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NOTICE OF ANNUAL GENERAL MEETING OF URBANISE.COM LIMITED (ACN 095 768 086)

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Place: The Fullerton Hotel, Meeting Room 4, Level 4, 1 Martin Place, Sydney NSW 2000

Date: Tuesday, 17 November 2026

Time: 11:00 am (AEDT)

The Meeting is being held by way of a hybrid meeting from a physical location in Sydney and using the Lumi AGM technology. Shareholders are urged to attend and vote at the meeting electronically using the Lumi AGM technology or vote by lodging the Proxy Form attached to this Notice.

DATED this 16 October 2026

By order of the Board:

Kim Larkin
Company Secretary

www.urbanise.com

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AGENDA

A. Address by the Chair and Chief Executive Officer

B. To consider and receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2026.

C. Resolutions:

1. Remuneration Report

To consider and, if in favour, pass the following as an **advisory** (non-binding) resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That, the Company adopt the Remuneration Report for the year ended 30 June 2026 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Note: This Resolution is advisory only and does not bind the Company or the Directors.

This resolution shall be determined under section 250R(2) of the *Corporations Act 2001* (Cth). Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD *Corporations Act 2001* (Cth). Restrictions also apply to votes cast as proxy unless exceptions apply.

This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

2. Election of Director – Edward Sheehy

Mr Edward Sheehy was appointed as a Director of the Company on 1 October 2026 to fill a casual vacancy and retires in accordance with Listing Rule 14.4 and Rule 19.2 of the Constitution.

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, Edward Sheehy who, having previously been appointed to fill a casual vacancy, retires in accordance with Listing Rule 14.4 and Rule 19.2 of the Constitution and having consented to act and being eligible, be elected as a Director of the Company."

3. Election of Director – Christopher Fydler

Mr Christopher Fydler was appointed as a Director of the Company on 9 October 2026 to fill a casual vacancy and retires in accordance with Listing Rule 14.4 and Rule 19.2 of the Constitution.

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, Christopher Fydler who, having previously been appointed to fill a casual vacancy, retires in accordance with Listing Rule 14.4 and Rule 19.2 of the Constitution and having consented to act and being eligible, be elected as a Director of the Company."

4. Re-election of Director –Darc Rasmussen

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, Darc Rasmussen, who retires in accordance with Listing Rule 14.5 and Rule 19.3 of the Constitution, and who, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

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5. Appointment of Auditor

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, for the purposes of section 327C (2) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd of Level 25, 252 Pitt St, Sydney NSW 2000, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company."

6. Increase in Annual Aggregate Non-Executive Directors' Fees

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, for the purposes of clause 19.5(a) of the Constitution and Listing Rule 10.17 and for all other purposes, the maximum total fees payable in aggregate to Non-Executive Directors be increased from A$250,000 per annum to A$300,000 per annum."

7. Issue of Share Appreciation Rights to Executive Director

To consider and, if in favour, pass the following resolution as an **ordinary** resolution:

"That, pursuant to ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of 5,000,000 Share Appreciation Rights to Mr Darc Rasmussen, Executive Chairman (or his nominee), under the Company's Employee Incentive Plan, on the terms outlined in the Explanatory Memorandum."

Note: If approval is obtained under Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11 as set out in the Explanatory Memorandum.
This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

8. Issue of Share Appreciation Rights to Non-Executive Director

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, pursuant to ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of 2,160,000 Share Appreciation Rights to Mr Edward Sheehy, Non-Executive Director (or his nominee), under the Company's Employee Incentive Plan, on the terms outlined in the Explanatory Memorandum."

Note: If approval is obtained under Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11 as set out in the Explanatory Memorandum.
This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

9. Issue of Share Appreciation Rights to Non-Executive Director

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That, pursuant to ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of 2,160,000 Share Appreciation Rights to Mr Christopher Fydler, Non-Executive Director (or his nominee), under the Company's Employee Incentive Plan, on the terms outlined in the Explanatory Memorandum."

Note: If approval is obtained under Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11 as set out in the Explanatory Memorandum.
This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

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10. Approval of Potential Termination Benefits

To consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

"That for the purposes of sections 200B, 200C and 200E of the Corporations Act and ASX Listing Rule 10.19, and for all other purposes, approval is given for the provision of benefits where all of the following conditions are met:

a) the person receiving the benefit is currently or, in the future, an employee of the Company or a related body corporate;

b) the person holds a managerial or executive office (as defined in the Corporations Act);

c) the benefit is paid or provided:

a) on the person ceasing to hold a managerial or executive office, or position of employment, in the Company or a related body corporate of the Company; or

b) in connection with the transfer of the whole or any part of the undertaking or property of the Company; and

c) the benefit is paid or provided on the terms set out in the Explanatory Statement."

11. Approval of 10% Placement Facility

To consider and, if in favour, pass the following Resolution as a **special** resolution:

"That, in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue 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 over a 12-month period from the date of this Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions contained in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

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NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting exclusion statements

Resolution 1 – the Company will disregard votes cast, by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the *Corporations Act 2001* (Cth).

However, such a person may cast a vote on this Resolution if:

- the person is appointed as proxy that specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- the person is the chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel of the Company.

Resolution 6 – In accordance with the Listing Rules, the Company will disregard any votes cast on this Resolution by or on behalf of:

- a Director; or
- an associate of a Director.

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

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

In addition, in accordance with section 250BD 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 (including any Director) whose remuneration is connected with this Resolution, or a Closely Related Party of such a member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote on the Resolution, and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolutions 7, 8 and 9 – in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or

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- an associate of that person or those persons.

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

- a person as 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; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Resolution 10 – The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
b) an associate of that person or those persons; or
c) an eligible employee of the Company holding a "managerial or executive office" (which includes members of the KMP) who may, as a retiree, or in connection with the transfer of the whole or any part of the undertaking or property of the Company, receive a benefit approved under this resolution.

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

- a person as 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; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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However, this restriction will not prevent such a person casting a vote in favour of the proposed resolution, if the person does so as a proxy where the written appointment specifies how the proxy is to vote on the proposed resolution (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on the resolution).

The Company is also required under the Corporations Act to disregard any votes cast in their capacity as a proxy on the proposed resolution in this resolution by a member of the KMP or a closely related party of that person, where the appointment as proxy does not specify the way the proxy is to vote on the proposed resolution.

However, these restrictions will not apply to the Chairman of the AGM where the appointment expressly authorises the Chairman to exercise the proxy on the proposed resolution in this resolution, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this Notice of Meeting for more information.

Resolution 11 – As at the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in an issue of Equity Securities. Accordingly, the proposed persons to whom any Equity Securities may be issued under the 10% Placement Facility are not as yet known or identified.

In these circumstances (and in accordance with guidance under ASX Guidance Note 21 relating to Listing Rule 7.1A), where it is not known who will participate in the proposed issue of any Equity Securities under the 10% Placement Facility no existing Shareholder's votes will therefore be excluded from voting on Resolution 11.

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7:00 pm (AEDT) on 15 November 2026. This means that any Shareholder registered at 7:00 pm (AEDT) on 15 November 2026 is entitled to attend and vote at the Meeting.

4. Direct voting using the Lumi AGM Online Platform

The Meeting will be held by way of a hybrid meeting which means it is being held from a physical location in Sydney and also being held electronically using the Lumi AGM technology.

To ensure all Shareholders are able to attend the Meeting and are given a reasonable opportunity to participate in the Meeting, the Meeting is being held at a physical site and also electronically using the Lumi AGM technology which gives Shareholders access to join and participate in the Meeting via webcast, submit questions to the Chair in real time and directly vote at the Meeting using the voting technology.

Online Voting Procedures during the Meeting

Shareholders who wish to participate in the Meeting online may do so from their computer or mobile device, by entering the URL into their browser:

https://meetings.lumiconnect.com/300-797-393-783

If you choose to participate in the Meeting online or through the App, you can log in to the Meeting by entering:

1. The Meeting ID, which is – 300-797-393-783
2. Your username, which is your Voting Access Code (VAC) which can be located on the first page of your Proxy Form or Notice of Meeting email; and
3. Your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the country of their registered address as it appears on a recent statement.

If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

5. Shareholder questions

Whilst shareholders will be provided with the opportunity to ask questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the Annual Shareholders' Meeting to the Company Secretary, Ms Kim Larkin, by emailing to Kim.Larkin@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

6. Voting requirements

Recommendation 6.4 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chair has determined in accordance with rule 16.14 of the Constitution that all Resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the meeting must be passed by way of an ordinary resolution which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution, other than Resolution 1, which is advisory only, and Resolution 11, which must be passed by way of a special resolution in accordance with Listing Rule 7.1A and the Corporations Act, such that the Resolution must be approved by 75% of the votes cast by Shareholders entitled to vote on the Resolution.

7. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

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- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEDT) on 15 November 2026 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form; or
  - Faxed to Urbanise.com Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.
  - Voted online via the Company's Share Registry at www.votingonline.com.au/ubnagm2026

8. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

9. Voting Intentions

Subject to any voting restrictions and exclusions, the Chair intends to vote undirected proxies in favour of Resolutions 1 to 11 (inclusive).

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URBANISE.COM LIMITED

(ACN 095 768 086)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Urbanise.com Limited (**Company**) to be held as a hybrid meeting at The Fullerton Hotel, Meeting Room 4, Level 4, 1 Martin Place, Sydney NSW 2000, and also using online AGM Technology at 11:00 am (AEDT) on Tuesday, 17 November 2026.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Financial Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, if the question is relevant to:

(a) the content of the auditor's report; or

(b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00 pm on Tuesday, 10 November 2026 (AEDT). Please send any written questions for the auditors to:

The Company Secretary
Urbanise.com Limited
c/- Boardroom Pty Ltd
Level 8, 210 George Street
SYDNEY, NSW 2000

or via email to: Kim.Larkin@boardroomlimited.com.au

Resolution 1: Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2026. A copy is available on the Company's website.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

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Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company, at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

At the Company's 2025 Annual General Meeting, less than 25% of the votes cast on the resolution dealing with the Remuneration Report were voted against the adoption of the Remuneration Report. Accordingly, a Spill Resolution will not be put to this meeting regardless of the votes cast for or against this Resolution 1.

Directors' recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this Resolution.

Resolution 2: Election of Director – Edward Sheehy

Resolution 2 seeks approval for the election of Edward Sheehy as a Director with effect from the end of this Annual General Meeting.

In accordance with Listing Rule 14.5, the Company is required to hold an election of Directors at each annual general meeting.

In addition, Listing Rule 14.4 and Rule 19.2 of the Constitution specifies that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without election) past the next annual general meeting of the Company after their appointment.

Edward Sheehy was appointed as a Director to fill a casual vacancy with effect from 1 October 2026. As his appointment will terminate at the end of the Annual General Meeting, he submits himself for election by Shareholders. Mr Sheehy is considered an independent Non-Executive Director.

The Company provides the following biographic information of Mr Sheehy.

Mr Sheehy is an experienced board chair, non-executive director and technology investor with more than 20 years' experience in governance, strategy and executive leadership across high-growth software and technology businesses.

Mr Sheehy was the co-founder and Chief Executive Officer of Nuix, leading its growth from a start-up into a profitable global software company serving customers across North America, EMEA and APAC.

He has significant board experience, including as a long-standing director of Secure Code Warrior and founding Chair of Devicie. Mr Sheehy brings expertise in enterprise software, cyber security, artificial intelligence, international expansion, governance, risk management and scaling SaaS businesses. He has also served on Audit & Risk and Remuneration Committees and is recognised for his pragmatic and commercial approach to governance.

Directors' recommendation
The Directors (with Mr Sheehy abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3: Election of Director – Christopher Fydler

Resolution 3 seeks approval for the election of Christopher Fydler as a Director with effect from the end of this Annual General Meeting.

In accordance with Listing Rule 14.5, the Company is required to hold an election of Directors at each annual general meeting.

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In addition, Listing Rule 14.4 and Rule 19.2 of the Constitution specifies that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without election) past the next annual general meeting of the Company after their appointment.

Christopher Fydler was appointed as a Director to fill a casual vacancy with effect from 9 October 2026. As his appointment will terminate at the end of the Annual General Meeting, he/ submits himself for election by Shareholders. Mr Fydler is considered an independent Non-Executive Director.

The Company provides the following biographic information of Mr Fydler.

Mr Fydler brings more than 20 years' experience building and transforming technology businesses, with a strong track record in mergers and acquisitions, business integration and successful divestments. As CEO and Managing Director of Tambla, a formerly ASX-listed enterprise software company, he led acquisitions and the separate sale of its SaaS platform and SAP services practice. He subsequently led Libertas Solutions and was previously CEO and co-owner of Oriel Technologies, which was sold to BigAir Group.

A qualified lawyer, Mr Fydler holds Commerce and Law (Honours) degrees and is a Graduate of the Australian Institute of Company Directors. He also chairs Pymble Ladies' College.

Directors' recommendation
The Directors (with Mr Fydler abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4: Re-election of Darc Rasmussen

Listing Rule 14.5 requires the Company to hold an election of Directors at each annual general meeting.

In addition, the Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation at each annual general meeting.

Mr Darc Rasmussen retires and, being eligible, stands for re-election in accordance with the Constitution.

Mr Rasmussen is a seasoned enterprise software professional with over 25 years' experience successfully building and growing Software as a Service (SaaS) and Cloud based businesses across global markets. He has spent his career working and living in Europe, the USA and Asia/Pacific, growing public and private companies including Infor, SAP, IntraPower (Trusted Cloud) and Integrated Research (ASX:IRI).

Mr Rasmussen led the SAP (NYSE:SAP) global CRM Line of Business, building it from start-up to total annual revenues of US$1.5 billion, establishing SAP as the global leader in the CRM market. Darc was CEO at Integrated Research (ASX:IRI) and led the company through a whole of business transformation strategy that delivered 70%+ growth in Revenue and Profits along with a 4x+ growth in the company's market capitalization. During his tenure as CEO at IRI he led the development and execution of a product and go to market strategy that won IRI the distinction of Gartner "Cool Vendor" and established the company as the global market leader in the Unified Communications Performance Management market.

Mr Rasmussen was appointed as Chair of the Company on 16 January 2024.

Mr Rasmussen is also currently a Non-Executive Director on the Board of Objective Corporation (ASX:OCL).

Directors' recommendation

The Directors (with Mr Rasmussen abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 5: Appointment of auditor

The Board appointed BDO Audit Pty Ltd of Level 25, 252 Pitt St, Sydney NSW 2000 as the Company's new auditors on 18 December 2025.

This appointment followed the resignation of A D Danieli Audit Pty Ltd as the Company's auditor and ASIC's consent to their resignation, in accordance with the Corporations Act.

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The transition of auditor occurred due to the Company tendering its external audit program. BDO Audit Pty Ltd was selected by the Company after considering proposals received.

In accordance with the Corporations Act:

(a) BDO Audit Pty Ltd holds office as auditor until this AGM of the Company and is standing for re-appointment as auditor pursuant to this Resolution 5; and

(b) the Company has sought and obtained a nomination from a Shareholder for BDO Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Annexure C.

BDO Audit Pty Ltd have given their written consent to act as the Company's auditor subject to Shareholder approval of this Resolution.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 6: Increase in Annual Aggregate Non-Executive Directors' Fees

Background

In accordance with rule 19.5(a) of the Constitution and Listing Rule 10.17, the Company must not increase the total amount of non-executive Directors' fees payable by it and any of its child entities without the approval of holders of its ordinary securities.

Resolution 6 seeks Shareholder approval for the increase of the aggregate amount of fees available to be paid to non-executive Directors by A$50,000 from the current A$250,000 per annum to an aggregate amount of A$300,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

(a) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company;
(b) to remunerate Directors appropriately for the expectations and requirements placed upon them by both the Company and the regulatory environment in which it operates;
(c) to remunerate Directors appropriately for the increased responsibilities emanating from the expected growth of the Company; and
(d) to bring Director remuneration to competitive levels particularly as the Company considers appointment and/or additions of US-based non-executive Directors.

This proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will provide the Company with the flexibility to attract appropriately qualified non-executive Directors and to act quickly if the circumstances require it.

The remuneration of each Director for the year ended 30 June 2026 is detailed in the Annual Report.

For the purpose of Listing Rule 10.17 the details of securities issued to Directors with Shareholder approval within the last 3 years is as follows:

Director	Security Type	Amount	Date of Approval
Simon Lee	Performance Rights	49,151	18 November 2025
Darc Rasmussen	Performance Rights	173,208	18 November 2025
James Hourn	Performance Rights	86,604	18 November 2025
Simon Lee	Share Appreciation Rights	4,187,528	29 November 2024
Simon Lee	Performance Rights	225,457	29 November 2024

Darc Rasmussen	Share Appreciation Rights	4,330,188	29 November 2024
James Hourn	Share Appreciation Rights	2,165,094	29 November 2024
Simon Lee	Performance Rights	675,000	21 November 2023
Darc Rasmussen	Performance Rights	86,250	21 November 2023

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

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on this Resolution, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A voting exclusion statement for this Resolution is included in the Voting Exclusions.

Directors' recommendation

The Directors abstain from making a recommendation in respect of this Resolution.

Resolution 7 - Issue of Share Appreciation Rights to Executive Director

Background

Share Appreciation Rights (**SARs**) confer an entitlement to be issued one Share subject to the satisfaction of any vesting conditions on the terms set out in the Plan, the subject of Resolution 7.

The proposed grant of SARs does not represent an entitlement to the equivalent number of shares. Vesting and settlement are separate events. Whilst the vesting conditions outlined in an offer of SARs may be satisfied, the number of Shares subsequently issued on exercise may be substantially smaller, as determined by the net settlement calculation described below.

Subject to the approval of Shareholders, the Company proposes to grant a maximum of 5,000,000 Share Appreciation Rights to Mr Darc Rasmussen, Executive Chairman (or his nominee) (**Executive Director Rights**).

The proposed grant of SARs form part of the remuneration arrangement for Mr Rasmussen, as temporary Executive Chairman, which involves hands on responsibility for leading the Company's strategic and operational transition. The role is focused upon stabilising key customer and partner relationships, strengthening operating and delivery capability, and establishing the leadership and execution discipline needed for sustainable growth and an orderly succession. The proposed grant relates specifically to those executive responsibilities and is separate from grants previously made. Mr Rasmussen has accepted a cap on billable service fees, resulting in approximately 40% of the fees otherwise payable for services provided being forgone as a contribution towards the proposed grant of SARs. Cash fees are payable only for services provided, with no superannuation, paid leave, short-term incentive or cash bonus payable. The proposed grant therefore recognises both the service fees forgone and the incentive to deliver sustained shareholder value, preserving Company cash, while placing that remuneration at risk against future share-price performance.

The Share Appreciation Rights shall be issued under and subject to the terms of the Plan.

If Resolution 7 is approved, Mr Rasmussen (or his nominee) will be granted the Executive Director Rights, being a form of rights that may be issued under the Plan. These Executive Director Rights may vest when service based Vesting Conditions are satisfied. The Executive Director Rights are Share Appreciation Rights which are an entitlement to the value of a Share (less a notional exercise price determined by the Board (**Notional Exercise Price**).

See the explanatory notes for Resolution 7 and Annexure A of this Explanatory Memorandum for a description of Share Appreciation Rights.

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The type of equity proposed to be granted has been selected by the Board, based on independent advice from a specialist remuneration consultant engaged by the Board, because it creates a strong link between performance and reward.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive share scheme unless it obtains approval of its shareholders:

(a) a director of the company (Listing Rule 10.14.1).

(b) an associate of a director of the company (Listing Rule 10.14.2).

(c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders.

The issue of the Executive Director Rights falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 7 seeks the required Shareholder approval of the issue of the Executive Director Rights under, and for the purposes of, Listing Rule 10.14 and for all other purposes.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Executive Director Rights. Further, Listing Rule 7.2, Exception 14 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolution 7 is approved, the Executive Director Rights will not count towards the Company's placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Executive Director Rights.

Financial Benefit – Details and reasons

Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Share Appreciation Rights are set out below.

The reasons for giving this financial benefit are:

(a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;

(b) the total quantum of Share Appreciation Rights to be issued is reasonable in number, and will act as an incentive for future growth of the business;

(c) Share Appreciation Rights are designed to incentivise employees, and in this case, to incentivise Directors of the Company. Share Appreciation Rights also act to provide a retention incentive for key employees, such as Mr Rasmussen, to facilitate long-term growth;

(d) equity based incentives assist in the alignment of Shareholders and Directors' interests; and

(e) the Company believes the associated expense is limited and the nature of the Share Appreciation Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Share Appreciation Rights to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Share Appreciation Rights as the exception in section 211 of the Corporations Act applies.

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The Share Appreciation Rights are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Shareholder approval is nevertheless required under ASX Listing Rule 10.14 for the proposed grant to Mr Rasmussen under the Employee Incentive Plan, via this Resolution 7.

Further Details of the Executive Director Rights

Term

The Executive Director Rights that are the subject of this resolution will have a term that ends on the five (5) year anniversary of the date of grant of the Share Appreciation Rights.

The Executive Director Rights can be exercised at any time after Vesting, subject to any Exercise Restriction Period. If not exercised during the term, the Executive Director Rights will lapse. Share Appreciation Rights that have vested and exercised into Shares as a result of the Executive Director Rights under the Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Cost of Rights and Notional Exercise Price

No amount is payable by Mr Rasmussen for the Executive Director Rights, either in respect of their issue, or their exercise.

The Notional Exercise Price for each Share Appreciation Right is:

(a) $0.65 for Tranche 1 Share Appreciation Rights;

(b) $0.85 for Tranche 2 Share Appreciation Rights; and

(c) $1.05 for Tranche 3 Share Appreciation Rights.

Black Scholes Valuation Methodology

The Executive Director Rights have been valued in accordance with the Black Scholes valuation methodology, as set out below.

Assumptions	
Valuation Date	29th September 2026
Underlying Share Price	$0.64
Notional Exercise Price	Tranche 1 - $0.65 Tranche 2 – $0.85 Tranche 3 - $1.05
Term	5 years
Risk-free Rate of Return	5.04%
Dividend Yield	0%
Volatility	54.20%
Fair Value of an Executive Director Right	Tranche 1 - $0.280 Tranche 2 – $0.227 Tranche 3 - $0.188

In relation to certain assumptions outlined above, the Board notes as follows:

(a) the Valuation Date was the last date on which the Executive Director Rights could be valued prior to finalisation of the Notice of Meeting.

(b) the Underlying Share Price of $0.64 was the closing price of Shares on ASX on 29 September 2026. The Board considers it to be reasonable to use this Underlying Share Price on the basis of advice that the most recent "spot price" is typically used in a Black Scholes calculation.

(c) the risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the Valuation Date.

(d) the Board considers the volatility assumption to be reasonable in the circumstances.

Number of Executive Director Rights, Conditions and Valuation

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Share Appreciation Rights to be issued. A fair value for the Share Appreciation Rights to be issued has been calculated using the share price on 29 September 2026 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the Share Appreciation Rights which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Share Appreciation Rights.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 29 September 2026.

It is proposed that Mr Rasmussen (or his nominee) will be granted 3 tranches of SARs, for a total of 5,000,000 SARs, in relation to this Resolution as follows:

	Tranche 1	**Tranche 2**	**Tranche 3**
Recipient	Mr Darc Rasmussen, Executive Chairman (or his nominee)		
Number of Share Appreciation Rights	2,000,000	1,500,000	1,500,000
Vesting Date	Tranche 1 (2,000,000 Rights) will be eligible to vest upon achievement of the share price condition and service based vesting condition.	Tranche 2 (1,500,000 Rights) will be eligible to vest upon achievement of the share price condition and service based vesting condition.	Tranche 3 (1,500,000 Rights) will be eligible to vest upon achievement of the share price condition and service based vesting condition.
Notional Exercise Price Per Share Appreciation Right	$0.65	$0.85	$1.05
Vesting Conditions	The Rights are subject to both a service-based vesting condition and a share price performance condition.		
Restriction Period	Exercise Restriction Period - 180 days from the Grant Date. Share Disposal Restriction Period – 180 days from the relevant Vesting Date.		
Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.		
Employee Benefit Expense	$559,945	$341,043	$281,709

In summary, a total of 5,000,000 SARs are proposed to be issued under this Resolution. This represents a fair value of $1,183,000 for the at risk success based component of Mr Rasmussen's remuneration for his temporary Executive Chairman role. The proposed grant recognises the approximately 40% of services fees otherwise payable that are being forgone under the agreed cap and provides a performance incentive in lieu of a short-term incentive or cash bonus. The value ultimately realised depends upon satisfaction of the Vesting Conditions which includes the Company's share price performance.

Exercise of Vested Executive Director Rights

Vested Executive Director Rights may be exercised at any time between the Vesting Date and the end of their Term, by the participant submitting an Exercise Notice, failing which they will lapse. SARs that have vested and are

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exercised into Shares under the Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Upon exercise of vested Executive Director Rights, the value of each Share Appreciation Right (**SARs Value**) will be calculated as follows and will be converted into Shares based on the then Share price.

SARS Value for each Executive Director Right exercised	**Equals**	Current Market Price at the time of exercise of the Executive Director Rights	**Less**	Notional Exercise Price of the Executive Director Rights

In the event that the SARs Value at the time of exercise is zero or negative, the Executive Director Rights will have no value and Mr Rasmussen will have no entitlement to Shares on exercise of the Executive Director Rights.

In the event that the SARs Value at the time of its exercise is positive, each Executive Director Right will have value and Mr Rasmussen will be entitled to realise that value by the issue of Shares.

In the event that the Executive Director Rights are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Executive Director Rights will be calculated by:

(a) first, calculating the SARs Value of each Executive Director Right;

(b) second, multiplying the SARs Value for each Executive Director Right by the total number of Executive Director Rights exercised (Total SARs Value); and

(c) third, dividing the Total SARs Value by the Current Market Price (rounding up to the nearest whole number).

Information provided in accordance with Listing Rule 10.15

For the purpose of this Resolution, the following information is provided in relation to the proposed issue of the Executive Director Rights in accordance with Listing Rule 10.15:

(a) the related party is Mr Darc Rasmussen and he is a related party by virtue of being a Director who falls within Listing Rule 10.14.1;

(b) the number of Executive Director Rights to be allocated to Mr Rasmussen (or his nominee) is 5,000,000 SARs. The actual number available for exercise by Mr Rasmussen will depend on the satisfaction of the Vesting Conditions as set out above and the share price performance of the Company.

(c) the "Notional Exercise Price" of each Share Appreciation Right is set out above and accordingly the value that may be realised by Mr Rasmussen for each Executive Director Right (SARs Value) is an amount equal to the 'current market price' less the Notional Exercise Price at the time of exercise of the Executive Director Rights;

(d) the number of Shares that may be allocated on exercise of the Executive Director Rights is calculated in accordance with the formula in Schedule 1 (and as set out above); the estimated dilution effect that the vesting and exercise of all 5,000,000 SARs at an estimated 'current market price' ranging from $0.60 to $1.20, will have on the interests of shareholder's is set out in the dilution table contained in Annexure B of this Explanatory Memorandum. The estimated dilution table assume no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the SARs, except for the issue of Shares as a result of Resolutions 7 to 9 (inclusive).

(e) excluding the value of the proposed SARs to be issued under this Resolution, Mr Rasmussen currently receives service fees for his Executive Chairman role, payable only for services provided and subject to an annualised cap of $330,000. No superannuation, paid leave, short-term incentive or cash bonus is payable.

(f) Before his appointment as Executive Chairman, Mr Rasmussen received 4,330,188 SARs and 259,458 Performance Rights under the Plan. Those Share Appreciation Rights and Performance Rights were issued to Mr Rasmussen (or his nominee) for $nil consideration.

(g) a summary of the key terms and conditions of the Plan and the Executive Director Rights (including the term of the SARs and the applicable Vesting Conditions) is set out above and Annexure 1;

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(h) the value attributable to the Executive Director Rights is the Black Scholes Right Value as set out above, being $1,183,000;

(i) Shares issued (if any) on Vesting and exercise of the Executive Director Rights will rank equally with fully paid ordinary Shares;

(j) the Company expects to grant the Executive Director Rights within five (5) business days after the Annual General Meeting, but in any event will be issued no later than three (3) years after the Annual General Meeting.

(k) the Executive Director Rights will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Executive Director Rights on the basis that the Notional Exercise Price is a notional amount used to calculate the SARs Value (and is not payable in cash by the participant);

(l) the people referred to in Listing Rule 10.14 who are eligible to participate in the Plan are all of the Directors of the Company. At this time Shareholder approval is only sought in relation to the issue of the Executive Director Rights and Non-Executive Director Rights as described in this Explanatory Memorandum (see Resolution 8 and 9 below relating to the issue of Non-Executive Director Rights). Shareholder approval will be sought prior to the issue of any other securities to Directors under the Plan;

(m) a voting exclusion statement in relation to this Resolution is included in the Notice;

(n) there is no loan associated with the grant or exercise of the Executive Director Rights;

(o) details of any securities issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;

(p) the other general terms for the SARs are outlined in Annexure A of this Explanatory Memorandum; and

(q) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 7.

Resolutions 8 and 9 - Issue of Share Appreciation Rights to Non-Executive Director

Background

Share Appreciation Rights (**SARs**) confer an entitlement to be issued one Share subject to the satisfaction of any vesting conditions on the terms set out in the Plan, the subject of Resolutions 8 and 9.

The proposed grant of SARs does not represent an entitlement to the equivalent number of shares. Vesting and settlement are separate events. Whilst the vesting conditions outlined in an offer of SARs may be satisfied, the number of Shares subsequently issued on exercise may be substantially smaller, as determined by the net settlement calculation described below.

Subject to the approval of Shareholders, the Company proposes to grant a maximum of 2,160,000 SARs to Mr Edward Sheehy, Non-Executive Director (or his nominee) and a maximum of 2,160,000 SARs to Mr Fydler, Non-Executive Director (or his nominee) (**Non-Executive Director Rights**)

The objective of the proposed grant of SARs to Mr Sheehy and Mr Fydler is primarily to link the reward of SARs to Shareholder value creation and align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The SARs shall be issued under and subject to the terms of the Plan.

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If Resolution 8 is approved, Mr Sheehy (or his nominee) will be granted the respective Non-Executive Director Rights, being a form of rights that may be issued under the Plan. If Resolution 9 is approved, Mr Fydler (or his nominee) will be granted the respective Non-Executive Director Rights, being a form of rights that may be issued under the Plan. These Non-Executive Director Rights may vest when service based Vesting Conditions are satisfied. The Non-Executive Director Rights are Share Appreciation Rights which are an entitlement to the value of a Share (less a notional exercise price determined by the Board (**Notional Exercise Price**).

See the explanatory notes for Resolution 8 and 9 and Annexure A of this Explanatory Memorandum for a description of SARs.

The type of equity proposed to be granted has been selected by the Board, based on independent advice from a specialist remuneration consultant engaged by the Board, because it creates a strong link between performance and reward.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive share scheme unless it obtains approval of its shareholders:

(a) a director of the company (Listing Rule 10.14.1).

(b) an associate of a director of the company (Listing Rule 10.14.2).

(c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders.

The issue of the Non-Executive Director Rights falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 8 and 9 seek the required Shareholder approval of the issue of the Non-Executive Director Rights under, and for the purposes of, Listing Rule 10.14 and for all other purposes.

If Resolutions 8 and 9 are passed, the Company will be able to proceed with the issue of the respective Non-Executive Director Rights. Further, Listing Rule 7.2, Exception 14 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolutions 8 and 9 are approved, the respective Non-Executive Director Rights will not count towards the Company's placement capacity under Listing Rule 7.1.

Resolutions 8 and 9 are independent resolutions and not contingent upon each other.

If either Resolution 8 or 9 is not passed, the Company will not be able to proceed with the issue of the respective Non-Executive Director Rights.

Financial Benefit – Details and reasons

Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the SARs are set out below.

The reasons for giving this financial benefit are:

(a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;

(b) the total quantum of SARs to be issued is reasonable in number, and will act as an incentive for future growth of the business;

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(c) SARs are designed to incentivise employees, and in this case, to incentivise Directors of the Company. SARs also act to provide a retention incentive for key employees, such as Mr Sheehy and Mr Fydler, to facilitate long-term growth;

(d) equity based incentives assist in the alignment of Shareholders and Directors' interests; and

(e) the Company believes the associated expense is limited and the nature of the SARs package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the SARs to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of SARs as the exception in section 211 of the Corporations Act applies. The SARs are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Shareholder approval is nevertheless required under ASX Listing Rule 10.14 for the proposed grants to Mr Sheehy and Mr Fydler under the Employee Incentive Plan, via Resolutions 8 and 9 respectively.

Further Details of the Non-Executive Director Rights

Term

The Non-Executive Director Rights that are the subject of these resolutions will have a term that ends on the five (5) year anniversary of the date of grant of the SARs.

The Non-Executive Director Rights can be exercised at any time after Vesting, subject to any Exercise Restriction Period. If not exercised during the term, the Non-Executive Director Rights will lapse. SARs that have vested and exercised into Shares as a result of the Non-Executive Director Rights under the Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Cost of Rights and Notional Exercise Price

No amount is payable by Mr Sheehy or Mr Fydler for the Non-Executive Director Rights, either in respect of their issue, or their exercise.

The Notional Exercise Price for each Share Appreciation Right is:

(a) $0.65 for Tranche 1 SARs;

(b) $0.85 for Tranche 2 SARs; and

(c) $1.05 for Tranche 3 SARs.

Black Scholes Valuation Methodology

The Non-Executive Director Rights have been valued in accordance with the Black Scholes valuation methodology, as set out below.

Assumptions	
Valuation Date	29th September 2026
Underlying Share Price	$0.64
Notional Exercise Price	Tranche 1 - $0.65 Tranche 2 – $0.85 Tranche 3 - $1.05
Term	5 years
Risk-free Rate of Return	5.04%
Dividend Yield	0%
Volatility	54.20%

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Fair Value of an Executive Director Right	Tranche 1 - $0.280 Tranche 2 – $0.227 Tranche 3 - $0.188

In relation to certain assumptions outlined above, the Board notes as follows:

(a) the Valuation Date was the last date on which the Non-Executive Director Rights could be valued prior to finalisation of the Notice of Meeting.

(b) the Underlying Share Price of $0.64 was the closing price of Shares on ASX on 29 September 2026. The Board considers it to be reasonable to use this Underlying Share Price on the basis of advice that the most recent "spot price" is typically used in a Black Scholes calculation.

(c) the risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the Valuation Date.

(d) the Board considers the volatility assumption to be reasonable in the circumstances.

Number of Non-Executive Director Rights, Conditions and Valuation

Consistent with the accounting standards, the Company discloses the following information concerning the value of the SARs to be issued. A fair value for the SARs to be issued has been calculated using the share price on 29 September 2026 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the SARs which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the SARs.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 29 September 2026.

It is proposed that Mr Sheehy (or his nominee) will be granted 3 tranches of SARs, for a total of 2,160,000 SARs, in relation to this Resolution as follows:

	Tranche 1	**Tranche 2**	**Tranche 3**
Recipient	Mr Edward Sheehy, Non-Executive Director (or his nominee)		
Number of Share Appreciation Rights	720,000	720,000	720,000
Vesting Conditions	The Rights are subject to both a service-based vesting condition and a share price performance condition. • Tranche 1 (720,000 Rights) will be eligible to vest on the first anniversary of the Grant Date; and • the Company's share price, measured by a sustained 10 trading day volume weighted average price (VWAP), exceeds the applicable notional Exercise Price for that tranche. If the VWAP condition is not satisfied on the relevant	The Rights are subject to both a service-based vesting condition and a share price performance condition. • Tranche 2 (720,000 Rights) will be eligible to vest on the second anniversary of the Grant Date; • the Company's share price, measured by a sustained 10 trading day volume weighted average price (VWAP), exceeds the applicable notional Exercise Price for that tranche.	The Rights are subject to both a service-based vesting condition and a share price performance condition. • Tranche 3 (720,000 Rights) will be eligible to vest on the third anniversary of the Grant Date; • the Company's share price, measured by a sustained 10 trading day volume weighted average price (VWAP), exceeds the applicable notional Exercise Price for that tranche.

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	vesting date, the tranche will remain on issue and may vest at a later date if the applicable VWAP condition is satisfied prior to expiry of the Rights.	If the VWAP condition is not satisfied on the relevant vesting date, the tranche will remain on issue and may vest at a later date if the applicable VWAP condition is satisfied prior to expiry of the Rights.	If the VWAP condition is not satisfied on the relevant vesting date, the tranche will remain on issue and may vest at a later date if the applicable VWAP condition is satisfied prior to expiry of the Rights.
Notional Exercise Price Per Share Appreciation Right	$0.65	$0.85	$1.05
Restriction Period	Exercise Restriction Period - 180 days from the Grant Date Share Disposal Restriction Period – 180 days from the relevant vesting date.		
Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.		
Employee Benefit Expense	$201,580	$163,701	$135,221

It is proposed that Mr Fydler (or his nominee) will be granted 3 tranches of SARs, for a total of 2,160,000 SARs, in relation to this Resolution as follows:

	Tranche 1	**Tranche 2**	**Tranche 3**
Recipient	Mr Christopher Fydler, Non-Executive Director (or his nominee)		
Number of Share Appreciation Rights	720,000	720,000	720,000
Vesting Conditions	The Rights are subject to both a service-based vesting condition and a share price performance condition. • Tranche 1 (720,000 Rights) will be eligible to vest on the first anniversary of the Grant Date; and • the Company's share price, measured by a sustained 10 trading day volume weighted average price (VWAP), exceeds the applicable notional Exercise Price for that tranche. If the VWAP condition is not satisfied on the relevant vesting date, the tranche will remain on issue and may vest at a later date if the applicable VWAP condition is satisfied prior to expiry of the Rights.	The Rights are subject to both a service-based vesting condition and a share price performance condition. • Tranche 2 (720,000 Rights) will be eligible to vest on the second anniversary of the Grant Date; • the Company's share price, measured by a sustained 10 trading day volume weighted average price (VWAP), exceeds the applicable notional Exercise Price for that tranche. If the VWAP condition is not satisfied on the relevant vesting date, the tranche will remain on issue and may vest at a later date if the applicable VWAP condition is satisfied prior to expiry of the Rights.	The Rights are subject to both a service-based vesting condition and a share price performance condition. • Tranche 3 (720,000 Rights) will be eligible to vest on the third anniversary of the Grant Date; • the Company's share price, measured by a sustained 10 trading day volume weighted average price (VWAP), exceeds the applicable notional Exercise Price for that tranche. If the VWAP condition is not satisfied on the relevant vesting date, the tranche will remain on issue and may vest at a later date if the applicable VWAP condition is satisfied prior to expiry of the Rights.

Notional Exercise Price Per Share Appreciation Right	$0.65	$0.85	$1.05
Restriction Period	Exercise Restriction Period - 180 days from the Grant Date Share Disposal Restriction Period – 180 days from the relevant Vesting Date.		
Other Conditions	Other key terms of the Equity Benefits Plan are detailed in Annexure A of this Explanatory Memorandum.		
Employee Benefit Expense	$201,580	$163,701	$135,221

In summary, a total of 2,160,000 SARs are proposed to be issued under Resolution 8 to Mr Sheehy (or his nominee). This represents a fair value of $500,502.

In summary, a total of 2,160,000 SARs are proposed to be issued under Resolution 9 to Mr Fydler (or his nominee). This represents a fair value of $500,502.

Exercise of Vested Non-Executive Director Rights

Vested Non-Executive Director Rights may be exercised at any time between the Vesting Date and the end of their Term, by the participant submitting an Exercise Notice, failing which they will lapse. SARs that have vested and are exercised into Shares under the Plan may be subject to a Share Disposal Restriction for a period of time following vesting as determined at the Board's discretion which is detailed in the offer invitation letter.

Upon exercise of vested Non-Executive Director Rights, the value of each Share Appreciation Right (**SARs Value**) will be calculated as follows and will be converted into Shares based on the then Share price.

SARS Value for each Non-Executive Director Right exercised	**Equals**	Current Market Price at the time of exercise of the Non-Executive Director Rights	**Less**	Notional Exercise Price of the Non-Executive Director Rights

In the event that the SARs Value at the time of exercise is zero or negative, the Non-Executive Director Rights will have no value and Mr Sheehy and Mr Fydler will have no entitlement to Shares on exercise of the Non-Executive Director Rights.

In the event that the SARs Value at the time of its exercise is positive, each Non-Executive Director Right will have value and Mr Sheehy and Mr Fydler will be entitled to realise that value by the issue of Shares.

In the event that the Non-Executive Director Rights are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Non-Executive Director Rights will be calculated by:

(a) first, calculating the SARs Value of each Non-Executive Director Right;

(b) second, multiplying the SARs Value for each Non-Executive Director Right by the total number of Non-Executive Director Rights exercised (Total SARs Value); and

(c) third, dividing the Total SARs Value by the Current Market Price (rounding up to the nearest whole number).

Information provided in accordance with Listing Rule 10.15

For the purpose of these Resolutions, the following information is provided in relation to the proposed issue of the Non-Executive Director Rights in accordance with Listing Rule 10.15:

(a) the related parties are Mr Edward Sheehy and Mr Christopher Fydler and each is a related party by virtue of being a Director who falls within Listing Rule 10.14.1;

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(b) the number of Non-Executive Director Rights to be allocated to Mr Sheehy (or his nominee) in accordance with Resolution 8 is 2,160,000 SARs. The actual number available for exercise by Mr Sheehy will depend on the satisfaction of the Vesting Conditions as set out above and the share price performance of the Company.

(c) the number of Non-Executive Director Rights to be allocated to Mr Fydler (or his nominee) in accordance with Resolution 9 is 2,160,000 SARs. The actual number available for exercise by Mr Fydler will depend on the satisfaction of the Vesting Conditions as set out above and the share price performance of the Company.

(d) the "Notional Exercise Price" of each Share Appreciation Right is set out above and accordingly the value that may be realised by Mr Edward Sheehy and Mr Fydler for each Non-Executive Director Right (SARs Value) is an amount equal to the 'current market price' less the Notional Exercise Price at the time of exercise of the Non-Executive Director Rights;

(e) the number of Shares that may be allocated on exercise of the Non-Executive Director Rights is calculated in accordance with the formula set out above;

(f) the estimated dilution effect that the vesting and exercise of the SARs the subject of these Resolutions, at an estimated 'current market price' ranging from $0.60 to $1.20, will have on the interests of shareholder's is set out in the dilution table contained in Annexure B of this Explanatory Memorandum. The estimated dilution table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Share Appreciation Right, except for the issue of Shares as a result of Resolutions 7 to 9 (inclusive).

(g) excluding the value of the proposed SARs to be issued under this Resolution, Mr Sheehy currently receives $80,000 per annum for his position as Non-Executive Director. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments;

(h) Mr Sheehy has previously received no SARs under the Plan.

(i) the value attributable to Mr Sheehy's Non-Executive SARs is the Black Scholes Right Value as set out above, being $500,502;

(j) excluding the value of the proposed SARs to be issued under this Resolution, Mr Fydler currently receives $80,000 per annum for his position as Non-Executive Director. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments;

(k) Mr Fydler has previously received no SARs under the Plan.

(l) a summary of the key terms and conditions of the Plan and the Non-Executive Director Rights (including the term of the SARs and the applicable Vesting Conditions) is set out above and Annexure 1;

(m) the value attributable to Mr Fydler's Non-Executive SARs is the Black Scholes Right Value as set out above, being $500,502;

(n) Shares issued (if any) on Vesting and exercise of the Non-Executive Director Rights will rank equally with fully paid ordinary Shares;

(o) the Company expects to grant the Non-Executive Director Rights within five (5) business days after the Annual General Meeting, but in any event will be issued no later than three (3) years after the Annual General Meeting.

(p) the Non-Executive Director Rights will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Non-Executive Director Rights on the basis that the Notional Exercise Price is a notional amount used to calculate the SARs Value (and is not payable in cash by the participant);

(q) the people referred to in Listing Rule 10.14 who are eligible to participate in the Plan are all of the Directors of the Company. At this time Shareholder approval is only sought in relation to the issue of the Non-Executive Director Rights as described in this Explanatory Memorandum. Shareholder approval will be sought prior to the issue of any other securities to Directors under the Plan;

(r) a voting exclusion statement in relation to these Resolution is included in the Notice;

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(s) there is no loan associated with the grant or exercise of the Non-Executive Director Rights;

(t) details of any securities issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;

(u) the other general terms for the SARs are outlined in Annexure A of this Explanatory Memorandum; and

(v) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after these Resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolutions 8 and 9.

Resolution 10: Approval of Potential Termination Benefits

Background

Under the terms of the Company's Employee Incentive Plan and certain offers of equity securities, if in certain circumstances the Company disposes of the whole (or a substantial part) of its business or property to another entity (Business Disposal), an eligible participant may be entitled to have ordinary shares issued to him/her for earlier than would have been the case had the disposal not occurred. The Board also has various other discretionary rights in relation to the treatment of Rights if the eligible participant retires from the Company.

In addition, various retrenchment payments may be made to management and executives if in certain circumstances the Company disposes of the whole (or a substantial part) of its business or property to another entity (Business Disposal), including but not limited to, payments aligned to years of service, base pay, employer policies, local regulations and market practices.

Information relating to the general operation of the Employee Incentive Plan is outlined in the Company's Remuneration Report.

Why is shareholder approval needed?

Section 200B of the Corporations Act states that a corporation must not give a person who holds a managerial or executive office a benefit in connection with their retirement from that office or position of employment in the corporation or a related body corporate, unless there is shareholder approval of the giving of the benefit under section 200E of the Corporations Act or one of the limited exemptions apply.

Section 200C of the Corporations Act states that a person must not give a benefit to a person who holds a managerial or executive office in a company or a related body corporate in connection with the transfer of the whole or any part of the undertaking or property of the company, unless there is shareholder approval under section 200E of the Corporations Act for the giving of the benefit.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules. Accordingly, Shareholder approval is being sought on the basis that officers of the Company may be entitled to termination benefits under the Plan, and otherwise, which exceed the 5% threshold.

What is the Company seeking approval for?

The purpose of this resolution is to obtain shareholder approval so that the above benefits may be given to an employee or eligible participant under the Plan, who holds a "managerial or executive office" in the Company in connection with a Business Disposal, or otherwise at the discretion of the Board on ceasing employment with the Company, without breaching sections 200B or 200C of the Corporations Act and for the purpose of ASX Listing Rule 10.19 in respect of those persons.

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If approval is obtained, it will only apply in respect of:

a) Rights that are granted under the Employee Incentive Plan during the period commencing on the day of this AGM and ending at the close of business on the date of the 2029 AGM;
b) existing Rights that have already been granted under the Employee Incentive Plan (details of which are set out in the Company's Remuneration Report); and
c) retrenchment payments as outlined above payable between the day of this AGM and the close of business on the date of the 2029 AGM.

If considered appropriate, the Board will seek a new approval from shareholders at or after the 2029 AGM.

The Board will remain accountable to shareholders for the exercise of its discretion because any termination benefits paid or benefits given in connection with a Business Disposal to executive Directors and other Key Management Personnel (KMP) will be disclosed in the Company's Remuneration Report.

Value of the benefits

In addition to setting out details of the benefit, section 200E of the Corporations Act states that the monetary value of the proposed benefit must be set out in, or accompany, the notice of meeting at which shareholder approval will be sought. If the value cannot be ascertained at that time, disclosure must be made of the manner in which that value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that value.

The value of the termination benefits that the Board may give under the Employee Incentive Plan and otherwise as described above cannot be determined in advance. This is because various matters will or are likely to affect that value. The value of the benefit, which may be given by the Board under the Employee Incentive Plan to an eligible participant, is comprised of:

- the value (at the time of issue) of any shares issued to the eligible participant; and
- the value presently attributable to the Rights.

The actual value of the benefits described above is difficult to quantify. Among other things, it will depend on the future operating and financial performance of the Company, and the likelihood of a Business Disposal occurring and, therefore, the likelihood of shares being issued to the participant.

In accordance with Listing Rule 10.19 the termination benefits that are or may be payable to any officer of the Company will not together exceed 5% of the equity interests of the Company unless further approval is obtained from shareholders.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 11: Approval of 10% Placement Facility

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued capital through placements over a 12-month period after the Annual General Meeting (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. At the date of this Notice, the Company is an eligible entity. The Company will withdraw this Resolution at the Meeting if it becomes an ineligible entity after the date of this Notice.

The Company is 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 below).

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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. The effect of approval of this Resolution 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.

If this Resolution is not approved, the Company will not be able to access the additional 10% capacity to issue Equity Securities provided for in Listing Rule 7.1A and will remain subject to the 15% limit in Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

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 only class of quoted Equity Securities of the Company at the date of the Notice are Ordinary Shares.

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 date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2 (other than 9, 16 or 17);
- plus the number of fully paid Shares issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2, Exception 9 where:
  a. the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
  b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid Shares issued in the 12 months under an agreement to issue securities within Listing Rule 7.2, Exception 16 where:
  a. the agreement was entered into before the commencement of the 12 months; or
  b. the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of any other fully paid Shares issued in the 12 months with approval under Listing Rule 7.1 and 7.4;
- plus the number of partly paid Shares that became fully paid in the 12 months; and
- less the number of fully paid Shares cancelled in the 12 months.

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 12 months where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

d) ASX Listing Rules 7.1 and 7.1A:

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.

As at the date of this Notice of Meeting the Company has on issue 79,206,318 Shares. Subject to the approval of this Resolution, the Company's combined capacity to issue securities under ASX Listing Rules 7.1 and 7.1A would be 19,749,660.

e) 10% Placement Period:

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

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

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

(c) the time and date of the approval by Shareholders of a transaction under ASX 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**)

Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the following information is provided to Shareholders:

(a) The Equity Securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP of the Equity Securities in that class, calculated over 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 this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:

i. the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date Shareholders provide their approval at the Annual General 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.

In accordance with Listing Rule 7.3A.4, the table below shows the potential 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 also 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 to all Shareholders) 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 of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

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Variable A in Listing Rule 7.1A.2		Dilution		
		$0.32 **50% decrease in Issue Price**	$0.64 **Issue Price**	$0.96 **50% increase in Issue Price**
Current Variable A* 79,206,318 Shares	**10% Voting Dilution**	7,920,632		
	Funds Raised	$2,534,602	$5,069,204	$7,603,807
50% increase in current Variable A* 118,809,477 Shares	**10% Voting Dilution**	11,880,948		
	Funds Raised	$3,801,903	$7,603,807	$11,405,710
100% increase in current Variable A* 158,412,636 Shares	**10% Voting Dilution**	15,841,264		
	Funds Raised	$5,069,204	$10,138,409	$15,207,613

The table has been prepared on the following assumptions:

i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

ii. None of the Performance Rights or SARs that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.

iii. The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

iv. 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 that Shareholder's holding at the date of the Annual General Meeting.

v. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.

vi. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

vii. The issue price is $0.64 being the closing price of the Shares on ASX on 29 September 2026.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period.

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

(e) The Company will comply with the disclosure obligations under ASX Listing Rules 3.10.3 and 7.1A.4 upon issue of any Equity Securities.

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

i. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;

ii. the effect the issue of the Equity Securities might have 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).

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(g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(h) The Company obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 18 November 2025. In accordance with Listing Rule 7.3A.6, the Company confirms that 4,533,930 Equity Securities were issued under Listing Rule 7.1A.2 in the 12-month period preceding the date of the meeting. For the purpose of Listing Rule 7.3A.6(b) the Company advises that:

- The 4,533,930 Shares issued in reliance upon Listing Rule 7.1A capacity were issued to National Australia Investment Capital Pty Ltd at an issue price of $0.747 per Share for total cash consideration of $3,386,845.

(i) In accordance with the Company's announcement to ASX on 19 May 2025, these funds have been fully utilised to support product enhancements and roadmap development, and to strengthen the Company's balance sheet. 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 an issue of Equity Securities.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

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DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;
"**ASX**" means ASX Limited (ACN 000 943 377);
"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;
"**Board**" means the board of Directors of the Company;
"**Business Day**" means a day on which trading takes place on the stock market of the ASX;
"**Chair**" means the Chair of the Annual General Meeting;
"**Closely Related Party**" 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 dealing with the entity;
(e) A company the member controls; or
(f) A person prescribed by the *Corporations Regulations 2001* (Cth).

"**Company or Urbanise**" means Urbanise.com Limited ACN 095 768 086;
"**Constitution**" means the Company's constitution;
"**Corporations Act**" means the *Corporations Act 2001* (Cth);
"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth);
"**Directors**" mean the current Directors of the Company;
"**Employee Incentive Plan**" means the Company's Employee Incentive Plan as approved by Shareholders from time to time, which is the subject of consideration at this Meeting and as summarised in Annexure A;
"**Equity Securities**" has the meaning given to that term in the Listing Rules;
"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;
"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those 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;
"**Management**" means the management of the Company;
"**Meeting**" or "**Annual General Meeting**" means the Annual General Meeting convened by this Notice;
"**Notice**" or "**Notice of Meeting**" means the notice convening the Annual General Meeting of the Company to be held on 17 November 2026 which accompanies this Explanatory Memorandum;
"**Option**" means an option to acquire a Share;
"**Performance Rights**" means a right that confers an entitlement to be issued one Share subject to the satisfaction of any performance criteria;
"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;
"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2026;
"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;
"**Rights**" means Share Appreciation Rights and Performance Rights issued under the Company's Employee Incentive Plan.
"**Share**" means a fully paid ordinary share in the capital of the Company;
"**Shareholder**" means a registered holder of a Share in the Company;
"**Share Appreciation Right**" means a right that confers an entitlement to be issued a Share subject to the satisfaction of any performance criteria and/or vesting condition;

"**Trading Day**" means a day determined by ASX to be a trading day and notified to market participants; and

"**VWAP**" means volume weighted average price.

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Annexure A

Summary of the key terms of the Company's Employee Incentive Plan

Purpose	The purpose of the Plan is to: • enable the Company to provide a component of variable remuneration that is performance focussed and linked to long-term value creation for Shareholders, • create alignment between the interests of participants and shareholders, • enable the Company to compete effectively for the calibre of talent required for it to be successful, • ensure that participants have commonly shared goals, and • assist participants to become Shareholders.
Eligibility	Eligible Person means a full time or part-time employee, a casual employee of the Group, a contractor to the Group or a person who will prospectively fill one of the foregoing roles, including executive and non-executive Directors. For the avoidance of doubt, associates of Eligible Persons are not eligible to be granted Rights unless otherwise determined by the Board.
Form of equity	Awards of performance rights, service rights and share appreciation rights (together **Rights**) can be made under the plan. A performance right confers an entitlement to be issued one Share following exercise of the right by the performance right holder and subject to the satisfaction of any performance criteria in the terms set out in the Plan. A service right confers an entitlement to be issued one Share following exercise of the right by the right holder and subject to the satisfaction of any vesting conditions in the terms set out in the Plan. A share appreciation right confers a right to acquire a Share subject to the satisfaction of any vesting conditions in the terms set out in the Plan. The number of Shares to be issued through the exercise of a share appreciation right is calculated using the formula: (Share Price – Exercise Price) x (Number of Rights Exercised / Share Price).
Terms of award	A grant of Rights under the Plan is subject to both the rules of the Plan and the terms of the specific grant.
Vesting and exercise	Rights may only be exercised if they vest in accordance with the applicable performance criteria, exercise conditions or vesting conditions (if any). Where an Eligible Person ceases to be employed by a group Company, the Board may, in its absolute discretion, determine that the rights which are held by the Eligible Person at that time will be forfeited.
Exercise conditions	Exercise condition means any criteria, requirements or conditions determined by the Board, which must be met (notwithstanding the satisfaction of any performance criteria and/or vesting conditions) in order for any Rights to vest or be exercisable.
Exercise price	Exercise price means:

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	(a) in relation to a performance right, a nil amount, unless otherwise determined by the Board and specified in the invitation, (b) in relation to a service right, a nil amount, unless otherwise determined by the Board and specified in the invitation, or in relation to a share appreciation right, if any, payable or notionally payable as the context requires, to exercise a share appreciation right, the amount payable on exercise of that share appreciation right, as specified in the invitation.
Exercise	The exercise of a Right may only be affected by lodging a duly completed notice of exercise. Rights may only be exercised if at the time of exercise: (a) the applicable performance criteria and/or vesting conditions for the rights have been satisfied within the performance period (if applicable); (b) the rights have not lapsed under any provision of the Plan; and (c) where applicable, the exercise price has been paid to the Company in such manner approved by the Board. Any Shares issued, transferred or allocated on the exercise or vesting of Rights will rank equally in all respects with all existing Shares from the date of issue. The Company will apply to the ASX for the quotation of any Shares issued under the Plan.
Change of control	If a specified event (e.g. a takeover, a scheme of arrangement, winding up or any similar transaction or event that may result in a person becoming entitled to exercise control over the Company) occurs prior to a Right vesting, then the Board may determine in its absolute discretion whether some or all of the participant's Rights: (a) become vested (whether subject to further vesting conditions and/or performance criteria or not); (b) lapse or are forfeited; (c) remain subject to the applicable periods for measurement, vesting dates, vesting conditions and/or performance criteria; or (d) become subject to substituted or varied periods for measurement, vesting dates, vesting conditions and/or performance criteria. If there is a change of control prior to a Right becoming vested, and the Board does not exercise a discretion as to how to deal with the Right, all of the participant's unvested Rights will lapse.
Lapse	A participant's Rights will lapse, subject to the Board deciding otherwise on the earliest of: (a) the applicable expiry date for those Rights; (b) (in the case of performance rights) a determination by the Board that the participant has not satisfied the applicable performance criteria specified by the Board in respect of those performance rights; (c) a determination of the Board that the participant has, in the Board's opinion:

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	been dismissed or removed from office for a reason which entitles a company in the group to dismiss the participant without notice or has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of that company (whether or not charged with an offence); or done any act which brings the group into disrepute; (a) the date on which the participant ceases to be employed by any member of the group (other than due to death, permanent disability or bona fide redundancy); (b) the receipt by the Company of notice from the participant (after death, permanent disability or bona fide redundancy has arisen with respect to the participant) that the participant has elected to surrender the option or performance right; and (c) any other circumstances specified in any invitation pursuant to which the options or performance rights were issued. Upon the lapse of Rights, all of the participant's Rights in respect of that Right will cease.
Share issues	**Participation in new issues** A participant may participate in new issues of securities to holders of Shares only if: (a) the Right has been exercised; and (b) a Share has been issued in respect of the Right before the record date for determining entitlements to the new issue. **Adjustment for bonus issue of Shares** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment): (a) the number of Shares which will be issued on the exercise of the Right will be increased by the number of Shares which the participant would have received if the participant had exercised the Right before the record date for the bonus issue; and (b) no change will be made to the exercise price (if applicable).
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives prior to vesting. Prior to vesting, the Plan Rules provide that a minimum Exercise Restriction Period of 180 days applies to all Rights from the Grant Date (which may be longer if determined by the Board and included in the relevant offer invitation letter), unless at the absolute discretion of the Board, approval is granted to the participant, or if a taxing point arises for the participant, then the Exercise Restriction Period will cease to apply to 50% of such Rights that are the subject of the tax liability, unless otherwise determined by the Board, in their absolute discretion. Prior to disposing any Shares exercised from Rights, the Plan Rules provide that a Disposal Restriction Period may apply to Restricted Shares as determined by the Board and included in the relevant offer invitation letter. A Disposal Restriction

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	Period may be waived at the absolute discretion of the Board, in the event a participant is affected by serious injury or illness, or severe financial hardship or a natural disaster. In addition, if a taxing point arises for the participant, then the Disposal Restriction Period will cease to apply to 50% of such Restricted Shares that are the subject of the tax liability, unless otherwise determined by the Board, in their absolute discretion.
Dividends	Rights held by a participant will not give the participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the exercise of the Right, before the record date for determining entitlements to a dividend.
Voting rights	Rights do not entitle a participant to receive notice of, attend or vote at a meeting of Shareholders. A participant may exercise any voting rights attaching to Shares acquired following the exercise of the participant's Rights and registered in the participant's name.
Clawback and Malus and preventing inappropriate benefits	The Plan Rules provide the Board with broad "clawback and malus" powers if, for example, a participant has acted or failed to act in a way that contributed to the Group incurring significant reputational harm, a significant unexpected financial loss, impairment charge, cost or provision; acted or failed to act in a way that contributed to the Group making a material financial misstatement; and/or committed a breach or non-compliance with the Group Code of Conduct and/or any other employee or governance related policies.
Administration of the Plan	The Plan will be managed in accordance with the Plan rules, by the Board. Every exercise of a discretion by the Board (or its delegates) and any decision by the Board (or its delegates) regarding the interpretation, effect or application of the Plan will be final, conclusive and binding. The Board may delegate any of its powers or discretions conferred on it by the Plan to a committee of the Board or to any one or more persons selected by it, including but not limited to the company secretary.
Amendment	Subject to the Plan Rules, Constitution and the Listing Rules, the Board may at any time amend the Plan rules or the terms and conditions upon which any Right has been issued under the Plan. No amendment to the Plan Rules or to Rights granted under the Plan may be made if the amendment materially reduces the rights of any participant in respect of the Rights granted to them prior to the date of the amendment, other than: • an amendment introduced primarily: • for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans; • to correct any manifest error or mistake; • to allow the implementation of a trust arrangement in relation to the holding of Shares for the purpose of the Plan; • for the purpose of complying with the applicable laws; and/or • to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation; or • an amendment agreed to in writing by the participant(s).
Termination	The Board may at any time terminate the Plan or suspend the operation of the Plan for such period or periods as it thinks fit, considering and endeavouring to ensure

	that there is fair and equitable treatment of all participants in passing a resolution to terminate or suspend the operation of the Plan.

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Annexure B

Dilution Tables

The below example dilution tables illustrate the potential estimated dilution that the vesting and exercise of Share Appreciation Rights to Executive and Non-Executive Directors as well as Management which may result from the approvals sought in Resolutions 7 to 9 (inclusive).

The estimated dilution tables have been prepared on the following assumptions:

- the total number of issued Shares, being 79,206,318 Shares (being the current issued Shares as at 29 September 2026);
- the current share price is $0.64, being the closing price of the Shares on ASX on 29 September 2026;
- all securities issued in accordance with Resolutions 7 to 9 (inclusive) vest and are exercised;
- none of the 23,619,138 Share Appreciation Rights that the Company had on issue as at 29 September 2026 are exercised into Shares before the date of the issue of the securities;
- the table shows only the effect of issues of Shares from the exercise of Share Appreciation Rights that are the subject of Resolutions 7 to 9 (inclusive) and does not include any Shares issued under the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A or as a result of any other Shares issuance by the Company during the period;
- there are no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Share Appreciation Rights, except for the issue of Shares as a result of Resolutions 7 to 9 (inclusive); and

The estimated percentage dilution is calculated by dividing the estimate number of new Shares issued on exercise of the Share Appreciation Rights proposed under Resolutions 7, 8 and 9 by the sum of the existing Shares and those new Shares, and multiplying the result by 100. For each individual Resolution, the numerator is the number of new Shares issued under that Resolution, while the denominator is the same combined post-issue total for Resolutions 7, 8 and 9.The "Conversion Rate" measures the number of Shares issued for each Share Appreciation Right granted under the relevant Resolution. For example, a Conversion Rate of 0.29 represents approximately 29 shares issued for every 100 Share Appreciation Rights granted. It does not mean that only 29% of the Share Appreciation Rights vest, and it is distinct from the percentage dilution of existing Shareholders.

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As an illustration, the following table shows how the Conversion Rates for Share Appreciation Rights that may be issued to a key executive of the Company for each of the examples below are calculated:

SARS	No. of SARs	Exercise Price	Example Share Price	Value of SARs	No. of Issued Shares	Conversion Rate
	A	**B**	**C**	**D = A x (C – B)**	**E = D / C**	**Total of E / Total of A**
Example 1						
Tranche 1	720,000	$0.65	$0.80	$108,000	135,000	0.06
Tranche 2	720,000	$0.85	$0.80	-	-	
Tranche 3	720,000	$1.05	$0.80	-	-	
Total	**2,160,000**			**$108,000**	**135,000**	
Example 2						
Tranche 1	720,000	$0.65	$1.00	$252,000	252,000	0.17
Tranche 2	720,000	$0.85	$1.00	$108,000	108,000	
Tranche 3	720,000	$1.05	$1.00	-	-	
Total	**2,160,000**			**$360,000**	**360,000**	
Example 3						
Tranche 1	720,000	$0.65	$1.20	$396,000	330,000	0.29
Tranche 2	720,000	$0.85	$1.20	$252,000	210,000	
Tranche 3	720,000	$1.05	$1.20	$108,000	90,000	
Total	**2,160,000**			**$756,000**	**630,000**	

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Dilution Example 1 – Resolutions 7 to 9 (inclusive) – Company achieves Share Price of $0.80

	Share Appreciation Rights	Conversion Rate at $0.80 Share Price	SARs Shares Issued	Total Shares Issued	Dilution
Resolution 7	5,000,000	0.075	375,000	375,000	0.47%
Resolution 8	2,160,000	0.06	135,000	135,000	0.17%
Resolution 9	2,160,000	0.06	135,000	135,000	0.17%
Total	**9,320,000**	**-**	**645,000**	**645,000**	**0.81%**

Dilution Example 2 – Resolutions 7 to 9 (inclusive) – Company achieves Share Price of $1.00

	Share Appreciation Rights	Conversion Rate at $1.00 Share Price	SARs Shares Issued	Total Shares Issued	Dilution
Resolution 7	5,000,000	0.185	925,000	925,000	1.15%
Resolution 8	2,160,000	0.17	360,000	360,000	0.45%
Resolution 9	2,160,000	0.17	360,000	360,000	0.45%
Total	**9,320,000**	**-**	**1,645,000**	**1,645,000**	**2.03%**

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Dilution Example 3 – Resolutions 7 to 9 (inclusive) – Company achieves Share Price of $1.20

	Share Appreciation Rights	Conversion Rate at $1.20 Share Price	SARs Shares Issued	Total Shares Issued	Dilution
Resolution 7	5,000,000	0.308	1,541,667	1,541,667	1.91%
Resolution 8	2,160,000	0.29	630,000	630,000	0.8%
Resolution 9	2,160,000	0.29	630,000	630,000	0.8%
Total	**9,320,000**	**-**	**2,801,667**	**2,801,667**	**3.42%**

On the assumptions used in this Annexure, the aggregate Shares issued under Resolutions 7, 8 and 9 would represent approximately 6.9%, 17.7% and 30.1% of the Share Appreciation Rights granted at the illustrative exercise prices of $0.80, $1.00 and $1.20 respectively.

At the highest price illustrated, the Share price would be 87.5% above the $0.64 reference price, yet the number of Shares issued would still be approximately 70% fewer that the number of Share Appreciation Rights granted. These examples illustrate the effect of net settlement, they do not establish a maximum dilution. Higher Share prices at exercise would produce higher conversion rates.

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Annexure C

Auditor Appointment Nomination

September 16 2026

The Chairman
Urbanise.com Limited
203, Level 2, 201 Miller St
North Sydney NSW 2060

Dear Sir,

AUDITOR NOMINATION

I Campbell Taylor, a shareholder of Urbanise.com Limited thru my Investment company Dinwoodie Investments Pty Ltd hereby nominates, BDO Audit Pty Ltd of Level 25/252 Pitt St, Sydney NSW 2000, to be appointed as the Auditor of Urbanise.com Limited.

Yours sincerely

Campbell Taylor- Sole Director
Dinwoodie Investments Pty Ltd]

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Sunday 15 November 2026.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT https://www.votingonline.com.au/ubnagm2026

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

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

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

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

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

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

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

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Sunday 15 November 2026**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

Online	https://www.votingonline.com.au/ubnagm2026
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

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

Urbanise.com Limited
ACN 095 768 086

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Fullerton Hotel, Meeting Room 3, Level 4, 1 Martin Place, Sydney NSW 2000 at 11:00 am (AEDT) Tuesday 17 November 2026** and **online https://meetings.lumiconnect.com/300-797-393-783** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1,6, 7,8 9 and 10, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Resolutions 1, 6,7,8 9 and 10 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 6, 7,8 9 and 10. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	To Adopt the Remuneration Report	☐	☐	☐	**Res 7**	Issue of Share Appreciation Rights to Executive Director	☐	☐	☐
Res 2	Election of Director – Mr Edward Sheehy	☐	☐	☐	**Res 8**	Issue of Share Appreciation Rights to Non-Executive Director	☐	☐	☐
Res 3	Election of Director – Christopher Fydler	☐	☐	☐	**Res 9**	Issue of Share Appreciation Rights to Non-Executive Director	☐	☐	☐
Res 4	Re-election of Director – Mr Darc Rasmussen	☐	☐	☐	**Res 10**	Approval of Potential Termination Benefits	☐	☐	☐
Res 5	Appointment of Auditor	☐	☐	☐	**Res 11**	Approval of 10% Placement Facility (Special Resolution)	☐	☐	☐
Res 6	Increase in Annual Aggregate Non-Executive Directors' Fees	☐	☐	☐					

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

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

Contact Name…….... Contact Daytime Telephone……..... Date / / 2026

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