ASX Announcement
ASX: DUB

8 October 2026

FY2026 AGM Access Letter, Notice of Meeting and Proxy

Dubber Corporation Limited (ASX: DUB) ('Dubber AI' or 'the Company'), the conversation intelligence platform for Communications Service Providers, attaches the following documents in relation to its FY 2026 Annual General Meeting (AGM):

- AGM Access Letter;
- AGM Notice of Meeting; and
- Proxy.

This ASX release has been approved for release to ASX by the Board of Directors.

About Dubber AI:

Dubber AI captures Voice Conversations globally across mobile phone networks, phone systems, Webex, Teams and a range of sources and stores them securely and compliantly to meet legislative obligations of our customers. Dubber then offers a range of AI products that allow end customers to understand what is being discussed within their business and presents it in an easy to understand manner to help them drive sales, reduce costs, improve customer retention and remain compliant.

For more information, please visit Dubber on www.dubber.net or contact:

Investor Relations
investor@dubber.net
+61 1800 382 237

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8 October 2026

Dubber Corporation Limited
2026 Annual General Meeting

The 2026 Annual General Meeting (**AGM**) of Dubber Corporation Limited (ASX: DUB) (**Dubber** or **Company**) will be held at 11:00am AEDT on Wednesday, 25 November 2026 as a hybrid meeting via a web-based portal and physically at Hub Flinders Street, Workshop Space, Level 7, 180 Flinders Street Melbourne VIC 3000.

Notice of AGM

The Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement are being made available to shareholders electronically:

1. at https://www.asx.com.au/markets/trade-our-cash-market/announcements.dub
2. at https://www.dubber.net/investors/investor-centre ; or
3. by contacting the Company Secretary on david.franks@automicgroup.com.au or +612 8072 1400.

The Notice of Meeting and accompanying explanatory statement dated 7 September 2026 should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Business and Resolutions at the AGM

The business and resolutions of the AGM, as outlined in the Notice of Meeting, are:

- Adoption of the Financial Report for the Period ended 30 June 2026 (tabled as ordinary business for discussion and not as a resolution);
- **Resolution 1**: Adoption of Remuneration Report;
- **Resolution 2**: Re-Election of Director - Edward Pretty;
- **Resolution 3**: Approval of Issue of Remuneration Shares to Simon Crowther, Director of Company;
- **Resolution 4**: Approval of Issue of Remuneration Shares to Edward Pretty, Director of Company;
- **Resolution 5**: Approval of Issue of Remuneration Shares to Jeremy Davis, Director of Company;
- **Resolution 6**: Approval of Issue of Remuneration Shares to Matthew Bellizia, Director of Company;and
- **Resolution 7**: Approval of Consolidation.

Your vote is important

The business of the AGM affects your shareholding and your vote is important and shareholders are encouraged to attend in person or by proxy.

Attending the Meeting in person

To attend in person, please arrive at the Meeting venue before the time on the date set out above.

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Attending the Meeting virtually

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account *as soon as possible and well in advance of the Meeting* to avoid any delays on the day of the Meeting.

An account can be created via the following link https://portal.automic.com.au/investor/home and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to https://portal.automic.com.au/investor/home.
2. Login with your username and password or click "register" if you haven't already created an account. *Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting*
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "Register" when this appears. Alternatively, click on "Meetings" on the left-hand menu bar to join the meeting.
4. Click on "Join Meeting" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see "Voting virtually at the Meeting" below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting.

Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting to david.franks@automicgroup.com.au.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting for the formal items of business as well as general questions in respect to the Company and its business.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting may do so through the online meeting platform powered by Automic.

To vote virtually, please follow the instructions below:

1. Access the virtual meeting (see the "Accessing the Virtual Meeting powered by Automic" section of this Notice of Meeting above)
2. When the Chair of the Meeting declares the poll open, select the "Voting" dropdown menu on the right-hand side of your screen
3. Select either the "Full" or "Allocate" option to access your electronic voting card.

4. Follow the prompts to record your voting direction for each resolution and click "Submit votes". For allocated votes, the number of votes submitted must not exceed your remaining available units. Important: Votes cannot be amended once submitted.

For further information on the live voting process please see the Registration and Voting Guide at https://www.automicgroup.com.au/virtual-agms/

It is recommended that Shareholders wishing to attend the Meeting log in 30 minutes prior to the scheduled start time.

Voting by proxy at the Meeting

If you are a Shareholder and unable to attend the Meeting, you are entitled to appoint a proxy to attend the Meeting and to vote on your behalf. A proxy need not be a Shareholder and may be an individual or a body corporate. If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies to attend the Meeting and vote on a poll, and may specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes.

To vote by proxy at the Meeting, please use one of the following methods to lodge the Proxy Form that is attached to this Notice:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

BY ORDER OF THE BOARD

David Franks
Company Secretary

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Unlocking the power of conversations

Dubber Corporation Limited

ACN 089 145 424

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date: 25 November 2026

Time: 11.00am (AEDT)

Place: The meeting is a hybrid meeting

Virtually: Online via a web-based meeting portal

Physically: Hub Flinders Street,
Workshop Space,
Level 7, 180 Flinders Street
Melbourne VIC 3000

The Annual Report is available online at https://www.dubber.net/

This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their independent professional advisers prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 2 8072 1400 or by email at David.Franks@automicgroup.com.au.

SEE OVERLEAF FOR IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE AND VOTING

Shareholders are strongly encouraged to either vote prior to the Meeting by proxy or to appoint the Chair as their proxy.

IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE AND VOTING

Attending the Meeting in person

To attend in person, please arrive at the Meeting venue before the time on the date set out above.

Attending the Meeting virtually powered by Automic

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4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see "**Voting virtually at the Meeting**" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting to david.franks@automicgroup.com.au.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting for the formal items of business as well as general questions in respect to the Company and its business.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

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To vote virtually, please follow the instructions below:

1. Access the virtual meeting (see the "**Accessing the Virtual Meeting powered by Automic**" section of this Notice of Meeting above)
2. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen
3. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
4. Follow the prompts to record your voting direction for each resolution and click "Submit votes". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important: Votes cannot be amended once submitted.**

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Voting by proxy at the Meeting

If you are a Shareholder and unable to attend the Meeting, you are entitled to appoint a proxy to attend the Meeting and to vote on your behalf. A proxy need not be a Shareholder and may be an individual or a body corporate. If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies to attend the Meeting and vote on a poll, and may specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes.

To vote by proxy at the Meeting, please use one of the following methods to lodge the Proxy Form that is attached to this Notice:

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By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the original power of attorney or a certified copy has already been provided to the Share Registry.

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Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Poll voting

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

Electronic copies

The Company believes that the best way for shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to our share registry's website at https://portal.automic.com.au/investor/home and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

Locating your SRN or HIN

Your SRN or HIN can be found on your Voting Form. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic Registry Services or your broker as soon as possible, and well in advance of the AGM.

Update your details

To update information about your shareholding go to the Automic Investor Centre at https://portal.automic.com.au/investor/home.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

Please note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

For this reason, Shareholders are encouraged to lodge a directed proxy not later than 48 hours before the commencement of the Meeting, even if they plan to attend the Meeting virtually or in person.

Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on Monday, 23 November 2026.

Express authorisation of the Chair of the Meeting

If a Shareholder appoints the Chair of the Meeting as their proxy, or the Chair of the Meeting is appointed as the Shareholder's proxy by default, and the Shareholder does not mark a voting box for Resolutions 1 and 3 to 6 (inclusive), then by submitting the proxy appointment the Shareholder expressly authorises the Chair of the Meeting to exercise the proxy in respect of the relevant Resolution as they decide, even though the Resolution is connected with the remuneration of one or more of the Company's Key Management Personnel.

Please note that if you do not name a proxy in the Proxy Form or your named proxy does not register to attend the Meeting, the Chair of the Meeting will become your proxy by default. If your named proxy

registers to attend the Meeting but does not vote on a poll in accordance with your instructions on a Resolution, the Chair of the Meeting will become your proxy for that Resolution. In this case, the Chair of the Meeting must vote your proxies in accordance with your instructions on the Resolution. If you do not include voting instructions and the Chair of the Meeting becomes your proxy, the Chair of the Meeting may vote your proxies as they see fit. For this reason, we encourage you to lodge a directed Proxy Form.

Voting intentions of the Chair of the Meeting

The Chair of the Meeting intends to vote all available proxies in favour of all Resolutions.

Enquiries

Shareholders are requested to contact the Company Secretary, David Franks on +61 2 8072 1400 or david.franks@automicgroup.com.au if they have any queries in respect of the matters set out in this Notice of General Meeting or the Explanatory Statement.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Dubber Corporation Limited will be held at 11.00am (AEDT) on Wednesday, 25 November 2026 as a **hybrid meeting** via a web-based portal and physically at Hub Flinders Street, Workshop Space, Level 7, 180 Flinders Street Melbourne VIC 3000.

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

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

AGENDA

Ordinary Business

Annual Report

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

Resolution 1: Adoption of Remuneration Report

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 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with section 250R of the Corporations Act, a vote in favour of this Resolution must not be cast 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 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.

Resolution 2: Re-Election of Director – Edward Pretty

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

> *"That Edward Pretty, who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company, effective immediately."*

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Special Business

Resolution 3: Approval of Issue of Remuneration Shares to Simon Crowther, Director of the Company

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,301,179 Remuneration Shares, on a Pre-Consolidation basis, to Simon Crowther (or his nominee(s)), Director of the Company in lieu of 30% of his Non-Executive Director aggregate fee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion for Resolutions 3 to 6

The Company will disregard any votes cast in favour of Resolutions 3 to 6 by or on behalf of a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person. However, this does not apply to a vote cast in favour of Resolutions 3 to 6 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 of the meeting 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 the Resolutions; and

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

Voting Prohibition Statement for Resolutions 3 to 6

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 Resolutions 3 to 6 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

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

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolutions is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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Resolution 4: Approval of Issue of Remuneration Shares to Edward Pretty, Director of the Company

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 6,939,625 Remuneration Shares, on a Pre-Consolidation basis, to Edward Pretty (or his nominee(s)), Director of the Company in lieu of 100% of his Non-Executive Chair aggregate fee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion and Voting Prohibition Statement for Resolution 4

Please refer to Resolution 3.

Resolution 5: Approval of Issue of Remuneration Shares to Jeremy Davis, Director of the Company

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

> *"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,337,265 Remuneration Shares, on a Pre-Consolidation basis, to Jeremy Davis (or his nominee(s)), Director of the Company in lieu of 100% of his Non-Executive Director aggregate fee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion and Voting Prohibition Statement for Resolution 5

Please refer to Resolution 3.

Resolution 6: Approval of Issue of Remuneration Shares to Matthew Bellizia, Director of the Company

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

> *"That, for the purposes of section 208 of the Corporations Act. ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 6,939,625 Remuneration Shares, on a Pre-Consolidation basis, to Matthew Bellizia (or his nominee(s)), Managing Director of the Company in lieu of 24% of his Managing Director aggregate fee and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion and Voting Prohibition Statement for Resolution 6

Please refer to Resolution 3.

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Resolution 7 – Approval of Consolidation

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

> *"That, pursuant to and in accordance with section 254H of the Corporations Act, the Listing Rules, article 2.4 of the Constitution and for all other purposes, the issued capital of the Company be consolidated, with effect from 7 December 2026 (or such other date determined by the Board), on the basis that:*
>
> (a) *every 50 Shares be consolidated into 1 Share; and*
> (b) *all Options be consolidated in accordance with Listing Rule 7.22.1,*
>
> *and where this consolidation results in a fraction of a Share or Option being held, the Company be authorised to round that fraction up to the next whole number."*

BY ORDER OF THE BOARD

David Franks
Company Secretary

7 September 2026

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EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held 11.00am (AEDT) on Wednesday, 25 November 2026 as a hybrid meeting via a web-based portal and physically at Hub Flinders Street, Workshop Space, Level 7, 180 Flinders Street Melbourne VIC 3000.

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

2. 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 online at https://www.dubber.net/topics/annual-reports/;

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

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 or by email to david.franks@automicgroup.com.au.

3. Resolution 1: Remuneration Report

3.1 Background

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 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.

However, sections 250U and 250Y of the Corporations Act, give 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**).

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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 must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

At the Company's previous annual general meeting in 2025 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.

3.2 Directors' recommendation

The Directors have not made a recommendation for this Resolution.

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.

4. Re-Election of Director – Edward Pretty

The Company's Constitution provides that at the Company's annual general meeting, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are:

- those who have held their office as Director the longest period of time since their last election or appointment to that office; and
- if two or more Directors have held office for the same period of time, those Directors determined by lot, unless those Directors agree otherwise.

It has been agreed that Edward Pretty will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Edward Pretty was appointed a Director of the Company on 31 January 2025 and was last re-elected as a Director at the 2025 AGM.

Under this Resolution, Edward Pretty has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

4.1 Experience and Qualifications

Mr Pretty is an experienced business leader and lawyer with significant corporate and public company experience. He holds a BA LLB (Hons).

Mr Pretty is currently a Non - Executive Director of Nuix Limited a Sydney - based provider of investigative analytics and intelligence software.

Mr Pretty's prior roles include Chairman of Firmus Grid Group, Chairman of Next DC Limited, Chairman of RP Data (Core Logic), Chairman of Tech Mahindra Australia, Chairman of Fujitsu Australia, CEO of Excite Technology, CEO of Hills Limited and Group MD Technology & Product of Telstra. Mr Pretty was also a Senior Adviser at Macquarie Capital.

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4.2 Independence

The Board, having assessed Edward Pretty's associations and experience, has determined that he is an independent Director.

4.3 Directors' recommendation

The Directors (excluding Mr Pretty) recommend that Shareholders vote for this Resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 2.

5. Resolution 3 to 6: Approval of Issue of Remuneration Shares to Directors in lieu of Director Fees

5.1 Background

In accordance with Listing Rule 10.11 and for all other purposes, Resolutions 3 to 6 (inclusive) seeks Shareholder approval to issue an aggregate of 19,517,694 Remuneration Shares, on a Pre-Consolidation basis, in lieu of a portion of director and committee fees to the directors (and/or their respective nominee(s)) (**Director Fee Shares**), as follows:

a) 1,301,179 Director Fee Shares, on a Pre-Consolidation basis, to Simon Crowther (and/or his nominee(s)) in lieu of 30% of his Non-Executive Director aggregate fee pursuant to Resolution 3;
b) 6,939,625 Director Fee Shares, on a Pre-Consolidation basis, to Edward Pretty (and/or his nominee(s)) in lieu of 100% of his Non-Executive Chair aggregate fee pursuant to Resolution 4;
c) 4,337,265 Director Fee Shares, on a Pre-Consolidation basis, to Jeremy Davis (and/or his nominee(s)) in lieu of 100% of his Non-Executive Director aggregate fee pursuant to Resolution 5; and
d) 6,939,625 Director Fee Shares, on a Pre-Consolidation basis, to Matthew Bellizia (and/or his nominee(s)) in lieu of 24% of his Managing Director aggregate fee pursuant to Resolution 6.

The Director Fee Shares are proposed to be issued at the following deemed issue prices:

a) 1,301,179 Director Fee Shares, on a Pre-Consolidation basis, to Simon Crowther (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis;
b) 6,939,625, on a Pre-Consolidation basis, Director Fee Shares to Edward Pretty (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis;
c) 4,337,265, on a Pre-Consolidation basis, Director Fee Shares to Jeremy Davis (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis; and
d) 6,939,625, on a Pre-Consolidation basis, Director Fee Shares to Matthew Bellizia (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis.

No cash consideration will be paid for the Director Fee Shares, as they are proposed to be issued in lieu of cash fees for services provided by the Directors.

5.2 Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

(a) a related party;

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

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

(d) an Associate of a person referred to in (a) to (c) above; and

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(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

The issue falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Director Fee Shares to Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia (and/or their nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 3 to 6 (inclusive) are passed, the Company will be able to proceed with the proposed issue of Director Fee Shares for those specific resolutions which are passed.

If Resolutions 3 to 6 (inclusive) are not passed, the Company will not be able to proceed with the proposed issue of Director Fee Shares for those specific resolutions which are not passed and the outstanding director fees related to the specific resolution not passed will be paid in cash in the normal course.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Fee Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The issue constitutes giving a financial benefit as Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia are related parties of the Company by virtue of being Directors.

As Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia are Directors of the Company, they are considered "related parties" of the Company. Therefore, the proposed issue of Director Fee Shares to Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia (and/or their nominee(s)) requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11.

5.4 Information Required by ASX Listing Rule 10.13

The following information in relation to the issue of Director Fee Shares to Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

(a) The Director Fee Shares are proposed to be issued to Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia (and/or their nominee(s)).

(b) Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia (and/or their nominee(s)) fall within the category set out in Listing Rule 10.11.1 as they are a related parties of the Company by virtue of being Directors.

(c) The number of Director Fee Shares to be issued pursuant to Resolutions 3 to 6 (inclusive) are as follows:

(i) Simon Crowther (and/or his nominee(s)): 1,301,179, on a Pre-Consolidation basis;

(ii) Edward Pretty (and/or his nominee(s)): 6,939,625, on a Pre-Consolidation basis;

(iii) Jeremy Davis (and/or his nominee(s)): 4,337,265, on a Pre-Consolidation basis; and

(iv) Matthew Bellizia (and/or his nominee(s)): 6,939,625, on a Pre-Consolidation basis.

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(d) The Director Fee Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(e) The Director Fee Shares will be issued within 1 month from the date of this Meeting, if approved by Shareholders of the Company.

(f) The Director Fee Shares are proposed to be issued at the following deemed issue prices:

(i) 1,301,179 Director Fee Shares, on a Pre-Consolidation basis, to Simon Crowther (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis;

(ii) 6,939,625 Director Fee Shares, on a Pre-Consolidation basis, to Edward Pretty (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis.

(iii) 4,337,265 Director Fee Shares, on a Pre-Consolidation basis, to Jeremy Davis (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis; and

(iv) 6,939,625 Director Fee Shares, on a Pre-Consolidation basis, to Matthew Bellizia (and/or his nominee(s)) at $0.017292 per Share, on a Pre-Consolidation basis.

(g) No cash consideration will be paid for the Director Fee Shares, as they are proposed to be issued in lieu of cash fees for services provided by the Directors owed during the period from their respective appointment dates during their tenure.

(h) The current total remuneration packages received by Mr Crowther, Mr Pretty Mr Davis and Mr Bellizia are as follows:

Name	**FY2026 Total Remuneration Package**
Simon Crowther (**Resolution 3**)	$75,000 per annum (inclusive of superannuation) In respect to the period 9 December 2025 to 8 December 2026, 70% of the fee payable in cash, and remaining 30% in equity, subject to shareholder approval (pursuant to Resolution 3 in this Notice).
Edward Pretty (**Resolution 4**)	$120,000 per annum (inclusive of superannuation). In respect to the period 1 February 2026 to 31 January 2027, 100% of the fee payable in equity, subject to shareholder approval (pursuant to Resolution 4 in this Notice).
Jeremy Davis (**Resolution 5**)	$75,000 per annum (inclusive of superannuation). In respect to the period 1 January 2026 to 31 December 2026, 100% of the fee payable in equity, subject to shareholder approval (pursuant to Resolution 5 in this Notice).
Matthew Bellizia (**Resolution 6**)	$500,000 per annum (**Base Fee**) (exclusive of superannuation). A short - and long -term incentive package is contracted, with future financial years subject to an annual review and agreement by the Board. In respect to the period 1 January 2026 to 31 December 2026, 76% of the Base Fee payable in cash and the remaining 24% in equity, subject to shareholder approval (pursuant to Resolution 6 in this Notice).

The current remuneration for FY26 as outlined in the Annual Report received by Mr Crowther, Mr Pretty Mr Davis and Mr Bellizia is as follows:

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	Short Term Benefits		Long Term Benefits	Post Employment Benefits		Share Based Payments			
	Salary and Fees $	STI paid in ZEPOs (share based payment) $	Annual & Long Service Leave $	Superannuation $	Termination benefits $	Options, Rights or Shares $	**Total $**	Remuneration consisting of options, rights or shares %	Remuneration based on performance(c) %
Executive Directors									
M Bellizia	440,000	-	15,169	30,000	-	257,645	**742,814**	35	26
Non-Executive Directors									
E Pretty	35,000	-	-	-	-	63,122	**98,122**	64	7
J Selak(d)	9,860	-	-	1,183	-	52,169	**63,212**	83	-
S Crowther	46,963	-	-	5,636	-	11,523	**64,122**	18	-
J Davis	32,877	-	-	-	-	39,332	**72,209**	54	-

5.5 Information Required by Chapter 2E of the Corporations Act

Please note: All information provided in the Section of the Explanatory Statement is based on the noted Resolutions 3 – 6 (inclusive), and does not take into consideration effects on any other resolutions in this Notice. ***Furthermore, unless otherwise stated, all numbers of securities and share prices on a Pre-Consolidation basis.***

Identity of the related party

(a) The related parties are Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia, Directors of the Company.

Nature of the financial benefit and other remuneration to be received by the related party

(b) The nature of the financial benefit to be given is the issue of Director Fee Shares, which is an equity-related financial benefit.

(c) The Director Fee Shares are proposed to be issued in lieu of cash payment of Director fees to the Directors (and/or their respective nominee(s)).

(d) The current total remuneration packages received by Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia are as follows:

Name	FY2026 Total Remuneration Package
Simon Crowther (**Resolution 3**)	$75,000 per annum (inclusive of superannuation) In respect to the period 9 December 2025 to 8 December 2026, 70% of the fee payable in cash, and remaining 30% in equity, subject to shareholder approval (pursuant to Resolution 3 in this Notice).
Edward Pretty (**Resolution 4**)	$120,000 per annum (inclusive of superannuation). In respect to the period 1 February 2026 to 31 January 2027, 100% of the fee payable in equity, subject to shareholder approval (pursuant to Resolution 4 in this Notice).
Jeremy Davis (**Resolution 5**)	$75,000 per annum (inclusive of superannuation). In respect to the period 1 January 2026 to 31 December 2026, 100% of the fee payable in equity, subject to shareholder approval (pursuant to Resolution 5 in this Notice).
Matthew Bellizia (**Resolution 6**)	$500,000 per annum (**Base Fee**) (exclusive of superannuation).

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	A short - and long -term incentive package is contracted, with future financial years subject to an annual review and agreement by the Board. In respect to the period 1 January 2026 to 31 December 2026, 76% of the Base Fee payable in cash and the remaining 24% in equity, subject to shareholder approval (pursuant to Resolution 6 in this Notice).

The current remuneration for FY26 as outlined in the Annual Report received by Mr Crowther, Mr Pretty Mr Davis and Mr Bellizia are as follows:

	Short Term Benefits		Long Term Benefits	Post Employment Benefits		Share Based Payments			
	Salary and Fees $	STI paid in ZEPOs (share based payment) $	Annual & Long Service Leave $	Superannuation $	Termination benefits $	Options, Rights or Shares $	**Total $**	Remuneration consisting of options, rights or shares %	Remuneration based on performance(c) %
Executive Directors									
M Bellizia	440,000	-	15,169	30,000	-	257,645	**742,814**	35	26
Non-Executive Directors									
E Pretty	35,000	-	-	-	-	63,122	**98,122**	64	7
J Selak(d)	9,860	-	-	1,183	-	52,169	**63,212**	83	-
S Crowther	46,963	-	-	5,636	-	11,523	**64,122**	18	-
J Davis	32,877	-	-	-	-	39,332	**72,209**	54	-

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Directors' recommendation and basis of financial benefit

(e) Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia have a material personal interest in the outcome of their respective resolution, being Mr Crowther (in respect to Resolution 3), Mr Pretty (in respect to Resolution 4), Mr Davis (in respect to Resolution 5) and Mr Bellizia (in respect to Resolution 6), as it concerns the proposed issue of Director Fee Shares in lieu of cash payment of their director fees, and accordingly, did not consider the matters set out in their respective resolution, and do not provide a recommendation to Shareholders.

(f) The non-conflicted Directors of the Company (being Mr Pretty, Mr Davis and Mr Bellizia in respect to Resolution 3, Mr Crowther, Mr Davis and Mr Bellizia in respect to Resolution 4, Mr Crowther, Mr Pretty and Mr Bellizia in respect to Resolution 5 and Mr Crowther, Mr Pretty and Mr Davis in respect to Resolution 6) carefully considered the issue of these Director Fee Shares to Mr Crowther (in respect to Resolution 3), Mr Pretty (in respect to Resolution 4), Mr Davis (in respect to Resolution 5) and Mr Bellizia (in respect to Resolution 6), and formed the view that the issue of Director Fee Shares in lieu of cash payment of their outstanding director fees will preserve the Company's cash reserves and represents a cost-effective means of further aligning the interests of the Directors and Shareholders.

(g) However in the interests of good governance, the non-conflicted Directors of the Company also refrain from making a recommendation in relation to Resolutions 3 to 6 (inclusive), and when considering Resolutions 3 – 6 (inclusive) in their totality, there is not a non-conflicted quorum.

Dilutionary effect to existing Shareholders' interests

(h) If Shareholder approval is obtained for Resolutions 3 to 6 (inclusive), the issue of the Director Fee Shares to Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia will result in existing Shareholders' interests being diluted by approximately:

Resolution	Securities (on a Pre-consolidation Basis)	Dilution (on a Pre-consolidation Basis)
3	1,301,179	0.05%
4	6,939,625	0.26%
5	4,337,265	0.16%
6	6,939,625	0.26%
3 - 6 in total	**19,517,694**	0.71%

Existing and potential interest in the Company

(i) As of the date of this Notice of Meeting, Mr Crowther, Mr Pretty, Mr Davis, and Mr Bellizia's existing interest in the Company is as follows:

Resolution	Director	Shares (on a Pre-consolidation Basis)	Convertible Securities (on a Pre-consolidation Basis)	Total Securities (on a Pre-consolidation Basis)	Existing Interest - Shares (Undiluted) (on a Pre-consolidation Basis)
3	Simon Crowther	1,875,000	-	1,875,000	0.07%
4	Edward Pretty	4,000,000	4,500,000	8,500,000	0.15%
5	Jeremy Davis	2,162,518	-	2,162,518	0.08%
6	Matthew Bellizia	150,500,000	103,333,333	253,833,333	5.55%
3-6 in total	All 4 Directors	158,537,518	107,833,333	266,370,851	5.85%

(j) The impact of the issue of Director Fee Shares to Mr Crowther, Mr Pretty, Mr Davis and Mr Bellizia 's potential interest in the Company can be summarised as follows.

Resolution	Director	Shares (after Director Fee Shares issued) (on a Pre-consolidation Basis)	Convertible Securities (on a Pre-consolidation Basis)	Total Securities (on a Pre-consolidation Basis)	Potential interest (undiluted) (%)[(a)] (on a Pre-consolidation Basis)	Potential interest (fully diluted) (%)[(b)] (on a Pre-consolidation Basis)
3	Simon Crowther	3,176,179	-	3,176,179	0.12%	0.11%
4	Edward Pretty	10,939,625	4,500,000	15,439,625	0.40%	0.52%
5	Jeremy Davis	6,499,783	-	6,499,783	0.24%	0.22%
6	Matthew Bellizia	157,439,625	103,333,333	260,772,958	5.79%	8.84%
3-6 in total	All 4 Directors	178,055,212	107,833,333	285,888,545	6.52%	9.65%

Notes:

(a) This percentage has been calculated on the basis that the Company's share capital is 2,711,804,042 Shares, on a Pre-Consolidation basis, on issue as at the date of the Notice.

(b) This percentage has been calculated on the basis that the Company's share capital is 2,941,940,480 Shares, on a Pre-Consolidation basis, being 2,711,804,042 Shares, on a Pre-Consolidation basis, as at the date of the Notice and 230,136,438 convertible securities, on a Pre-Consolidation basis, as at the date of the Notice converted into Shares.

(c) The fully diluted potential interest calculation is based on the assumption that all convertible Securities on issue have been converted and/or exercised. Accordingly, this percentage should be treated with caution as there is no certainty that this will occur.

Valuation of financial benefit

(k) The Shares will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. As the Company's Shares are quoted on ASX, they have an easily identifiable market

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value.

(l) As at the trading day prior to the date of this Notice, being 4 September 2026, the closing price of the Company's Shares on ASX was $0.008 (**Closing Price**).

(m) The following table summarises the highest and lowest prices during the last one (1), three (3) and twelve (12) calendar months to the trading day prior to the date of this Notice, being 4 September 2026, as traded on the ASX:

No of Calendar Months	From	To	Minimum Share Price (on a Pre-consolidation Basis)	Maximum Share Price (on a Pre-consolidation Basis)
1	05/08/2026	04/09/2026	$0.0075	$0.0090
3	05/06/2026	04/09/2026	$0.0070	$0.0110
12	05/09/2025	04/09/2026	$0.0070	$0.0220

Source: https://au.finance.yahoo.com/quote/DUB.AX/history/

(n) The following table summarises the volume weighted average price (VWAP) during the last one (1), three (3) and twelve (12) calendar months to the trading day prior to the date of this Notice, being 4 September 2026, as traded on the ASX:

No of Calendar Months	From	To	VWAP (on a Pre-consolidation Basis)
1	05/08/2026	04/09/2026	$0.008466
3	05/06/2026	04/09/2026	$0.009043
12	05/09/2025	04/09/2026	$0.013699

Source: IRESS

(o) Based on the closing price of the Company's Shares on ASX on this closing price as noted in Section (l) above, the value of the Director Fee Shares is summarised below:

Resolution	Director	Shares (on a Pre-consolidation Basis)	Total Consideration paid at $0.017292 /Share (on a Pre-consolidation Basis)	Total Value at Closing Price of $0.008 (on a Pre-consolidation Basis)	Gain/(Loss)
3	Simon Crowther	1,301,179	$22,500	$10,409	($12,091)
4	Edward Pretty	6,939,625	$120,000	$55,517	($64,483)
5	Jeremy Davis	4,337,265	$75,000	$34,698	($40,302)
6	Matthew Bellizia	6,939,625	$120,000	$55,517	($64,483)
3-6 in total	All 4 Directors	**19,517,694**	$ 337,500	$156,141	($181,359)

5.6 Directors' recommendation

The Directors have not made a recommendation in respect of Resolutions 3 – 6 (inclusive).

The Chair intends to exercise all undirected proxies in favour of Resolutions 3 - 6 (inclusive). If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 3 – 6 (inclusive), 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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6. Resolution 7 – Approval of Consolidation

6.1 General

Section 254H of the Corporations Act and article 2.4 of the Constitution have the effect that the Company may consolidate its shares if the consolidation is approved by an ordinary resolution of Shareholders at a general meeting.

The Listing Rules also require that the number of Options on issue be consolidated in the same ratio as the ordinary shares and the exercise price of Options be amended in inverse proportion to that ratio. Similarly, the number or the conversion price (or both) of convertible securities (other than options) must be reorganised so that the holders of the convertible securities do not receive a benefit that holders of ordinary securities do not receive.

The Company proposes to consolidate the Shares and Options it has on issue on a 1 for 50 basis (**Consolidation**).

Resolution 7 seeks Shareholder approval for the Consolidation.

Resolution 7 is an ordinary Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 7.

If Resolution 7 is passed, the Consolidation will be implemented and binding upon all holders of Shares and Options.

The Equity Securities in the Company proposed to be issued pursuant to other Resolutions are described on a pre-Consolidation basis. To the extent that any such Equity Securities are to be issued after the Consolidation takes effect, they would be consolidated in the same way as the Consolidation, such that they are issued on a post-Consolidation basis.

The passing of Resolution 7 is independent of any other Resolution and therefore approval of this Resolution is not dependent on approval or passing of any other Resolution in this Notice.

6.2 Reason for Consolidation and effect on capital structure

The Consolidation is expected to result in a more appropriate and effective capital structure for the Company.

As at the date of this Notice of Meeting, the Company has a total of 2,711,804,042 Shares on issue. In addition, up to a further 19,517,694 Shares will be issued on a pre-Consolidation basis pursuant to Resolutions 3 to 6 (if they are passed), therefore totalling 2,731,321,736 Shares on issue on a pre-Consolidation basis.

Following implementation of the Consolidation, the Company expects there will be approximately 54,626,435 Shares on issue (subject to rounding of fractions as detailed below, assuming the Shares are issued pursuant to Resolutions 3 to 6 and assuming no further issues of Shares occur between the date of this Notice of Meeting and the implementation of the Consolidation).

The Consolidation applies equally to all Shareholders and individual shareholdings will be reduced in the same ratio as the total number of Shares (subject only to the rounding of fractions). Therefore, the Consolidation will have no material effect on the percentage interest of each individual Shareholder.

Shareholders should note that the Consolidation, if approved, would also have an effect on the Company's Share price. The price per Share may increase proportionately to reflect the reduced number of Shares on issue (although this is not certain and may be impacted by market movements or other events).

As at the date of this Notice of Meeting, the Company has a total number of 230,136,438 Options, on a pre-Consolidation basis.

The Options, on a pre-Consolidation basis, comprise:

(a) 31,706,541 unlisted Options exercisable at $0.0500 on or before 31 March 2027;

(b) 130,000,000 unlisted Options exercisable at $0.0225 on or before 30 November 2027; and

(c) 68,429,897 unlisted employee share options at various exercise price and expiry dates.

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Following the Consolidation, the Options will have exercise prices ranging from $0.00 to $25.00.

The following table sets out the approximate number of Options that will be on issue and their applicable exercise prices if the Consolidation is implemented (but subject to rounding of fractions as detailed below, and assuming no further issues of Options occur between the date of this Notice of Meeting and the implementation of the Consolidation):

Number of Options	Exercise Price	Number of Options	Exercise Price	Expiry Date
Pre-consolidation	Pre-consolidation	Post- Consolidation	Post- Consolidation	
31,706,541	$0.0500	634,131	$2.5000	31 March 2027
130,000,000	$0.0225	2,600,000	$1.1250	30 November 2027
68,429,897	Refer Table 1 below	1,368,600	Refer Table 1 below	Refer Table 1 below
230,136,438		**4,602,731**		

Table 1: Unlisted employee share options at various exercise price and expiry dates.

Number of Options	Exercise Price	Number of Options	Exercise Price	Expiry Date
Pre-consolidation	Pre-consolidation	Post- Consolidation	Post- Consolidation	
170,639	$0.0000	3,413	$0.0000	31 October 2026
250,000	$0.1760	5,000	$8.8000	31 October 2026
191,665	$0.0000	3,834	$0.0000	20 June 2027
5,606,500	$0.0000	112,130	$0.0000	31 July 2027
600,000	$0.5000	12,000	$25.000	31 July 2027
33,333,333	$0.0000	666,667	$0.0000	31 October 2027
15,000,000	$0.0225	300,000	$1.1250	30 November 2027
4,500,000	$0.0000	90,000	$0.0000	31 January 2028
830,000	$0.0000	16,600	$0.0000	28 February 2028
4,697,760	$0.0000	93,956	$0.0000	30 September 2028
3,250,000	$0.0000	65,000	$0.0000	31 October 2028
68,429,897		1,368,600		

Treatment of fractions

Where the Consolidation of the Company's Equity Securities results in an entitlement to a fraction of an Equity Security, the fraction will be rounded up to the next whole number of Equity Security.

Taxation

Holders are advised to seek their own tax advice on the effect of the Consolidation. The Company, the Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation or the other proposed Resolutions.

Holding statements

From the date of the Consolidation:

(a) all holding statements for previously quoted Shares will cease to have any effect, except as evidence of an entitlement to a certain number of Shares on a post-Consolidation basis; and

(b) all holding statements for Options will cease to have any effect, except as evidence of entitlement to a certain number of Options on a post-Consolidation basis.

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After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares proposed to be quoted to be issued to holders of those Shares and, to the extent required, new holding statements for Options to be issued to Option holders.

It is the responsibility of each holder to check the number of Equity Securities in the Company held prior to subsequent disposal or exercise (as the case may be).

Indicative Timetable

The Consolidation will take effect in accordance with the following proposed reorganisation timetable if Resolution 7 is passed (or such other timetable as the Board may determine, if applicable):

Date	Event
Tuesday 20 October 2026 (Estimated)	Announcement of Annual General Meeting Notice of Meeting to ASX Company announces Consolidation by lodging Appendix 3A.3, with the effective date of the Consolidation being Monday 7 December 2026.
Monday 26 October 2026 (Estimated) – No later	Dispatch of Annual General Meeting Notice of Meeting to Shareholders
Wednesday, 25 November 2026	Annual General Meeting to approve the Consolidation. Announce to ASX 1. Results of Annual General Meeting; and 2. Date of Consolidation under Listing Rule 3.10.1
Monday, 7 December 2026	Effective date of Consolidation.
Tuesday, 8 December 2026 1 Business Day after Effective date	Last day for ASX trading of Shares on a pre-Consolidation basis.
Wednesday, 9 December 2026 2 Business Days after Effective date	Trading in post-Consolidation Shares commences on a deferred settlement basis.
Thursday, 10 December 2026 3 Business Days after Effective date	Record date for Consolidation. Last day for Company to register transfers on a pre-Consolidation basis.
Friday, 11 December 2026 1 Business Day after record date	First day for the Company to update its register and to send a notice to each security holder reflecting the change to the number of securities they hold.
Thursday, 17 December 2026 5 Business Days after record date	Last day for the Company to update its register and to send a notice to each security holder reflecting the change to the number of securities they hold and to notify ASX this has occurred.

Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 7.

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SCHEDULE 1
Definitions

In this Notice and the Explanatory Statement:

$ means Australian Dollars.

AEDT means Australian Eastern Daylight-Saving Time.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice.

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

ASIC means the Australian Securities and Investments Commission.

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

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 Dubber Corporation Limited ACN 089 145 424.

Consolidation has the meaning given in the part of the Explanatory Statement concerning Resolution 7.

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.

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

Director Fee Shares means the proposed Shares being issued under Resolutions 3 to 6 (inclusive).

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement attached to the Notice.

Group means the Company and its subsidiaries.

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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.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of annual general meeting dated 7 September 2026.

Option means option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

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

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

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

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Dubber Corporation Limited | ABN 64 089 145 424

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SAMPLE

Your proxy voting instruction must be received by **11:00am (AEDT) on Monday, 23 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Dubber Corporation Limited, to be held virtually at **11:00am (AEDT) on Wednesday, 25 November 2026 and physically at Hub Flinders Street, Workshop Space, Level 7, 180 Flinders Street, Melbourne VIC 3000** hereby:

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

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:
The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-Election of Director – Edward Pretty	☐	☐	☐
3	Approval of Issue of Remuneration Shares to Simon Crowther, Director of the Company	☐	☐	☐
4	Approval of Issue of Remuneration Shares to Edward Pretty, Director of the Company	☐	☐	☐
5	Approval of Issue of Remuneration Shares to Jeremy Davis, Director of the Company	☐	☐	☐
6	Approval of Issue of Remuneration Shares to Matthew Bellizia, Director of the Company	☐	☐	☐
7	Approval of Consolidation	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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