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5 October 2026

LETTER TO SHAREHOLDERS REGARDING ANNUAL GENERAL MEETING

Dear Shareholder

Notice is hereby given that the Annual General Meeting (**Meeting**) of **ECS Botanics Holdings Ltd (ASX: ECS) ("ECS" or the "Company") (ACN 009 805 298)** will be held as a physical meeting at Level 16/452 Flinders St, Melbourne, Victoria 3000, on Wednesday, 18 November 2026 commencing at 01:30pm AEDT (10:30am AWST).

In accordance with the new provisions under the Corporations Act, the Company will not be dispatching hard copies of the Notice of Meeting (NOM) to shareholders. Instead, the NOM can be viewed and downloaded from the link: https://ecs-botanics.com/investor-centre/

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

Shareholders are encouraged to vote online at https://investor.xcend.app/sha or by returning the attached proxy form by:

Post to: Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225

Or Email to: meetings@xcend.co

Your proxy voting instruction must be received by 01:30pm AEDT on 16 November 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Xcend +61 (2) 8591 8509.

For and on behalf of the Board,

Mauro Piccini
Company Secretary

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ECS Botanics Holdings Ltd

(ACN 009 805 298)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 18 November 2026

1:30PM AEST

To be held in person at

Level 16/452 Flinders St, Melbourne VIC 3000

The Annual Report is available online at https://ecs-botanics.com/

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 6559 1792.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of ECS Botanics Holdings Ltd (ACN 009 805 298) (**Company**) will be held in person at Level 16/452 Flinders St, Melbourne VIC 3000 on Wednesday, 18 November 2026 commencing at 1:30pm AEST.

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00pm AEST on Monday, 16 November 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

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AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2026 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Please note that a vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

(a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution 1 as described above; or

(b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Mr Jeremy King

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

"That for the purpose of clause 6.3(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Jeremy King, a Director, who was last re-elected on 26 October 2023, retires, and being eligible for re-election, is elected as a Director with immediate effect."

3. Resolution 3 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum."

4. Resolution 4 – Approval of appointment of RSM Australia Partners as the Company's auditor

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

"That, for the purpose of section 327B(1)(b) of the Corporations Act and for all other purposes, RSM Australia Partners, having been nominated in writing by a Shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect from the Effective Date."

5. Resolution 5 – Adoption of Employee Securities Incentive Plan under ASX Listing Rule 7.2 (exception 13(b))

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

"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve:

*(a) the establishment of a plan, to be called the 'ECS Botanics Holdings Ltd – Employee Securities Incentive Plan' (**Plan**), for the provision of incentives to management and employees of the Company; and*

(b) the issue of up to 160,104,956 securities under the Plan,

in accordance with the terms of the Plan described in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

(a) a person who is eligible to participate in the Employee Securities Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution 5 by:

(a) a person as a proxy or attorney for a person who is entitled to vote on this Resolution 5, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 5, 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 this Resolution 5; and

  (ii) the holder votes on this Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

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A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 5 if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution 5.

However, the above prohibition does not apply if:

(a) the proxy is the Chair;

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 5 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolutions 6(a) – (c) – Issue of Director Performance Rights to Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche under ASX Listing Rule 10.14

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

"That, for the purposes of sections 195(4) and section 208 of the Corporations Act, Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue:

(a) 60,000,000 Director Performance Rights to Ms Nan-Maree Schoerie (and/or her nominee/s); and

(b) 30,000,000 Director Performance Rights to Mr Jeremy King (and/or his nominee/s); and

(c) 20,000,000 Director Performance Rights to Mr Michael Nitsche (and/or his nominee/s),

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of:

(a) Resolution 6(a) by or on behalf of:

(i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Ms Nan-Maree Schoerie); or

(ii) any Associate of that person or those persons;

(b) Resolution 6(b) by or on behalf of:

(i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Jeremy King); or

(ii) any Associate of that person or those persons; and

(c) Resolution 6(c) by or on behalf of:

(i) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Michael Nitsche); or

(ii) any Associate of that person or those persons.

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on these Resolutions; and

(ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary

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to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on the Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6(a)–(c) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 6(a)–(c) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolutions.

Provided the Chair is not a Resolution 6(a)–(c) Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated 30 September 2026

BY ORDER OF THE BOARD

Mauro Piccini
Company Secretary

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 16/452 Flinders St, Melbourne VIC 3000 on Wednesday, 18 November 2026 commencing at 1:30pm AEST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form with the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(a) if proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

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(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and

(d) either of the following applies:

(i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;

(ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions 1 and 6(a) – (c).

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 1 and 6(a) – (c), by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at https://investor.xcend.app/shaand simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

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The return of your completed form (ONLY if you do NOT vote online) can be done in one of the following ways:

BY MAIL	XCEND PO Box R1905, Royal Exchange, NSW 1225
BY FAX	+61 2 8591 8509
BY MOBILE	Scan the QR Code on your proxy form and follow the prompts
BY EMAIL	support@xcend.co
IN PERSON	XCEND Level 2, 477 Pitt Street, Haymarket, NSW 1225

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

(a) discuss the Annual Report which is available online at https://ecs-botanics.com/;

(b) ask questions or make comment on the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

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However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

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5. Resolution 2 – Re-election of Director – Mr Jeremy King

5.1 General

Clause 6.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), must retire at each AGM, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Further, ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

A Director who retires by rotation under clause 6.3(c) of the Constitution is eligible for re-election.

Jeremy King (**Mr King**), having been last re-elected 26 October 2023, will retire in accordance with clause 3.6 of the Constitution and being eligible, seeks re-election.

5.2 Qualifications and experience

Mr King is a corporate lawyer and adviser with over 20 years' experience in domestic and international legal, financial, and corporate matters. Mr King is a director of a boutique corporate advisory and compliance business where he specialises in corporate and strategic advice and managing legal issues associated with clients. He spent several years in London where he worked with Allen & Overy LLP (now A&O Shearman) and Debevoise & Plimpton

LLP and has extensive experience, particularly in relation to cross border private equity, leveraged buy-out acquisitions and acting for banks, financial institutions, and corporate issuers in respect of various debt and equity capital raising. He regularly advises ASX-listed companies on corporate and commercial matters.

5.3 Board recommendation

The Board (excluding Mr King) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

(a) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval of Shareholders of a transaction under ASX Listing Rules 11.1.2 or 11.2 in respect of the Company,

(10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company currently has a market capitalisation of $9,606,297.40 and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

6.2 Description of ASX Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: ECS).

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(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than Exceptions 9, 16 or 17;

(B) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under ASX Listing Rules 7.1 or 7.4;

(C) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:

(1) the agreement was entered into before the commencement of the relevant period; or

(2) the agreement or issue was approved, or taken under these ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rules 7.1 or 7.4;

(E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) **ASX Listing Rules 7.1A and Listing Rule 7.3A**

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The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,601,049,567 Shares and therefore has a capacity to issue:

(i) 240,157,435 Equity Securities under ASX Listing Rule 7.1; and

(ii) 160,104,956 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

6.3 ASX Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

6.4 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

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(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

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Variable "A" in Listing Rule 7.1A.2		Dilution		
		$0.003 **50% decrease in Issue Price**	**$0.006** **Issue Price**	**$0.01** **100% increase in Issue Price**
Current Variable "A" **1,601,049,567 Shares**	10% Voting Dilution	160,104,957 Shares	160,104,957 Shares	160,104,957 Shares
	Funds raised	$480,2315	$960,630	$1,921,259
50% increase in current Variable "A" **2,401,574,351 Shares**	10% Voting Dilution	240,157,435 Shares	240,157,435 Shares	240,157,435 Shares
	Funds raised	$720,472	$1,440,945	$2,881,889
100% increase in current Variable "A" **3,202,099,134 Shares**	10% Voting Dilution	320,209,913 Shares	320,209,913 Shares	320,209,913 Shares
	Funds raised	$960,630	$1,921,259	$3,842,519

Note

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is $0.006, being the closing price of the Shares on ASX on 20 August 2026.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), further development of existing projects and general working capital.

(e) The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A(4) upon issue of any Equity Securities.

(f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

(g) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 20 November 2025. In the 12 months preceding the date of the 2026 Annual General Meeting, the Company has issued 305,000,000 Securities.

(h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in Section 6.4(b) above):

(i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1; and

(ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under ASX Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under ASX Listing Rule 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no voting exclusion statement has been included in the Notice.

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

7. Resolution 4 – Approval of appointment of RSM Australia Partners as the Company's auditor

7.1 General

The Board resolved to appoint RSM Australia Partners (**RSM**) as the Company's auditor based on its reputation, experience and recognition.

On 17 June 2026 (**Effective Date**), in accordance with section 327C(1) of the Corporations Act, the Company appointed RSM as its auditor following ASIC's consent to the resignation of the Company's previous auditor, William Buck Audit (Vic) Pty Ltd (**William Buck**), in accordance with section 329(5) of the Corporations Act. More information may be found in the Company's ASX Announcement dated 17 June 2026.

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In accordance with section 327C(2) of the Corporations Act, RSM holds office as the Company's auditor until the Company's next annual general meeting, being the Meeting the subject of this Notice.

In accordance with section 327B(1)(b) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of RSM as the Company's auditor.

In accordance with sections 328B(1) and 328D(3)(c) of the Corporations Act, notice in writing nominating RSM as the Company's auditor has been given to the Company by a Shareholder, a copy of which is attached to this Notice of Meeting as Schedule 2.

RSM has provided to the Company, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

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8. Resolution 5 – Adoption of Employee Securities Incentive Plan under ASX Listing Rule 7.2 (exception 13(b))

8.1 Background

The Company considers that it is desirable to adopt an updated employee incentive scheme to be called the "ECS Botanics Holdings Ltd – Employee Securities Incentive Plan" (**Plan**).

The Plan is intended to provide an opportunity to eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure the interests of Shareholders and the management and employees of the Company are aligned.

Resolution 5 seeks Shareholder approval for the adoption of the Plan in accordance with ASX Listing Rule 7.2 exception 13(b).

A summary of the Plan is set out in Schedule 3.

The Plan incorporates recent amendments to the Corporations Act for employee share schemes (**New Legislation**).

8.2 Summary of the New Legislation

The *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) introduced a new Division 1A into Part 7.12 of the Corporations Act in relation to employee share schemes (**New Rules**). The New Legislation came into effect on 1 October 2022.

The New Rules will eventually replace the existing ASIC Class Order CO 14/1000 and ASIC Class Order CO 14/1001 (together, the **Class Orders**).

A summary of the key changes applicable to the Company under the New Rules is set out below.

8.2.1 Expanded eligibility

Class Order relief is only available for issues to directors, full-time and part-time employees and casual employees or contractors that are 40% or more full-time equivalent.

Under the New Rules, an offer may only be made to specified "primary participants" (being directors, employees and service providers, with no minimum requirements of hours of service provided) or certain related persons of a primary participant (including a spouse,

parent, child or sibling of the primary participant; controlled bodies corporate of the primary participant or bodies corporate that are trustees of the primary participant's self-managed superannuation fund).

8.2.2 Issue cap

The Class Orders provide for an issue cap of 5% of a listed entity's fully paid shares over a rolling period of 3 years (irrespective of whether monetary consideration is required).

Under the New Rules, there is no cap on issues made for no monetary consideration. Caps only apply to issues made for monetary consideration (being the cap set out in the company's constitution or if there is no such cap in the constitution, then 5% for listed entities unless a higher cap is specified in the relevant regulations (if any)).

Further, offers of eligible interests to participants under an employee securities incentive plan which would not ordinarily require disclosure, such as offers to senior managers or small-scale offerings, are not required to comply with the issue cap.

8.2.3 Disclosure requirements

The Class Order does not distinguish between offers for monetary consideration and those without, with the same disclosure requirements for both offers.

Under the New Rules, offers made for no monetary consideration do not have any specific disclosure requirements. In the case of offers made for monetary consideration, an offer document is required (with specific disclosure requirements) and participants cannot acquire their interests until 14 days after receiving the necessary offer disclosure from the entity.

8.2.4 Quotation and suspension requirements

Class Order relief is only available where an entity meets the minimum quotation period of 3 months prior to making an offer of eligible interests. In addition, relief is prohibited if an entity is suspended from quotation for over 5 days in the preceding 12-month period.

Under the New Rules, listed entities can offer eligible interests without first meeting any minimum quotation period, and regardless of any suspensions to the trading of securities.

8.2.5 On-sale relief

The Class Order provides relief from the on-sale provisions for securities issued under the Class Order.

Pursuant to the New Rules, listed entities must issue a cleansing notice to ensure that any Shares issued (including following the exercise of any options and performance rights) may be on-sold within 12 months of issue.

8.2.6 Criminal offences

A number of new offences are created under the New Rules, including misleading and deceptive statement offences and offences relating to holding participants' money. In addition, regulatory relief can be revoked if any of the below are breached:

(a) compliance with the monetary cap;

(b) compliance with the issue cap; and

(c) providing disclosure documents at the required time.

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8.3 Regulatory requirements and ASX Listing Rules 7.1 and 7.2 (Exception 13(b))

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the ASX Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder approval. ASX Listing Rule 7.2 Exception 13(b) provides that ASX Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within 3 years from the date of Shareholder approval of the issue of securities under the employee incentive scheme.

The Plan participation is limited to Directors, employees and service providers of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

Pursuant to and in accordance with ASX Listing Rule 7.2 Exception 13, the following information is provided in relation to Resolution 5:

(a) a summary of the key terms of the Plan is set out in Schedule 3.

(b) as this is a new plan being put to Shareholders, no Securities have been issued under it to date;

(c) the Company is seeking Shareholder approval to adopt the Plan to include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (Employee Incentive Scheme);

(d) a maximum of 160,104,956 Securities would be available to be issued under the Plan if approved by Shareholders (representing approximately 10% of the number of Shares on issue as at the date of this Notice). This maximum number is not intended to be a prediction of the actual number of Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Securities to be issued under the Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b). In any event, no Securities will be issued if to do so would contravene any applicable laws, including the issue cap under the New Rules which applies to issues for monetary consideration (refer to Section 8.2(b) above); and

The passing of Resolution 5 will allow the Company to issue securities for the benefit of participants of the Plan whilst preserving the Company's placement limits for issuing securities and provide flexibility in the manner in which the Plan is managed.

If Resolution 5 is not passed, the Company may still issue securities to key personnel other than Directors on the terms as set out in Schedule 3, however those securities will count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

8.4 Voting Exclusion Statement

A Voting Exclusion applies to Resolution 5.

8.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5. The Chair intends to vote all undirected Proxies in favour of Resolution 5.

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9. Resolutions 6(a) – (c) – Issue of Director Performance Rights to Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche under ASX Listing Rule 10.14

9.1 General

Resolutions 6(a) – (c) seek Shareholder approval for the issue of a total of 110,000,000 Performance Rights, as follows:

(a) 60,000,000 Performance Rights to be issued to Ms Nan-Maree Schoerie comprising:

(i) 20,000,000 Class A Performance Rights;

(ii) 20,000,000 Class B Performance Rights; and

(iii) 20,000,000 Class C Performance Rights;

(b) 30,000,000 Performance Rights to be issued to Mr Jeremy King comprising:

(i) 10,000,000 Class A Performance Rights;

(ii) 10,000,000 Class B Performance Rights; and

(iii) 10,000,000 Class C Performance Rights; and

(c) 20,000,000 Performance Rights to be issued to Mr Michael Nitsche comprising:

(i) 6,666,666 Class A Performance Rights;

(ii) 6,666,667 Class B Performance Rights; and

(iii) 6,666,667 Class C Performance Rights,

(together, the **Director Performance Rights**).

The Director Performance Rights are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services and to align the Directors with the long term and short term objectives of the Company.

9.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 6(a) – (c) (as applicable to each Director) by virtue of the fact that Resolutions 6(a) – (c) are concerned with the issue of Director Performance Rights to Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

9.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Performance Rights constitutes giving a financial benefit and Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche are related parties of the Company by virtue of being Directors of the Company.

Given that all of the Directors of the Company have a material personal interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

9.4 Listing Rule 10.14

Listing Rule 10.14 provides that Shareholder approval must be obtained where the Company issues, or agrees to issue, securities under an employee incentive scheme to a Director of the Company, an Associate of the Director, or a person whose relationship with the Company, Director or Associate of the Director is, in ASX's opinion, such that approval should be obtained.

The issue of the Director Performance Rights falls within Listing Rule 10.14.1 as the Company intends to issue the Director Performance Rights under the Company's Plan. Accordingly, the issue of the Director Performance Rights requires the approval of Shareholders under Listing Rules 10.14.

Resolutions 6(a) – (c) seek the required Shareholder approval for the issue of the Director Performance Rights to the Directors under and for the purposes of Listing Rule 10.14.

9.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 6(a) – (c) are passed, the Company will be able to proceed with the issue of the Director Performance Rights to the Directions within three (3) years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), but in any event, no later than fifteen (15) months of the Meeting.

If Resolutions 6(a) – (c) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue.

9.6 Technical information required by ASX Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6(a) – (c):

(a) the Director Performance Rights will be issued to each of the existing Directors of the Company, that being, Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche (or their respective nominees);

(b) each of Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche fall within the category of Listing Rule 10.14.1 by virtue of being Directors of the Company and if applicable, their respective nominees will fall within Listing Rule 10.14.2 by virtue of being associates of a Director;

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(c) a total of 110,000,000 Director Performance Rights will be issued to the Directors (and/or their nominees) as follows:

Director	Class A	Class B	Class C	Total
Ms Nan-Maree Schoerie	20,000,000	20,000,000	20,000,000	60,000,000
Mr Jeremy King	10,000,000	10,000,000	10,000,000	30,000,000
Mr Michael Nitsche	6,666,666	6,666,667	6,666,667	20,000,000
Total	**36,666,666**	**36,666,667**	**36,666,667**	**110,000,000**

(h) Details of the Directors' current remuneration package for the previous financial year and the proposed remuneration package for the current financial year (on an annualised basis and excluding the Director Performance Rights) is set out below:

Director	Total Remuneration of Directors for the 2026 financial year	Current Financial Year
Ms Nan-Maree Schoerie[1]	$415,612	$417,507
Mr Jeremy King[2]	$89,600	$89,600
Mr Michael Nitsche[3]	$40,320	$40,320

Notes:

1. For FY2026, Ms Schoerie received $329,647 in director fees, $30,000 in superannuation payments, $18,300 in equity-based payments and $37,665 in leave entitlements. For FY27, Ms Schoerie is entitled to a salary of $334,517 per annum plus superannuation.

2. For FY2026, Mr King received $80,000 in director fees and $9,600 in superannuation payments. For FY27, Mr King is entitled to a salary of $89,600 per annum plus superannuation.

3. For FY2026, Mr Nitsche received $36,000 in director fees and $4,320 in superannuation payments. For FY27, Mr Nitsche is entitled to a salary of $40,320 per annum plus superannuation.

(i) Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche have not been issued any Equity Securities under the Plan. Subject to the passing of Resolutions 6(a) – (c) the Directors will also be issued the Director Performance Rights under the Plan;

(j) a summary of the terms of the Director Performance Rights is set out in Schedule 4;

(k) the Director Performance Rights have the values, as attributed to by the Company shown in Schedule 5;

(l) the Director Performance Rights will be issued within three (3) years after the date of the Meeting, but in any event, no later than fifteen (15) months after the date of the Meeting, and it is anticipated that the issue of the Director Performance Rights will occur on one date;

(m) a summary of the material terms of the Plan is set out in Schedule 3;

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(n) the Director Performance Rights will be issued for nil consideration. The Director Performance Rights are being issued as part of the Directors' remuneration and to incentivise the Directors in their performance of future services;

(o) the relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Director	Shares	Options	Performance Rights
Ms Nan-Maree Schoerie	121,166,667	10,000,000	3,750,000
Mr Jeremy King	6,098,485	10,000,000	–
Mr Michael Nitsche	–	–	–

(p) the trading history of the Shares on ASX in the twelve (12) months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	$0.009	15 – 16 October 2025, 21 October 2025
Lowest	$0.003	2 July 2026
Last	$0.006	15 September 2026

(q) if each of Ms Nan-Maree Schoerie, Mr Jeremy King and Mr Michael Nitsche convert all Director Performance Rights the subject of Resolutions 6(a) – (c) and no other Shares are issued by the Company, they would hold 10.59%, 2.11% and 1.17% respectively of the issue capital of the Company, on an undiluted basis;

(r) in respect of Resolutions 6(a) – (c):

(i) the primary purpose of the grant of the Director Performance Rights is to reward the Directors, provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the grant of the Director Performance Rights to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;

(ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number of Director Performance Rights to be issued to the Directors; and

(iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Director Performance Rights to the Directors;

(s) there is no loan being made in respect of the Director Performance Rights;

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(t) details of the Director Performance Rights issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement confirming that approval for the issue of the Director Performance Rights was sought and obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after these Resolutions are approved and who were not named in the Notice, will not participate until approval is obtained under the relevant Listing Rule;

(u) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions 6(a) – (c); and

(v) a voting exclusion statement is included for Resolutions 6(a) – (c) of this Notice.

9.7 Board Recommendation

Each Director has a material person interest in the outcome of Resolutions 6(a) – (c) on the basis that all the Directors (or their nominees) are to be issued Director Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 6(a) – (c) of this Notice.

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SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

10% Placement Facility has the meaning given to that phrase in Section 6.1.

10% Placement Period has the meaning given to that phrase in Section 6.2.

AEST means Australian Eastern Standard Time, being the time in Melbourne, Victoria.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2026.

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

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means:

(a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne.

Chair means the person appointed to chair the Meeting convened by this Notice.

Class Orders has the meaning given to that phrase in Section 8.2.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means ECS Botanics Holdings Ltd (ACN 009 805 298).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Director Performance Rights has the meaning given in Section 9.1.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Effective Date means 17 June 2026.

Equity Securities has the meaning given to that phrase in Chapter 19 of the ASX Listing Rules.

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Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting has the meaning given to that term in the introductory paragraph of this Notice.

New Legislation has the meaning given to that phrase in Section 8.1.

New Rules has the meaning given to that phrase in Section 8.2.

Notice means this notice of meeting.

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

Plan has the meaning given to that term in Section 8.1.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

RSM means RSM Australia Partners.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Two Strikes Rule has the meaning given to that phrase in Section 4.

VWAP means volume weighted average price.

William Buck means William Buck Audit (Vic) Pty Ltd (ACN 116 151 136).

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

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SCHEDULE 2 – Notice of nomination of auditor

20 August 2026

The Directors
ECS Botanics Holdings Ltd
899 River Road
Murrabit West, Victoria 3579

Dear Sirs,

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), and being a member of ECS Botanics Holdings Ltd (**Company**), I, Nan Maree Schoerie, hereby nominate RSM Australia Partners for appointment as auditor of the Company at the Company's 2026 annual general meeting.

As required under section 328B(3) of the Corporations Act, please distribute copies of this notice of this nomination.

Signed and dated 20 August 2026

Nan Maree Schoerie

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SCHEDULE 3 – Summary of Employee Securities Incentive Plan

A summary of the terms of the Plan is set out below:

(a) (**Eligible Participant**): Eligible Participant means a person that:

(i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and

(ii) has been determined by the Board to be eligible to participate in the Plan from time to time.

(b) (**Purpose**): The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(c) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.

(d) (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(e) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(f) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

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(g) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(h) (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(i) (**Cashless exercise of Convertible Securities**): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

"**Market Value**" means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then Market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

(j) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

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(l) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection withthe change of control event.

(m) (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) (**Disposal restrictions on Plan Shares**): If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(o) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) (**Compliance with Applicable Laws**): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

(i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and

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(ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3-year period prior to the date the invitation is made,

does not exceed:

(iii) if the Constitution specifies an issue cap percentage, that percentage; or

(iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the invitation.

(r) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(s) (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

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SCHEDULE 4– Director Performance Rights Terms

Subject to the terms and conditions below, each (1) Director Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company, upon the following milestones being achieved collectively (**Vesting Conditions**):

1. Vesting Conditions

Class	Expiry Date	Vesting Conditions
A	Three (3) years from the date of issue	The Company's Share price achieving a minimum of $0.015 per Share, based on a 14-day volume weighted average price (**VWAP**) from consecutive trading days on which Shares have actually traded.
B	Three (3) years from the date of issue	The Company's Share price achieving a minimum of $0.02 per Share, based on a 14-day VWAP from consecutive trading days on which Shares have actually traded.
C	Three (3) years from the date of issue	The Company's Share price achieving a minimum of $0.025 per Share, based on a 14-day VWAP from consecutive trading days on which Shares have actually traded.

In each case, the Director Performance Rights issued to a Recipient will only vest if the relevant Recipient continue to hold a employee or consultant position (and in the case of Mr King, the position of Chair) of the Company at all times until the relevant Vesting Condition is satisfied. Where the Recipient ceases employment, or their engagement is discontinued (for whatever reason), with the Company, any Director Performance Rights that have not vested will automatically lapse and be forfeited by the Recipient (unless otherwise determined by the Board at its absolute discretion).

2. General Terms

a. The Director Performance Rights shall lapse at 5.00pm WST on the respective expiry date for each of Classes A, B and C (**Expiry Date**).

b. The Director Performance Rights will be granted for nil consideration, as their primary purpose is to provide a performance and retention linked incentive component of the remuneration package of the persons listed above (**Holders**), to motivate and reward their performance with the Company.

c. If the proposed terms of the Director Performance Rights are not approved by the ASX, the Holders and the Company shall negotiate (in good faith) a restructuring of the securities to be issued to the Holders such that the Holders receive equivalent incentivisation.

d. The Director Performance Rights will not convert to Shares until such time as the relevant Vesting Conditions referred to above have collectively been satisfied.

e. The Board may, at its discretion, and by notice to the Holders, adjust or vary the terms of a Director Performance Right, subject to the requirements of the Listing Rules. No adjustment or variation to these terms will be made without the prior written consent of each Holder, if such adjustment or variation would have a materially prejudicial effect upon that Holder (in respect of their outstanding Director Performance Rights).

f. The Director Performance Rights are otherwise subject to the following standard terms and conditions:

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i. (**No Voting Rights**): The Director Performance Rights do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.

ii. (**No Voting Rights**) The Director Performance Rights do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.

iii. (**No Dividend Rights**) The Director Performance Rights do not entitle the Holder to any dividends.

iv. (**Rights on Winding Up**) The Director Performance Rights do not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up of the Company.

v. (**Not Transferable**) The Director Performance Rights are not transferable.

vi. (**Not Quoted**) The Director Performance Rights will not be quoted on ASX. However, upon conversion of the Director Performance Rights into Shares, the Company must, within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.

vii. (**Participation in Entitlements and Bonus Issues**) Holders of Director Performance Rights will not be entitled to participate in new issues of securities offered to holders of Shares such as bonus issues and entitlement issues, unless and until the Holder is entitled to convert the Director Performance Rights, and does so before the record date for the determination of entitlements to the new issue of securities and participates as a result of being a holder of Shares.

viii. (**No Other Rights**) The Director Performance Rights give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

3. Conversion of Director Performance Rights

a. A certificate or holding statement will be issued to each Holder for their respective Director Performance Rights.

b. Holders may only convert their Director Performance Rights by delivering to the Company Secretary, in the period between the relevant Vesting Condition being satisfied and the relevant Expiry Date:

i. the certificate or holding statement for the Director Performance Rights or, if either or both have been lost or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company by relying on the declaration; and

ii. a notice signed by the Holder stating the Holder wishes to convert the Director Performance Rights and specifying the number of Director Performance Rights which are converted.

c. Vested Director Performance Rights may be converted in one or more parcels of any size. A conversion of only some Director Performance Rights shall not affect the rights of the Holder to the balance of the Director Performance Rights held by the Holder.

d. The Company shall issue to the Holder Shares, and deliver holding statements following conversion within 10 Business Days of receipt of the notice described in clause 3(b)(ii).

e. Shares issued following conversion of a Director Performance Right shall rank, from the date of issue, equally with existing Shares of the Company in all respects.

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4. Lapse of Director Performance Rights

a. Subject to clauses 4(b) and 4(c), every Director Performance Right will lapse immediately and all rights attaching to the Director Performance Rights will be lost:

   i. if the Holder ceases to be an employee or Director of, or to render services to, a member of the Group for any reason whatsoever (including without limitation resignation or termination for cause) and the relevant Vesting Condition has not been satisfied; or

   ii. the Vesting Conditions are unable to be satisfied; or

   iii. the Expiry Date has passed;

   whichever is earlier.

b. If the Expiry Date of a Director Performance Right falls outside any applicable trading window, then the Expiry Date of such Director Performance Right shall be extended to the close of business on the 10th Business Day during the next applicable trading window.

c. If the Holder dies, becomes permanently disabled, resigns employment on the basis of retirement from the workforce or is made redundant by the relevant member of the Group, prior to the Expiry Date of any Director Performance Rights granted to the Holder (**Ceasing Event**) the following provisions apply:

   i. the Holder or the Holder's personal legal representative, where relevant, may convert those Director Performance Rights which at that date:

      1. have become convertible;

      2. have not already been converted; and

      3. have not lapsed,

      in accordance with clause 4(c)(iii);

   ii. at the absolute discretion of the Board, the Board may resolve that the Holder, or the Holder's personal legal representative, where relevant, may convert those Director Performance Rights which at that date:

      1. have not become convertible; and

      2. have not lapsed,

      in accordance with clause 4(c)(iii) and, if the Board exercises that discretion, those Director Performance Rights will not lapse other than as provided in clause 4(c)(iii);

   iii. the Holder or the Holder's personal legal representative (as the case may be) must convert those Director Performance Rights referred to in clause 4(c)(i) and, where permitted clause 4(c)(ii), not later than the earliest of:

      1. the Expiry Date of the relevant Director Performance Rights; and

      2. the date which is 6 months after the Ceasing Event provided that in the case of Director Performance Rights referred in clause 4(c)(ii), all Vesting Conditions have been met at that time (unless the Board decides to waive any relevant Vesting Conditions, in its absolute discretion); and

   iv. Director Performance Rights which have not been converted by the end of the period specified in clause 4(c)(ii) lapse immediately at the end of that period.

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d. Where the Holder ceases to be a Holder for any reason whatsoever (including without limitation resignation or termination for cause) prior to the relevant Expiry Date, however the relevant Vesting Condition has been met, the Holder is entitled to convert the Director Performance Rights for a period of up to 1 month after the date which the Holder ceased to be a Holder, after which the Director Performance Rights will lapse immediately.

5. Change in Control Event

a. A Change in Control Event means:

i. the occurrence of:

1. the offeror under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and

2. that takeover bid has become unconditional;

ii. the announcement by the Company that:

1. shareholders of the Company have (at a Court convened meeting of shareholders) voted (by the necessary majority) in favour of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and

2. the Court, by order, approves the scheme of arrangement; or

iii. the completion of a transaction (**Transaction**) whether by way of acquisition by the Company of another business or entity, joint venture or other material transaction whereby the Company issues no less than 75% of its existing issued capital as consideration or part consideration for the Transaction and/or as part of an associated and/or contemporaneous capital raise.

b. On the occurrence of a Change of Control Event, any unvested Director Performance Rights will vest in the Holders, despite the non-satisfaction of any Vesting Conditions and become convertible in accordance with clause 3(b), with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the Holder is terminated or ceases in connection with the Change of Control Event.

c. The Company shall give written notice of any proposed Change of Control Event to all Holders.

d. Upon the giving of such notice, the Holder shall be entitled to convert, at any time within the 14-day period following the receipt of such notice, all or a portion of those Director Performance Rights granted to the Holder which are then vested and convertible in accordance with their terms, as well as any unvested Director Performance Rights which shall become vested and convertible in connection with the Change of Control Event.

e. Unless the Board determines otherwise (in its sole and absolute discretion), upon the expiration of such 14-day period, all rights of the Holder to convert any outstanding Director Performance Rights, whether vested or unvested, shall terminate and all such Director Performance Rights shall immediately lapse, expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control Event.

f. In any event, the maximum number of Director Performance Rights that can be converted into Shares and issued upon a Change of Control Event pursuant to this clause 5 must not exceed 10% of the issued share capital of the Company (as at the date of the Change in Control event).

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SCHEDULE 5 – Valuation of Director Performance Rights

The Director Performance Rights to be issued to the Directors pursuant to Resolutions 6(a) – (c) have been valued by internal management on an indicative basis.

Using the external valuer's geometric Brownian motion and Monte Carlo simulation methodology for the rolling 14-day VWAP market-based vesting conditions, and based on the assumptions set out below, the Director Performance Rights were ascribed the following indicative values

Valuation assumptions	
Valuation date	10 September 2026
Market price of Shares	$0.005 per Share
Exercise price	Nil
Term	3 years from the date of issue
Risk-free interest rate	5.00% per annum
Expected volatility	75% per annum
Dividend yield	Nil
VWAP measurement period	Rolling 14 trading days
Indicative value per Director Performance Right	
Class A	$0.002794
Class B	$0.002304
Class C	$0.001924
Total indicative value of Director Performance Rights	$257,473
Nan-Maree Schoerie (Resolution 6(a))	$140,440
Jeremy King (Resolution 6(b))	$70,220
Michael Nitsche (Resolution 6(c))	$46,813

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XCEND
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meetings@xcend.co

Your Annual General Meeting Proxy Form

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SAMPLE

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of Resolutions 1, 2 and 5.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Wednesday, 18 November 2026 at 1:30pm (AEDT)
Location	Level 16/452 Flinders St, Melbourne VIC 3000
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: ECS Botanics Holdings Ltd
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Monday, 16 November 2026 at 1:30pm (AEDT)
(48 hours before the meeting)

SRN/HIN:

Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - ECS Botanics Holdings Ltd
Annual General Meeting November 2026

Appointment of Proxy

I/We, being member(s) of ECS Botanics Holdings Ltd ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Wednesday, 18 November 2026 at 1:30pm (AEDT) at Level 16/452 Flinders St, Melbourne VIC 3000 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of specific Resolutions. By appointing the Chair of the Meeting as proxy, I/we give the Chair of the Meeting express authority to vote on Resolutions 1, 5, 6(a), 6(b) and 6(c), even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Director – Mr Jeremy King			
3	Approval of 10% Placement Facility			
4	Approval of appointment of RSM Australia Partners as the Company's auditor			
5	Adoption of Employee Securities Incentive Plan under ASX Listing Rule 7.2 (exception 13(b))			
6(a)	Issue of 60,000,000 Director Performance Rights to Ms Nan-Maree Schoerie (and/or her nominee/s) under ASX Listing Rule 10.14			
6(b)	Issue of 30,000,000 Director Performance Rights to Mr Jeremy King (and/or his nominee/s) under ASX Listing Rule 10.14			
6(c)	Issue of 20,000,000 Director Performance Rights to Mr Michael Nitsche (and/or his nominee/s) under ASX Listing Rule 10.14			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address	Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

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