share Split, the Board will have the authority to implement the Reverse Share Split on or before 30 September 2026.

If Resolution 11 is not passed:

(a) the Company will not be able to proceed with the Reverse Share Split; and

(b) the Company will not obtain the potential benefits of the Reverse Share Split, including an increase in the per-CDI market price, which may affect the acceptability of CDIs to certain institutional investors, professional investors and other members of the investing public.

12.3 Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 11.

12.4 Voting

Securityholders are urged to carefully read the Proxy Form and/or CDI Voting Instruction Form (as applicable) and provide a direction on how to vote on this Resolution.

Under Delaware law, to be approved, Resolution 11 must receive "For" or affirmative votes from the holders, either in person at the meeting or by proxy, of a majority of the outstanding shares entitled to vote on the matter. If you mark your Proxy Form or CDI Voting Instruction Form to "Abstain" from voting, it will have the same effect as an "Against" vote. A failure to vote will also therefore have the same effect as an "Against" vote.

Annexure A – Summary of terms of the 2023 Equity Incentive Plan

The 2023 Plan was adopted on 9 November 2023 and provides for the grant of options to employees of the Company and certain affiliates, and for the grant of non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, and other awards (together, the **Awards**) to the employees and consultants of the Company and certain affiliates and Directors. The 2023 Plan is the successor to, and continuation of, the 2014 Plan, and became effective upon the Company's admission to the official list of ASX.

The current maximum aggregate number of Common Stock that has been reserved for issuance under the 2023 Plan and proposed to be issued under the 2023 Plan is 85,173,046[4] plus up to an additional 13,100,000 shares of Common Stock currently subject to outstanding awards under the 2014 Plan that may become available for issuance under the 2023 Plan if such awards terminate or expire (in whole or in part) without Common Stock being issued or are settled in cash; if the Common Stock, or Common Stock underlying such awards, are forfeited to or repurchased by the Company because of a failure to vest; or are withheld or reacquired to satisfy the exercise, strike or purchase price of such award or to satisfy a tax withholding obligation. The Board has resolved, subject to Stockholder approval, that the number of Common Stock reserved for issuance under the 2023 Plan be increased to 1,248,273,046.

In addition, without further approval of Stockholders under Delaware law, pursuant to the terms of the 2023 Plan the Board or its Remuneration and Nomination Committee may act prior to January 1 of a given year, starting from (and including) January 1, 2024 and ending on (and including) January 1, 2033, to provide that the number of shares of Common Stock reserved for issuance under the 2023 Plan will increase on January 1 of that year, in an amount equal to the lesser of (i) 10% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year, and (ii) such number of shares of capital stock as may be determined by the Board or the Remuneration and Nomination Committee; provided, that the total share reserve (in (i) and (ii)) shall not exceed the number of shares of Common Stock equal to 15% of the total number of shares of capital stock (including all outstanding convertible or exchangeable securities on a fully-diluted, as-converted-to-Common-Stock basis and including the remaining shares of Common Stock available for issuance under the share reserve) on December 31 of the preceding calendar year.[4]

The 2023 Plan is administered by the Board or its Remuneration and Nomination Committee, which has the power to determine:

(a) who will receive Awards under the 2023 Plan;

(b) the type of Awards granted under the 2023 Plan;

(c) the terms and conditions of Awards, not inconsistent with the terms of the 2023 Plan, including, without limitation, the exercise or purchase price (if any) applicable to the Award, the time or times when Awards may vest and/or be exercised, and any restriction or limitation regarding any Award or the Common Stock underlying any Award;

(d) specifically in the case of options:

  - the exercise price of any options granted, which will generally not be less than the fair market value of the Company's Common Stock on the date the option is granted;

  - the terms on which the options will be exercisable;

[4] In accordance with the terms of the 2023 Plan, as summarised in this Annexure A and disclosed in the Company's prospectus dated 22 November 2023, the Board has resolved to increase the Awards reserve to a maximum 85,173,046 effective from 1 January 2025.

- the termination or cancellation provisions applicable to the options which are granted, provided that the expiry date shall, in most cases, not be more than 10 years from the date the option was granted; and

- whether such option is intended to be tax qualified under the laws of any jurisdiction; and

(e) to construe and interpret the terms of the 2023 Plan and any Award agreement.

In the event of:

(a) a sale or other disposition of all or substantially all of the Company's assets;

(b) a sale or other disposition of more than 50% of the outstanding securities of the Company;

(c) a merger, consolidation or similar transaction following which the Company is not the surviving corporation; or

(d) a merger, consolidation or similar transaction following which the Company is the surviving corporation but the Common Stock outstanding immediately preceding the merger, consolidation or similar transaction are converted or exchanged by virtue of the merger, consolidation or similar transaction into other property, whether in the form of securities, cash or otherwise,

then the Board or the Remuneration and Nomination Committee may take one or more of the following actions with respect to outstanding Awards (which such action(s) need not be the same with respect to each Award), contingent upon the closing or completion of such transaction, and subject to any provision to the contrary in the instrument evidencing the Award or any other written agreement with the holder of such Award:

(e) providing for the assumption or substitution of the outstanding Award;

(f) accelerating the vesting, in whole or in part, of any Award (including arranging for the lapse, in whole or in part, of any reacquisition or repurchase rights held by the Company);

(g) assigning any reacquisition or repurchase rights held by the Company with respect to an Award to the surviving or acquiring entity or its parent; or

(h) cancelling the outstanding Award on such terms and conditions as it deems appropriate, including providing for the cancellation of such outstanding Award for any or no consideration as the Board or Remuneration and Nomination Committee determines, which such payments may be delayed to the same extent that payment of consideration to the holders of the Common Stock in connection with the transaction is delayed as a result of escrows, earn outs, holdbacks or any other contingencies.

Subject to compliance with applicable law, the Board has the authority to amend or terminate the 2023 Plan provided no amendment or termination (other than an adjustment pursuant to a reorganisation, which will be conducted in accordance with the Listing Rules) shall be made that would materially and adversely affect the rights of any participant under any outstanding Award, without such participant's consent. Certain amendments will require the approval of the Stockholders.

The 2023 Plan will automatically terminate in 2033, unless terminated prior.

Annexure B – Summary of terms of the Options

The key terms of the Options are as set out below.

(a) **entitlement**: Each Option entitles the holder to one share of Common Stock in the Company upon exercise.

(b) **issue price**: Nil.

(c) **exercise price**: The exercise price will be equal to the higher of (i) the closing price of CDIs on 28 July 2026 plus a 25% premium; and (ii) A$0.006.

(d) **vesting**: 25% of the Options will be immediately vested upon grant. The remaining Options will vest in a series of 36 successive equal monthly instalments measured from date of grant;

(e) **expiry date**: The date which is 10 years from the date of grant.

(f) **exercise**: The holder of each Option may exercise the Option by giving notice to the Company by providing an exercise form and payment of the relevant exercise price to the Company's office prior to the relevant expiry date. Exercise will be deemed to have been effected immediately prior to the close of business on the day which the Company receives the exercise price.

(g) **transferability**: The Options may not be transferred.

(h) **ranking of underlying Common Stock**: The shares of Common Stock underlying the Options rank equally with all other Common Stock upon their issue.

(i) **participation rights**: The Options do not provide holders with any rights to participate in prorate entitlement offers prior to their exercise.

(j) **voting rights**: The Options do not provide holders with any voting rights prior to their exercise.

(k) **rights to dividends**: The Options do not provide holders with any rights to receive dividends prior to their exercise.

(l) **reorganisation**: At all times while the Company is admitted to the official list of the ASX, upon a reorganisation of capital, the rights of the holder under the terms of the Options must be changed to comply with the Listing Rules applying to a reorganisation of capital at the time of such reorganisation.

(m) **no change to exercise price of underlying number of Common Stock**: The Options do not confer any right to a change in the exercise price or to the underlying number of Common Stock.

(n) **rights to surplus assets upon winding up**: The Options do not provide holders with any rights to receive surplus assets of the Company upon winding up.

(o) **rights upon cessation of employment**: Generally, a holder will have 3 months to exercise any vested Options, with longer periods provided in the event of a holder's termination due to death or permanent disability. All unvested Options are forfeited, and the corresponding reserved shares returned to the option pool and may be reissued. Certain holders per the terms of their employment agreements and grants may be entitled to a longer period to exercise their options. Certain holders may have their Options vesting accelerated upon cessation of employment per the terms of their employment agreements and grants.

(p) **inconsistency with 2023 Plan**: To the extent of any inconsistency with the terms of the 2023 Plan, these terms prevail.

GLOSSARY

2014 Plan has the meaning given to it as set out in Section 6.1 of the Explanatory Memorandum.

2023 Plan has the meaning given to it as set out in Section 6.1 of the Explanatory Memorandum.

AEST means Australian Eastern Standard Time.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Awards has the meaning given to it as set out in Section 6.1 of the Explanatory Memorandum.

Board means the Directors of Enlitic.

CDIs means CHESS Depositary Interests over Common Stock.

CDI Holder means a holder of CDIs.

CDI Voting Instruction Form means the CDI voting instruction form accompanying the Notice.

CDN means CHESS Depositary Nominees Pty Ltd ACN 071 346 506.

Certificate of Incorporation means the Company's Ninth Amended and Restated Certificate of Incorporation dated February 4, 2026.

CGT has the meaning given to it as set out in Section 12.1.

Chair means the individual designated by the Board pursuant to bylaw 3.10(a).

Code means the Internal Revenue Code of 1986, as amended.

Common Stock or **Shares** means shares of common stock in the capital of the Company.

Company or **Enlitic** means Enlitic, Inc. ARBN 672 254 027.

Conditional Placement has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

Conversion has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

Conversion Agreement has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

Conversion Amendment has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

Convertible Notes has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Eligible CDI Holders has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

IRS means the Internal Revenue Service.

Listing Rules means the ASX Listing Rules.

Lead Manager and Bookrunner means Barrenjoey Markets Pty Limited.

Long Stop Date has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

Majority Noteholder Approval means approval of at least two Noteholders who together hold 50% or more of the total number of Convertible Notes on issue as at the date of the relevant resolution.

Meeting means the Extraordinary General (Special) Meeting of the Company convened by the Notice.

Noteholder means a holder of Convertible Notes.

Notice means the Notice of Extraordinary General (Special) Meeting.

Offer has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

Options means options to acquire Common Stock issued under the 2023 Plan on the terms set out in Annexure B to the Explanatory Memorandum.

Placement CDIs has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

Placement Offer Price has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice.

Record Date means 7:00pm (AEST) on Wednesday, 15 July 2026 (5:00am (U.S. Eastern Daylight Time) on Wednesday, 15 July 2026).

Resolution means a resolution contained in the Notice.

Reverse Share Ratio has the meaning given to it as set out in Section 12.1 of the Explanatory Memorandum.

Reverse Share Split has the meaning given to it as set out in Section 12.1 of the Explanatory Memorandum.

Reverse Split Effective Time has the meaning given to it as set out in Section 12.1 of the Explanatory Memorandum.

Securities Act means the U.S. Securities Act of 1933.

Securityholder means a Stockholder (including CDN) or CDI Holder.

SPP has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

SPP CDIs has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

SPP Offer Price has the meaning given to it as set out in Section 1.2 of the Explanatory Memorandum.

Stockholder means a holder of Common Stock from time to time (including as a Stockholder of Record and a Street Name Holder).

Stockholder of Record means a person who directly holds Common Stock.

Street Name Holder means a person who holds Common Stock in an account at a brokerage firm, bank, broker-dealer, trust, custodian or similar organisation.

Terms and Conditions has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

Total Conversion Amount has the meaning given to it as set out in Section 1.1 of the Explanatory Memorandum.

ENLITIC™

ARBN 672 254 027

LODGE YOUR INSTRUCTION

ONLINE
https://au.investorcentre.mpms.mufg.com

MOBILE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Enlitic, Inc.
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
(02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

BY HAND*
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Monday, 27 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Sunday, 26 July 2026),** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope by mail (see above), by fax (see above), by hand (see above) or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your Proxy Form. To use the online lodgement facility, Stockholders will need their "Holder Identifier" - EQ Account Number (EAN).

BY MOBILE DEVICE
You can lodge your Proxy Form by scanning the QR code adjacent or enter the link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your stockholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS STOCKHOLDER PROXY FORM

CDI HOLDERS

Please note this Proxy Form is only for Stockholders of the Company. If you hold CHESS Depositary Interests over Common Stock (**CDIs**), you must complete a CDI Voting Instruction Form provided with the Notice of Extraordinary General (Special) Meeting.

If you hold Common Stock and CDIs you must complete this Proxy Form (should you wish to appoint a proxy) with respect to your Common Stock and a separate CDI Voting Instruction Form with respect to your CDIs.

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Common Stock register. If this information is incorrect, please make the correction on the form. Stockholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your Common Stock using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a Stockholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

If you return this form without appointing a proxy in Step 1, your proxy will default to the Chair of the Meeting, who will vote your Common Stock in accordance with your directions or, if not directed, as described in Step 1.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Common Stock 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 Common Stock 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 it chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF ADDITIONAL PROXIES

You are entitled to appoint more than one proxy to attend the Meeting and vote on a poll. If you wish to appoint additional proxies, additional Proxy Forms may be obtained by telephoning MUFG Corporate Markets (AU) Limited or you may copy this form and return them both together.

To appoint additional proxies you must:

(a) on each of the first Proxy Form and each additional Proxy Form state the percentage of your voting rights or number of Common Stock 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 its pro rata share of your votes. Fractions of votes will be disregarded; and

(b) return all forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Stockholder may sign.

Power of Attorney: to sign under power of attorney, you must lodge the power of attorney with MUFG Corporate Markets (AU) Limited. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

Companies: with respect to an Australian company, 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* (Cth)) 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 indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission. A form of the certificate may be obtained from MUFG Corporate Markets (AU) Limited or online at www.mpms.mufg.com/en/mufg-corporate-markets.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

For personal use only

PROXY FORM

I/We being a holder of Common Stock in Enlitic, Inc. (**Company**) (**Stockholder**) of Enlitic, Inc. and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual Meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General (Special) Meeting of Stockholders of the Company to be held at **10:00am (AEST) on Wednesday, 29 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Tuesday, 28 July 2026)** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://meetings.openbriefing.com/ENLGM2605** (refer to details in the Virtual Meeting Online Guide).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

Capitalised terms not otherwise defined have the meaning given in the accompanying Notice of Extraordinary General (Special) Meeting and Explanatory Memorandum.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Items of Business

	Item	For	Against	Abstain*
1(a)	Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes to unrelated Noteholders			
1(b)	Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes to Sergio Duchini (and/or his nominee(s))			
1(c)	Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes to Michael Sistenich (and/or his nominee(s))			
2	Proposed issue of Common Stock (and corresponding CDIs) under the Conditional Placement			
3	Proposed issue of Common Stock (and corresponding CDIs) to Michael Sistenich (and/or his nominee(s)) under the Conditional Placement			
4	Proposed issue of Common Stock (and corresponding CDIs) under the SPP			
5	Approval of the issue of Awards under the 2023 Equity Incentive Plan			
6	Grant of Options to Michael Sistenich (and/or his nominee(s)) under the 2023 Equity Incentive Plan			
7	Grant of Options to Lawrence Gozlan (and/or his nominee(s)) under the 2023 Equity Incentive Plan			
8	Grant of Options to Lisa Pettigrew (and/or her nominee(s)) under the 2023 Equity Incentive Plan			
9	Grant of Options to Sergio Duchini (and/or his nominee(s)) under the 2023 Equity Incentive Plan			
10	Proposed increase to the authorised Common Stock available for issuance under the Company's Certificate of Incorporation			
11	Approval of a Reverse Share Split			

* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.
If you mark the "Abstain" box for a particular item of business, you are directing your proxy not to vote on your behalf on such item of business and your votes will not be counted in computing the required voting threshold for such item of business. Under Delaware law, to be approved, Resolutions 10 and 11 must each receive "For" or affirmative votes from the holders, either in person at the Meeting or by proxy, of a majority of the outstanding shares entitled to vote on the matter. If you mark your CDI Voting Instruction Form to "Abstain" from voting, it will have the same effect as an "Against" vote. Broker non-votes will also have the same effect as "Against" votes.

STEP 3

SIGNATURE OF STOCKHOLDERS – THIS MUST BE COMPLETED

Stockholder 1 (Individual)	Joint Stockholder 2 (Individual)	Joint Stockholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the Stockholder. If a joint holding, either Stockholder may sign. If signed by the Stockholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with that company's constitution and the *Corporations Act 2001* (Cth) (to the extent applicable).

ENLITIC™

ARBN 672 254 027

LODGE YOUR INSTRUCTION

ONLINE
https://au.investorcentre.mpms.mufg.com

MOBILE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Enlitic, Inc.
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
(02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

BY HAND*
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any power of attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Sunday, 26 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Saturday, 25 July 2026),** being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will not be valid for the scheduled Meeting.

CDI Voting Instruction Forms may be lodged using the reply paid envelope by mail (see above), by fax (see above), by hand (see above) or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your CDI Voting Instruction Form. To use the online lodgement facility, CDI Holders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

BY MOBILE DEVICE

You can lodge your CDI Voting Instruction Form by scanning the QR code adjacent or enter the link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your CDI holding.
To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

COMMON STOCKHOLDERS

Please note this CDI Voting Instruction Form is only for CDI Holders of the Company. If you hold Common Stock directly, you must complete a Proxy Form (should you wish to appoint a proxy) provided with the Notice of Extraordinary General (Special) Meeting.

If you hold Common Stock and CDIs you must complete this CDI Voting Instruction Form with respect to your CDIs and a separate Proxy Form (should you wish to appoint a proxy) with respect to your Common Stock.

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CDI is evidence of an indirect ownership in the Company's shares of Common Stock. The underlying Common Stock are registered in the name of CHESS Depositary Nominees Pty Ltd (**CDN**) (as the registered Stockholder). As holders of CDIs are not the legal owners of the underlying Common Stock, CDN is entitled to vote at the Meeting on the instruction of the registered holders of the CDIs. Therefore, every CDI registered in your name entitles you to one vote.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under power of attorney, you must lodge the power of attorney with MUFG Corporate Markets (AU) Limited. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

Companies: with respect to an Australian company, 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* (Cth)) 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 indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

For personal use only

CDI VOTING INSTRUCTION FORM

STEP 1

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (**CDIs**) over Common Stock of Enlitic, Inc. (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the Common Stock underlying my/our CDI holding at the Extraordinary General (Special) Meeting of Stockholders of the Company to be held at **10:00am (AEST) on Wednesday, 29 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Tuesday, 28 July 2026)** (the **Meeting**) and at any adjournment or postponement of the Meeting, in accordance with the following directions.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://meetings.openbriefing.com/ENLGM2605** (refer to details in the Virtual Meeting Online Guide). For the avoidance of doubt, you will not be able to vote at the Meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

Capitalised terms not otherwise defined have the meaning given in the accompanying Notice of Extraordinary General (Special) Meeting and Explanatory Memorandum.

STEP 2

PROXY APPOINTMENT– **this ONLY needs to be completed if you wish to appoint a person, for the avoidance of doubt, other than CDN, to attend and vote the Common Stock underlying my/our holding at the Meeting and any adjournment or postponement of the Meeting.**

Please mark either A or B

A APPOINT THE CHAIR

CDN to appoint the Chair of the Meeting as its nominated proxy (mark box)

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

OR

B APPOINT A PROXY

CDN to appoint the following nominated proxy (mark box)

Please write the name of the person (other than the Chair of the Meeting) you would like to attend and vote at the Meeting on your behalf. An email will be sent to your appointed proxy with details on how to access the virtual Meeting.

Name

Email

OR failing attendance at the Meeting of the person or body corporate so named, the Chair of the Meeting

STEP 3

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting.
If you have appointed a proxy under Step 2 above and do not give a direction for any item of business set out below, that proxy may vote as they see fit (to the extent permitted by the law).
Please read the voting instructions overleaf before marking any boxes with an ☒

Items of Business

	Item	For	Against	Abstain*
1(a)	Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes to unrelated Noteholders			
1(b)	Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes to Sergio Duchini (and/or his nominee(s))			
1(c)	Proposed issue of Common Stock (and corresponding CDIs) on Conversion of the Convertible Notes to Michael Sistenich (and/or his nominee(s))			
2	Proposed issue of Common Stock (and corresponding CDIs) under the Conditional Placement			
3	Proposed issue of Common Stock (and corresponding CDIs) to Michael Sistenich (and/or his nominee(s)) under the Conditional Placement			
4	Proposed issue of Common Stock (and corresponding CDIs) under the SPP			
5	Approval of the issue of Awards under the 2023 Equity Incentive Plan			
6	Grant of Options to Michael Sistenich (and/or his nominee(s)) under the 2023 Equity Incentive Plan			
7	Grant of Options to Lawrence Gozlan (and/or his nominee(s)) under the 2023 Equity Incentive Plan			
8	Grant of Options to Lisa Pettigrew (and/or her nominee(s)) under the 2023 Equity Incentive Plan			
9	Grant of Options to Sergio Duchini (and/or his nominee(s)) under the 2023 Equity Incentive Plan			
10	Proposed increase to the authorised Common Stock available for issuance under the Company's Certificate of Incorporation			
11	Approval of a Reverse Share Split			

* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.
If you mark the "Abstain" box for a particular item of business, you are directing your proxy not to vote on your behalf on such item of business and your votes will not be counted in computing the required voting threshold for such item of business. Under Delaware law, to be approved, Resolutions 10 and 11 must each receive "For" or affirmative votes from the holders, either in person at the Meeting or by proxy, of a majority of the outstanding shares entitled to vote on the matter. If you mark your CDI Voting Instruction Form to "Abstain" from voting, it will have the same effect as an "Against" vote. Broker non-votes will also have the same effect as "Against" votes.

STEP 4

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)	Joint CDI Holder 2 (Individual)	Joint CDI Holder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

SAMPLE

ENL PRX2606J

ENLITIC™

ARBN 672 254 027

LODGE YOUR QUESTIONS

ONLINE
https://au.investorcentre.mpms.mufg.com

MOBILE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Enlitic, Inc.
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
(02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

BY HAND*
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

Please use this form to submit any questions about Enlitic, Inc. that you would like us to respond to at the Company's 2026 Extraordinary General (Special) Meeting of Stockholders. Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the accompanying Notice and Explanatory Memorandum.

This form must be received by the Company's CDI registrar, MUFG Corporate Markets (AU) Limited, by **10:00am (AEST) on Wednesday, 22 July 2026 (8:00pm (U.S. Eastern Daylight Time) on Tuesday, 21 July 2026).**

Questions will be collated. During the course of the Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised Stockholder / CDI Holder topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to Stockholders / CDI Holders.

Capitalised terms not otherwise defined have the meaning given in the accompanying Notice of Extraordinary General (Special) Meeting and Explanatory Memorandum.

QUESTIONS

My question relates to *(please mark the most appropriate box)*

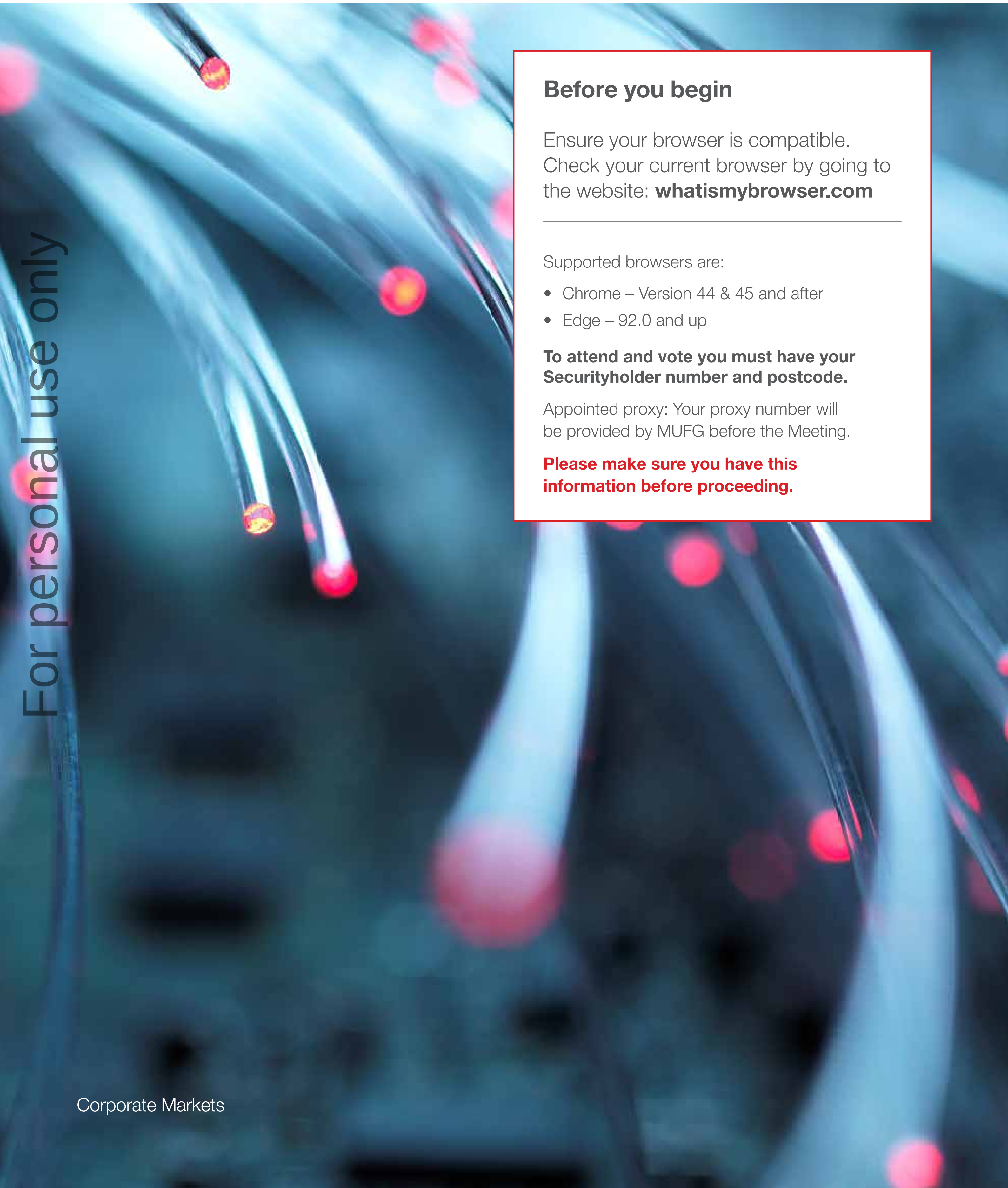
☐ A Resolution being put to the Meeting
☐ Sustainability/Environment
☐ Future direction
☐ General suggestion
☐ Other

☐ A Resolution being put to the Meeting
☐ Sustainability/Environment
☐ Future direction
☐ General suggestion
☐ Other

MUFG

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting Guide



Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your Securityholder number and postcode.

Appointed proxy: Your proxy number will be provided by MUFG before the Meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Online Meeting Guide

Step 1

Open your web browser and go to
https://meetings.openbriefing.com/ENLGM2605

Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

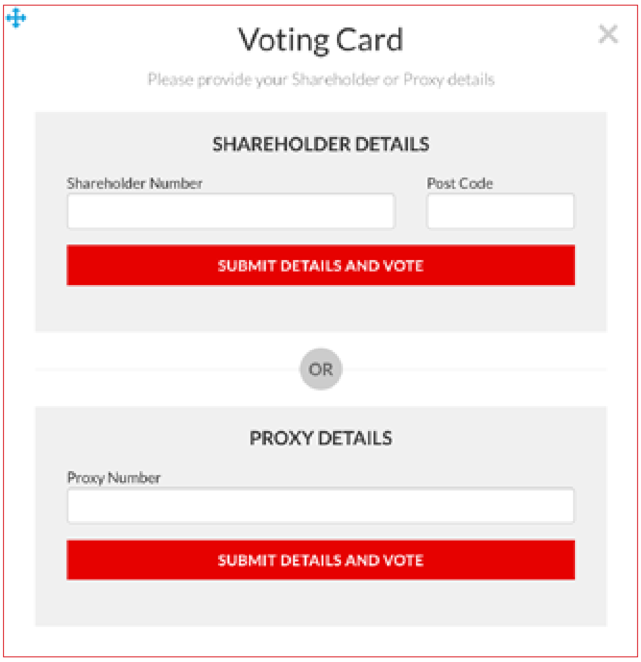
- On the left – a live webcast of the Meeting starts automatically once the Meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



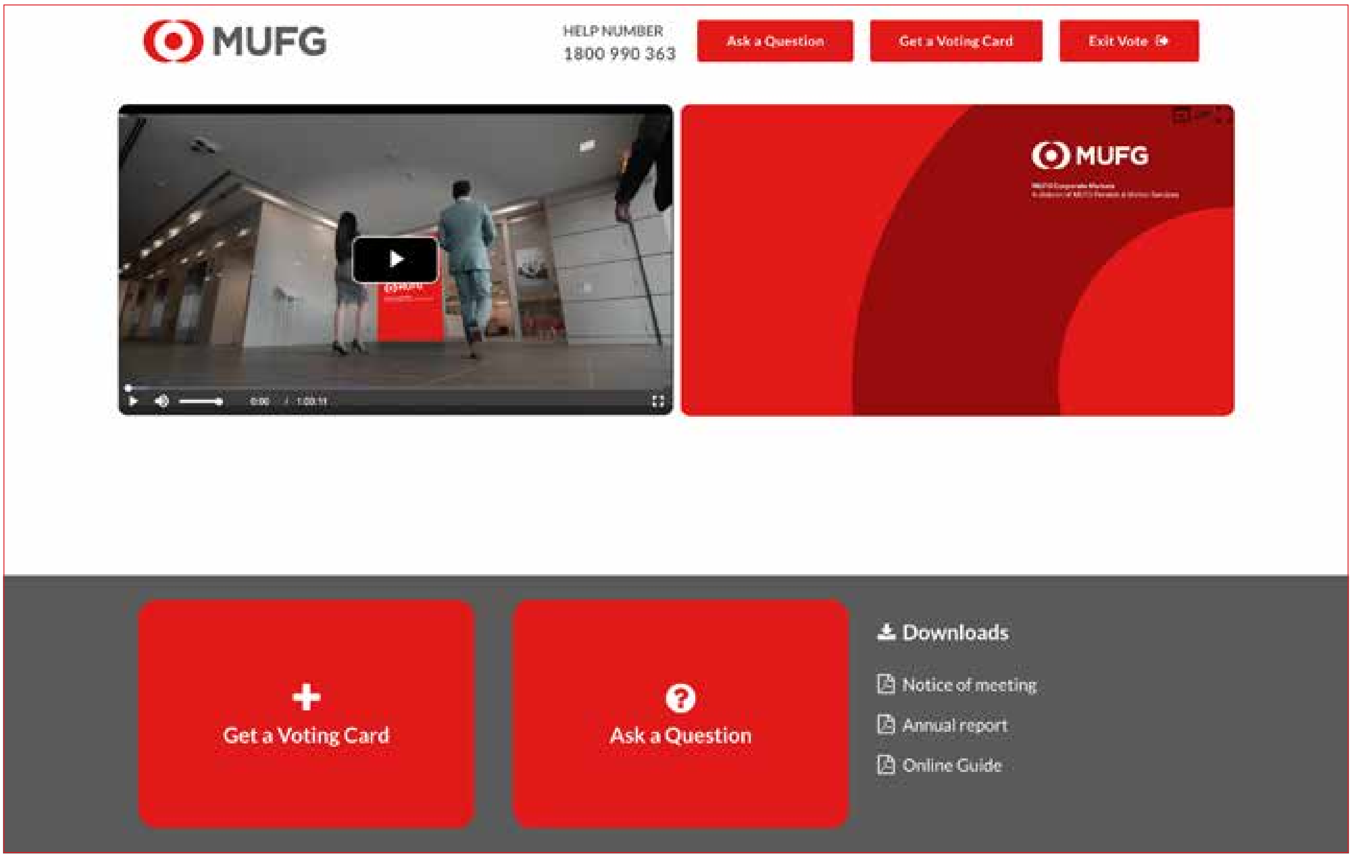
Only Stockholders and their proxy holders are able to register and vote. For the avoidance of doubt, CDI Holders will not be able to vote at the Meeting.

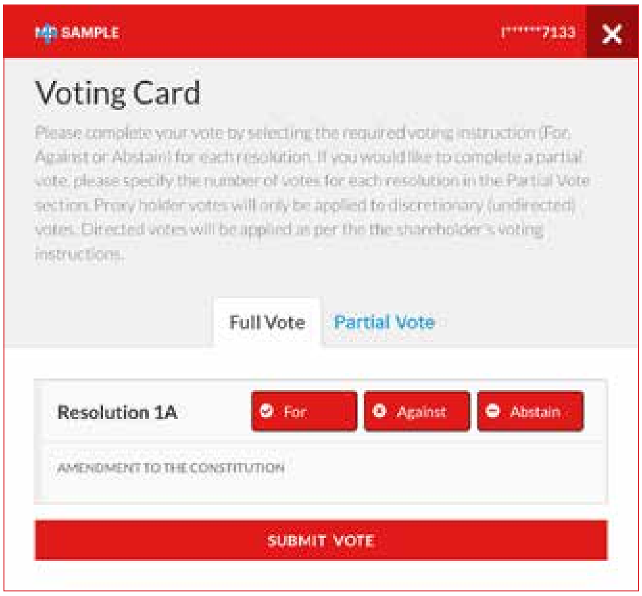
To register to vote you will need to enter your EQ Account Number which consists of 10 digits and starts with 9 and postcode or country of residence if outside Australia.

If you are an appointed proxy, please enter the proxy number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Securityholders at the Meeting (as set out in the Notice of Extraordinary (General) Special Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Stockholders and proxies can submit either a full vote or partial vote.





Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

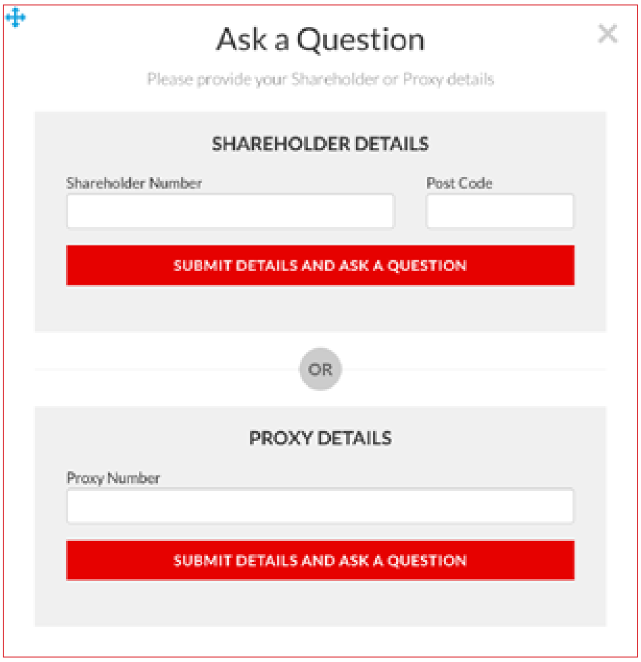
Online Meeting Guide *continued*

2. How to ask a question

Note: Only verified Securityholders (including CDI Holders), proxy holders and corporate representatives are eligible to ask questions.
To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.
If you are a Stockholder and have yet to obtain a voting card, you will be prompted to enter your EQ Account number or proxy details before you ask a question. If you are a CDI Holder, you will need to enter your Securityholder number (SRN/HIN).

2a. How to ask a written question

The **'Ask a Question'** box will pop up and you have the option to type in a written question of ask an audio question over the phone line.

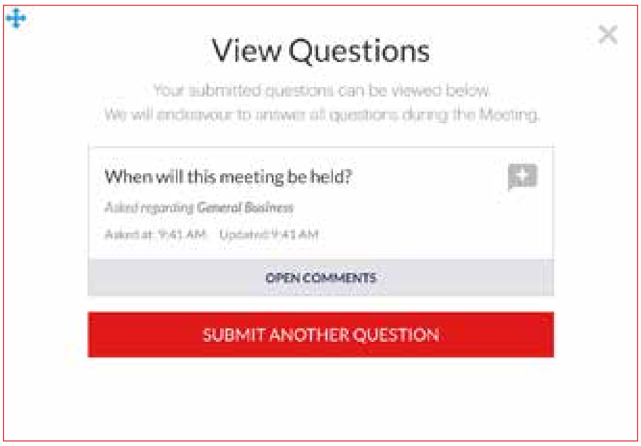


In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

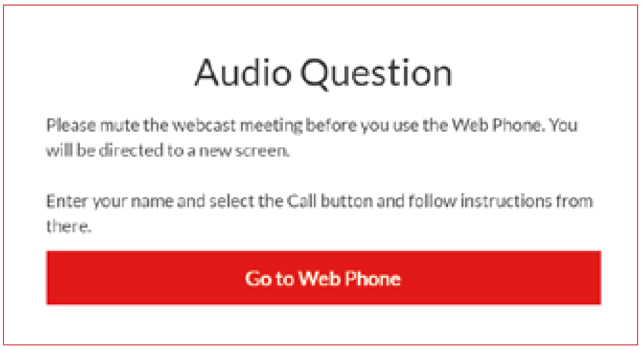
Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

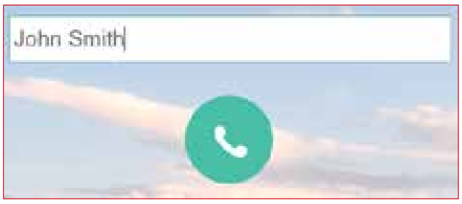


2b. How to ask an audio question



Step 1

Click on **'Go to Web Phone'**



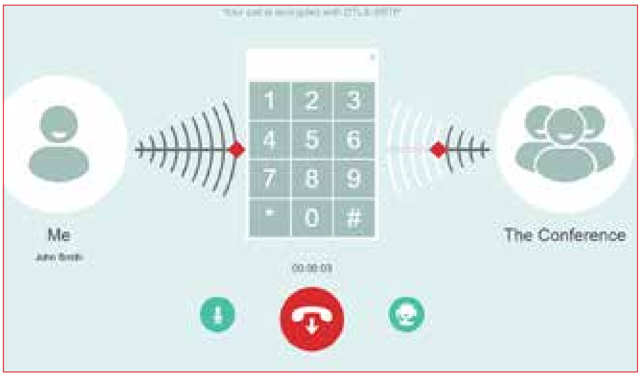
Step 2

Type in your name and hit the green call button. You will then be in the Meeting and able to listen to proceedings.

Step 3

A box will pop up with a microphone test. Select **'Start Call'**

Step 4



You are now in the Meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.

Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the Meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other Securityholders.

Step 6

Your line will be muted once your question or comment has been asked / responded to.

Step 7

You can hang up and resume watching the Meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Important Note

Voting is only available to Stockholders and their proxy holders. For the avoidance of doubt, CDI Holders will not be able to vote at the Meeting.

Stockholders, proxy holders and CDI Holders will be able to ask questions.

Contact us

Australia
T +61 1800 990 363

ENLITIC™

ARBN 672 254 027

16 July 2026

Dear CDI holder

NOTICE OF EXTRAORDINARY GENERAL (SPECIAL) MEETING

Enlitic, Inc. ("Enlitic" or "Company") will be holding an Extraordinary General (Special) Meeting of Stockholders ("Meeting") at 10:00am (Australian Eastern Standard Time) on Wednesday, 29 July 2026 / 8:00pm (U.S. Eastern Daylight Time) on Tuesday, 28 July 2026 and at any adjournment or postponement thereof.

The Meeting will be held as virtual event and will be conducted online at:
https://meetings.openbriefing.com/ENLGM2605

Online registration will be open 30 minutes prior to the Meeting at 9:30am (Australian Eastern Standard Time) / 7:30pm (U.S. Eastern Daylight Time).

The following documents can be viewed and downloaded on Enlitic's website at https://ir.enlitic.com/asx-announcements/:

- Notice of Extraordinary General (Special) Meeting and Explanatory Memorandum to Stockholders ("Notice of Meeting and Explanatory Memorandum") setting out the business of the Meeting; and
- an Online Meeting Guide, attached to the Notice of Meeting and Explanatory Memorandum, on how to use the online platform (if you wish to attend the Meeting virtually).

Details regarding the opportunities for CDI holders to participate in the Meeting, including opportunities to ask questions, are contained within the Notice of Meeting and Explanatory Memorandum and the Online Meeting Guide.

Record Date

You may vote (by completing the CDI Voting Instruction Form) at the Meeting if you were a record holder of CHESS Depositary Interests ("CDIs") at 7:00pm (Australian Eastern Standard Time) on Wednesday, 15 July 2026 (5:00am (U.S. Eastern Daylight Time) on Wednesday, 15 July 2026) (the "Record Date").

You are urged to vote by submitting your CDI Voting Instruction Form (if you were a holder of CDIs as of the Record Date) as soon as possible so that your CDIs may be voted at the Meeting in accordance with your instructions. We encourage you to read the Notice of Meeting and Explanatory Memorandum carefully. If you are in doubt as to how to vote, you should seek advice from your professional advisers before voting.

Yours faithfully,

Darren Scotti
Company Secretary
Enlitic, Inc.
ARBN 672254 027