13 OCTOBER 2026

Dear Shareholders,

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

Notice is hereby given that the Annual General Meeting of Shareholders of Adisyn Ltd **(ASX: AI1, "Adisyn" or "the Company")** will be held by a Virtual Meeting online via meeting registration at: https://meeting.xcend.app/AI1AGM2026, on Thursday, 12 November 2026, at 3:00pm (AWST).

The Notice of Meeting **(NOM or Notice)** 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 advisor, lawyer, accountant or other professional adviser.

In accordance with section 110C-110K of the Corporations Act 2001 (Cth) (Corporations Act), Shareholders will not be sent a hard copy of the Notice unless they have previously elected to receive documents in hard copy. The NOM is made available to shareholders electronically. This means that:

- *You can access the Notice online at the Company's website https://investors.adisyn.com/announcements*
- *A complete copy of the Notice and Proxy form has been posted to the Company's ASX Market announcements platform at www.asx.com.au under the Company's ASX code "AI1"*

Those shareholders who receive their company communications in the post will receive a printed copy of this announcement and their personalised proxy form.

Shareholders who receive their communications electronically will, as they have on previous occasions, receive an email from the Company's share registry, Xcend Pty Ltd, with links directing them to this notice and the online voting portal https://investor.xcend.app

The Company further advises that voting on all resolutions will be conducted by a poll and encourages those shareholders who cannot attend the meeting to lodge their proxy forms no later than 48 hours before the meeting, being 3:00pm (AWST) on Tuesday, 10 November 2026. Any proxy forms received after that time will not be valid for the meeting.

This ASX Announcement has been authorised for release by the Board of Adisyn Ltd

Kyla Garic
Company Secretary
Adisyn Ltd
cosec@adisyn.com.au

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Adisyn Ltd

(ACN 155 473 304)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Thursday, 12 November 2026

3:00 PM AWST

Venue: Virtual meeting held online via meeting registration at:
https://meeting.xcend.app/AI1AGM2026

The Annual Report is available online at https://adisyn.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 8 6141 1011 or email at cosec@adisyn.com.au.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Adisyn Ltd (ACN 155 473 304) (**Company**) on Thursday, 12 November 2026 commencing at 3:00 PM AWST online via meeting registration at: https://meeting.xcend.app/AI1AGM2026 (**Meeting**).

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 AWST on Tuesday, 10 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 as a **non-binding resolution** the following:

"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 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 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 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 Blake Burton

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

"That, for the purpose of clause 6.3 of the Constitution, and for all other purposes, Mr Blake Burton, a Director , retires, and being eligible for re-election, is elected as a Director with immediate effect."

3. Resolution 3 – Re-election of Director – Mr Arye Kohavi

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

"That, for the purpose of clause 6.3(l) of the Constitution, and for all other purposes, Mr Arye Kohavi, a Director, retires, and being eligible for re-election, is elected as a Director with immediate effect."

4. Resolution 4 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with 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 Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum."

5. Resolution 5(a) and 5(b) – Ratification of Prior Issue of Placement Shares (Listing Rules 7.1 and 7.1A Capacity)

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 121,031,885 Placement Shares issued under the Company's Listing Rule 7.1 capacity; and

(b) 83,412,560 Placement Shares issued under the Company's Listing Rule 7.1A capacity

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

Voting Exclusion Statement

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants (and/or their respective nominees)); or

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

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

(a) a person as a 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;

(a) 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

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

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

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

(i)

6. Resolution 6 – Approval to issue Director Placement Shares to Director (Mr Kevin Crofton)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 1,481,481 Director Placement Shares to Mr Kevin Crofton (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) the 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 entity) (namely, Mr Kevin Crofton (and/or his nominees)); or

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

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

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

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

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

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

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

7. Resolution 7 – Approval to issue Director Placement Shares to Director (Mr Dominic O'Hanlon)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 1,481,481 Director Placement Shares to Mr Dominic O'Hanlon (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) the 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 entity) (namely, Mr Dominic O'Hanlon (and/or his nominees)); or

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

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

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

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

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

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

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

Dated 13 October 2026

BY ORDER OF THE BOARD

Ms Kyla Garic
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 by virtual means via https://meeting.xcend.app/AI1AGM2026 on Thursday, 12 November 2026 commencing at 3:00 PM AWST.

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 How to participate and vote at the meeting

Shareholders can attend the Meeting online at the following link https://meeting.xcend.app/AI1AGM2026.

The Company's share registry, requires Shareholders to register their attendance in advance through via the virtual meeting portal using the instruction below:

(a) Enter the link https://meeting.xcend.app/AI1AGM2026 into a web browser or to scan the QR code on the Proxy Form; and

(b) Shareholders will need their SRN or HIN (which is printed at the top of the Proxy Form) and their postcode.

Once Shareholders have completed registration, a Zoom webinar link and telephone dial-in details will be provided.

Proxyholders will need to contact the Company's share registry at least 24 hours before the Meeting to obtain proxy login details.

Further information on how to register, participate and vote virtually is set out in the "Online Meeting Guide" on the Proxy Form.

2.2 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 to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

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

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(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

(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.

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2.3 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 Resolution 1, Resolution 6 and Resolution 7 unless you direct them how to do so.

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 Resolution 1, Resolution 6 and Resolution 7, by marking "For", "Against" or "Abstain" for each of those resolutions.

2.4 Submit your Proxy Vote

2.4.1 Online

Lodge your proxy vote online by scanning the QR Code on the enclosed Proxy Form with your tablet or mobile, or enter the following URL into your internet browser: https://investor.xcend.app/sha.

2.4.2 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.

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

BY MAIL:	Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225
BY EMAIL:	meetings@xcend.co
BY QR CODE:	Using the QR Code on the Proxy Form

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://adisyn.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 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, 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.

5. Resolution 2 – Re-election of Director – Mr Blake Burton

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), shall retire

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from office, 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.

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

Mr Blake Burton (**Mr Burton**) will retire in accordance with clause 6.3 of the Constitution and being eligible, seeks re-election.

5.2 Background and qualifications

Details of Mr Burton's background and experience are set out in the Annual Report.

5.3 Independence

If re-elected, the Board considers Mr Burton to not be an independent director.

5.4 Board recommendation

The Board (excluding Mr Burton) 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 – Re-election of Director – Mr Arye Kohavi

6.1 General

Clause 6.3(l) of the Constitution requires that a Director who ceases to be the managing director must retire at the next annual general meeting following the Director ceasing to be managing director.

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

On 7 September 2026, the Company announced that Mr Arye Kohavi's (**Mr Kohavi**) role with the Company had been varied from Managing Director to Non-Executive Director, effective immediately.

Accordingly, Mr Kohavi will return in accordance with clause 6.3(l) of the Constitution and being eligible, seeks re-election.

6.2 Background and qualifications

Details of Mr Kohavi's background and experience are set out in the Annual Report.

6.3 Independence

If re-elected, the Board considers Mr Kohavi to not be an independent director.

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6.4 Board recommendation

The Board (excluding Mr Kohavi) recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

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 Listing Rule 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 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 $123,625,029 (based on the number of Shares on issue and the closing price of Shares on the ASX on 28 September 2026) and is therefore 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 Listing Rule 7.1A.2 (refer Section 7.2(c) below).

7.2 Description of 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 4 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: AI1).

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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 Listing Rule 7.2 other than Exception 9,16 or 17;

(B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within 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 Listing Rule 7.1 or 7.4;

(C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within 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 rules to have been approved, under rule 7.1 or rule 7.4;

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

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

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The ability of an entity to issue Equity Securities under 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 1,177,381,234 Shares and therefore, subject to Shareholders approving Resolutions 4, 5(a) and 5(b), will have capacity to issue:

(i) 176,607,185 Equity Securities under Listing Rule 7.1; and

(ii) 117,738,123 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under 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 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 Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 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.

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7.4 Specific information required by Listing Rule 7.3A

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

(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 4 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 of 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 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price or 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		
		$0.0525 **50% decrease in Issue Price**	**$0.105** **Issue Price**	**$0.21** **100% increase in Issue Price**
Current Variable "A" **1,177,381,234 Shares**	10% Voting Dilution	117,738,123 Shares	117,738,123 Shares	117,738,123 Shares
	Funds raised	$6,181,251	$12,362,503	$24,725,006
50% increase in current Variable "A **1,766,071,851 Shares**	10% Voting Dilution	176,607,185 Shares	176,607,185 Shares	176,607,185 Shares
	Funds raised	$9,271,877	$18,543,754	$37,087,509
100% increase in current Variable "A" **2,354,762,468 Shares**	10% Voting Dilution	235,476,247 Shares	235,476,247 Shares	235,476,247 Shares
	Funds raised	$12,362,503	$24,725,006	$49,450,012

Notes:

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 Listing Rule 7.1A, not under the 15% placement capacity under 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 $0.105, being the closing price of the Shares on ASX on 28 September 2026.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under 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), continued project development and general working capital

(e) The Company will comply with the disclosure obligations under the 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 Listing Rule 7.1A at its annual general meeting held on 27 November 2025. In the 12 months preceding the date of the 2026 Annual General Meeting, the Company issued a total of 83,412,560 Equity Securities under Listing Rule 7.1A, representing 8.7% of the total number of Equity Securities on issue at 27 November 2025. Details of the Equity Securities issued under Listing Rule 7.1A in the preceding 12 month period are set out in Schedule 2.

(h) For the purpose of Listing Rule 14.1A (and in addition to the disclosure in clause 7.2.1(a)(ii)(A)(1)(a)(b) above):

(i) if Resolution 4 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and

(ii) if Resolution 4 is not passed, the Directors will not be able to issue the Equity Securities under 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 Listing Rules 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 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 4.

8. Resolutions 5(a) and 5(b) – Ratification of Prior Issue of Placement Shares (Listing Rule 7.1 and 7.1A Capacity)

8.1 General

On 23 April 2026, the Company announced it had received firm commitments to raise up to $14,000,000, $13,800,000 (before costs) (**Placement**) through the issue of up to 204,444,445 fully paid ordinary Shares at $0.0675 each (**Placement Shares**).

The Placement comprised of:

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(a) 204,444,445 Placement Shares to be issued to professional and sophisticated investors (**Placement Participants**); and

(b) Subject to prior Shareholder approval, a total of 2,962,962 Placement Shares at an issue price of $0.0675 each (**Director Placement Shares**) to be issued to Directors of the Company, as follows:

(i) 1,481,481 Director Placement Shares to be issued to Mr Kevin Crofton (and/or his nominees) (the subject of Resolution 6); and

(ii) 1,481,481 Director Placement Shares to be issued to Mr Dominic O'Hanlon (and/or his nominees) (the subject of Resolution 7).

The Director Placement Shares will be issued on the same terms as the Placement Shares issued to unrelated Placement Participants, to raise an additional $200,000 (before costs).

The Company issued 204,444,445 Placement Shares to Placement Participants (and/or his nominees) on 30 April 2026 as follows:

(a) 121,031,885 Placement Shares issued under the Company's existing Listing Rule 7.1 capacity (the subject of Resolution 5(a)); and

(b) 83,412,560 Placement Shares issued under the Company's existing Listing Rule 7.1A capacity (the subject of Resolution 5(b)).

The issue of the Placement Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A.

The Placement was led by Sandton Capital Advisory (**Lead Manager**) will receive a management fee of 6% of gross proceeds raised.

Funds raised from the Placement will be applied to the advancement of graphene technology programs, business development initiatives, working capital and the costs of the offer.

Further details regarding the Placement are set out in the Company's announcement dated 23 April 2026.

Accordingly, Resolution 5(a) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 121,031,885 Placement Shares and Resolution 5(b) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 83,412,560 Placement Shares.

8.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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The issue of the Placement Shares does not fit within the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the combined 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

8.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 or Listing Rule 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 or Listing Rule 7.1A. By ratifying the issue of the Placement Shares, the Company will retain flexibility to issue the equity securities in the future up to the 15% placement capacity set out in Listing Rules 7.1 and up to the 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. To this end, Resolutions 5(a) and 5(b) seeks Shareholder approval for the ratification of the issue of the Placement Shares for the purpose of Listing Rule 7.4.

8.4 Technical information required by Listing Rule 14.1A

If Resolution 5(a) is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5(b) is passed, the issue of the Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5(a) is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5(b) is not passed, the Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

8.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5(a) and 5(b):

(a) a total of 204,444,445 Placement Shares were issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors who are clients of the Lead Manager. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;

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(b) in accordance with paragraph 7.4 of Guidance Note 21, the Company confirms that none of the Placement Participants are:

(i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

(ii) were issued more than 1% of the issued capital of the Company, except for the following:

A. UBS Nominees Pty Ltd (and/or its nominees) (being an existing substantial holder of the Company), that was issued 29,629,630 Placement Shares; and

B. Citicorp Nominees Pty Ltd (and/or its nominees) (being an existing substantial holder of the Company), that was issued 76,296,296 Placement Shares;

(c) a total of 204,444,445 Placement Shares were issued as follows:

(i) 121,031,885 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 5(a)); and

(ii) 83,412,560 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 5(b));

(d) the Placement Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;

(e) the Placement Shares were issued on 30 April 2026;

(f) the issue price of the Placement Shares was $0.0675 each;

(g) the purpose of the issue of the Placement Shares was to raise approximately $13,800,000 (before costs). Funds raised from the issue of the Placement Shares will be used in the manner set out in Section 8.1 above;

(h) the Placement Shares were not issued under an agreement; and

(i) a voting exclusion statement is set out in the Notice in respect of Resolutions 5(a) and 5(b).

8.6 Board Recommendation

The Directors of the Company believe Resolutions 5(a) and 5(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolutions 5(a) and 5(b). The Chair intends to vote all undirected proxies in favour of Resolutions 5(a) and 5(b).

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9. Resolutions 6 and 7 – Approval to issue Director Placement Shares to Directors (Mr Kevin Crofton and Mr Dominic O'Hanlon)

9.1 General

As set out in Section 8.1 above, subject to Shareholder approval, an aggregate of 2,962,962 Director Placement Shares are to be issued to the Directors, as follows:

(a) 1,481,481 Director Placement Shares to be issued to Mr Kevin Crofton (and/or his nominees) (the subject of Resolution 6); and

(b) 1,481,481 Director Placement Shares to be issued to Mr Dominic O'Hanlon (and/or his nominees) (the subjection of Resolution 7).

Accordingly, Resolutions 6 and 7 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of a total of 2,962,962 Director Placement Shares to Mr Kevin Crofton and Mr Dominic O'Hanlon (and/or their respective nominees), as set out above.

Further details regarding the Placement are set out in Section 8.1 and the Company's announcement dated 23 April 2026.

9.2 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company or an entity that the public company controls to give a financial benefit to a related party of the public company the public company or entity must:

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

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

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

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to Mr Kevin Crofton and Mr Dominic O'Hanlon who are related parties of the Company by virtue of being Directors.

In respect of Resolution 6, the Directors (excluding Mr Kevin Crofton), each of whom do not have a material personal interest in Resolution 6, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Shares to Mr Kevin Crofton (and/or his nominees), given that the proposed issue of the Director Placement Shares are considered to be on arm's length terms (being on the same terms as the Placement Shares to the unrelated Placement Participants).

In respect of Resolution 7, the Directors (excluding Mr Dominic O'Hanlon), each of whom do not have a material personal interest in Resolution 7, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of Director Placement Shares to Mr Dominic O'Hanlon (and/or his nominees), given that the proposed issue of the Director Placement Shares are considered to be on arm's length terms (being on the same terms as the Placement Shares to the unrelated Placement Participants).

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9.3 Listing Rule 10.11

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

(a) a related party;

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

(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 Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The proposed issue of the Director Placement Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, the proposed issue of the Director Placement Shares requires the approval of Shareholders under Listing Rule 10.11.

9.4 Listing Rule 14.1A

If Resolutions 6 and 7 are passed, the Company will be able to proceed with issuing Director Placement Shares within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Shares will not use up any of the Company's 15% placement capacity under Listing Rule 7.1. The issue of the Director Placement Shares will also allow the Company to raise additional funds of approximately $200,000 (before costs), which will be used in the manner set out in Section 8.1.

If Resolutions 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares, and no further funds will be raised.

9.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 6 and 7:

(a) the Director Placement Shares will be issued to Mr Kevin Crofton and Mr Dominic O'Hanlon (and/or their respective nominees);

(b) Mr Kevin Crofton and Mr Dominic O'Hanlon both fall within the category of Listing Rule 10.11.1 by virtue of each being a Director of the Company;

(c) an aggregate of 2,962,962 Director Placement Shares as follows:

(i) 1,481,481 Director Placement Shares to be issued to Mr Kevin Crofton (and/or his nominees) (the subject of Resolution 6); and

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(ii) 1,481,481 Director Placement Shares to be issued to Mr Dominic O'Hanlon (and/or his nominees) (the subject of Resolution 7).

(d) the Director Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;

(e) the Director Placement Shares will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(f) the issue price of the Director Placement Shares is $0.0675 each (being the same issue price as the Placement Shares);

(g) the purpose of the issue of the Director Placement Shares is to enable the Directors to participate in the Placement and to raise an additional $200,000 (before costs). Funds raised via the issue of the Director Placement Shares will be aggregated with funds raised via the issue of the Placement Shares to unrelated Placement Participants and used in the manner set out in Section 8.1 above;

(h) the issue of the Director Placement Shares is not intended to remunerate or incentivise Mr Kevin Crofton and Mr Dominic O'Hanlon;

(i) the Director Placement Shares are not being issued under any agreement; and

(j) a voting exclusion statement is included in Resolutions 6 and 7 of this Notice.

9.6 Board recommendation

The Board:

(a) (except Mr Kevin Crofton) believes Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 6; and

(b) (except Mr Dominic O'Hanlon) believes Resolution 7 are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 6 and 7 (respectively).

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SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.1.

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

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

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.

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

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 Perth.

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

Closely Related Party means: of a member of the Key Management Personnel means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependant of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; (e) a company the member controls; or (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition in section 9 of the Corporations Act.

Company means Adisyn Ltd (ACN 155 473 304).

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 Placement Shares has the meaning given in Section 8.1.

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.

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

Explanatory Memorandum means the explanatory memorandum attached to the 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.

Lead Manager has the meaning given in Section 8.1.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Placement has the meaning given in Section 8.1.

Placement Participants has the meaning given in Section 8.1.

Placement Shares has the meaning given in Section 8.1.

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 resolution contained in the Notice.

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 in Section 4.

VWAP means volume weight average price.

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

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SCHEDULE 2 – Equity Shares Issued under Listing Rule 7.1A in the 12 Months Preceding the AGM

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount	Rule pursuant to which the Issue is made	Consideration	
30.04.2026	83,412,560	Fully paid ordinary Share issued on the same terms and conditions of the ordinary Shares in the Company	The fully paid ordinary shares were issued to: sophisticated and professional investors as part of a private Placement	Issue Price: $0.0675 Discount: 68.6% discount to market price at the time of issue	83,412,560 Fully paid ordinary shares issued pursuant to Listing Rule 7.1. /7.1A	Total cash consideration	$ 5,630,348
						Amount of cash consideration spent and Description of what consideration was spent on	- N/A
						Amount of cash consideration remaining and Intended use for remaining cash consideration	$ 5,630,348 Intended use of remaining funds: The funds will be directed towards advancement of graphene technology programs, business development initiatives, working capital and the costs of the offer.
						Non-cash consideration paid and current value of that non-cash consideration	-

adisyn

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www.xcend.co
+61 (2) 8591 8509
meetings@xcend.co

Adisyn Ltd
ACN 155 473 304

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, 3, 5(a), 5(b), 6 and 7.

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	Thursday, 12 November 2026 at 3:00pm (AWST)
Online	https://meeting.xcend.app/AI1AGM2026 (refer to the Online Meeting Guide)

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: Adisyn 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: Tuesday, 10 November 2026 at 3:00pm (AWST)
(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 - Adisyn Ltd
Annual General Meeting November 2026

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Appointment of Proxy

I/We, being member(s) of Adisyn 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 Thursday, 12 November 2026 at 3:00pm (AWST) to be held virtually via registration at https://meeting.xcend.app/AI1AGM2026 (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 Resolution 1, even though the Resolution is 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 Blake Burton			
3	Re-election of Director – Mr Arye Kohavi			
4	Approval of 10% Placement Facility			
5(a)	Ratification of Prior Issue of 121,031,885 Placement Shares (Listing Rule 7.1 Capacity)			
5(b)	Ratification of Prior Issue of 83,412,560 Placement Shares (Listing Rule 7.1A Capacity)			
6	Approval to issue Director Placement Shares to Director (Mr Kevin Crofton)			
7	Approval to issue Director Placement Shares to Director (Mr Dominic O'Hanlon)			

SAMPLE

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.

SRN/HIN:

Registered Name & Address

«EntityRegistrationDetailsLine5Envelope»

Online Meeting Guide

Attending the Meeting Virtually

Registration (Required)

Register in advance via our Virtual Meeting Portal: https://meeting.xcend.app/AI1AGM2026
Or scan the QR code with your mobile device or tablet.

You will need	Your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) Your postcode (or country if outside Australia)
Accessing the Meeting **Important - Please ensure the Zoom client is installed on your device to participate fully and ask questions during the meeting.**	Once registered, you will receive: A Zoom webinar link Telephone dial-in details
Telephone Participation	Shareholders joining by telephone can listen to the meeting but will not be able to ask questions.
Voting	Voting will take place during the meeting via our meeting portal: https://meeting.xcend.app/AI1AGM2026 You will be prompted to vote at the appropriate time.
Proxy Holders	If you have been appointed as a proxy, please contact XCEND at least 24 hours before the Annual General Meeting to obtain your login details.
Need Help?	Contact XCEND on +61 (2) 8591-8509 for assistance.

SAMPLE

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