All Registry communications to:
Automic
Group GPO
Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: 4DS

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23 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder

4DS Memory Limited ACN 145 590 110 (ASX: **4DS** or "the **Company**"), advises the 2026 Annual General Meeting will be held at Level 17, Tower 4, Collins Square, 727 Collins Street, Melbourne VIC 3004 and online at www.investor.automic.com.au on Thursday, 26 November 2026 at 1.00 pm (AEDT) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://4dsmemory.com or the Company's ASX market announcements platform at www.asx.com.au (ASX: 4DS).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at investors@4dsmemory.com.

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

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4DS MEMORY LIMITED
ACN 145 590 110
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 1.00 pm (AEDT)

DATE: Thursday, 26 November 2026

PLACE: Level 17, Tower 4, Collins Square, 727 Collins Street, Melbourne VIC 3004
Online link: investor.automic.com.au

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1.00 pm(AEDT) on Tuesday, 24 November 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

2. RESOLUTION 2 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.

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

"That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

(a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (Spill Meeting); and

(b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting."

THE BOARD STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST RESOLUTION 2.

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – DAVID MCAULIFFE

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr David McAuliffe, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – DAVID MCAULIFFE

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for David McAuliffe (or his nominee/s) to be entitled to participate in the Sale Bonus Pool, on the terms and conditions set out in the Explanatory Statement."

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6. RESOLUTION 6 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – HOWARD DIGBY

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for Howard Digby (or his nominee/s) to be entitled to participate in the Sale Bonus Pool, on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – GUIDO ARNOUT

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for Guido Arnout (or his nominee/s) to be entitled to participate in the Sale Bonus Pool, on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 200,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – ELECTION OF A DIRECTOR WHO HAS NOMINATED THEMSELVES – DUNCAN HAYES

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

"That, for the purpose of clause 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Mr Duncan Hayes, having consented to act as a director of the Company, be appointed as a director of the Company."

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST RESOLUTION 9.

10. RESOLUTION 10 – ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – GABRIEL CHIAPPINI

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

"That, for the purpose of clause 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Mr Gabriel Chiappini, having consented to act as a director of the Company, be appointed as a director of the Company."

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST RESOLUTION 10.

Dated: 16 October 2026

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of 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, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 2 – Spill Resolution	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval of Entitlement to Sale Bonus Pool – David McAuliffe	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf 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 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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Resolution 6 – Approval of Entitlement to Sale Bonus Pool – Howard Digby	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf 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 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval of Entitlement to Sale Bonus Pool – Guido Arnout	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf 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 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 8 – Ratification of Prior Issue of Shares	Any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

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

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

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

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

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting online

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

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

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

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

To access the virtual meeting on the day:

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

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

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

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

Voting virtually at the Meeting

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

1. Open your internet browser and go to investor.automic.com.au

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2. Login using your username and password. If you do not already have an account, click "Register" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform**.
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the lefthand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. Important: Votes cannot be amended once submitted.

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

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6377 8043.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://www.4dsmemory.com/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were more than 25%. Accordingly, the Spill Resolution will be relevant for this Meeting if at least 25% of the votes cast on this Resolution are voted against adoption of the Remuneration Report. Refer to Resolution 2 and Section 3 below for further information.

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3. RESOLUTION 2 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.

3.1 General

The Corporations Act requirements for this Resolution to be put to vote are set out in Section 2.2.

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons who will seek election as directors of the Company at the Spill Meeting.

3.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 apply in the same manner to this Resolution.

The Board strongly recommends that Shareholders VOTE AGAINST Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – DAVID MCAULIFFE

4.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr McAuliffe, having held office without re-election since 30 November 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr McAuliffe is set out below.

Qualifications, experience and other material directorships	Mr. McAuliffe is an experienced Company Director and Entrepreneur who has had over 25 years' experience, mostly in the international biotechnology field. During that time, he was involved in numerous capital raisings and in licensing of technologies. He is a founder of several companies in Australia, France and the United Kingdom, many of which have become public companies. In the previous 3 years, Mr McAuliffe has been a director of Invex Therapeutics Limited (ASX: IXC), and has since resigned.
Term of office	Mr McAuliffe has served as a Director since 7 December 2015 and was last re-elected on 30 November 2023.
Independence	If re-elected, the Board does not consider that Mr McAuliffe will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr McAuliffe that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr McAuliffe since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr McAuliffe) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr McAuliffe will be re-elected to the Board as a non-independent Director.

If this Resolution is not passed, Mr McAuliffe will not continue in his role as a non-independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As of 15 October 2026, the Company's market capitalisation is $15,935,259. The Company is therefore an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in

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<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</td></tr>
<tr><td>Use of funds</td><td>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for expanding or accelerating the Company's 4DS Interface Switching ReRAM development and hardware-software integration, Jenesys's platform enhancement, co-optimization plus engineering team expansion to support R&D needs for pilot demonstrations, business development and for general working capital.</td></tr>
<tr><td>Risk of economic and voting dilution</td><td>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.
If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.
The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 8 October 2026.
The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.
<table>
<tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="4">DILUTION</th></tr>
<tr><th colspan="4">Issue Price</th></tr>
<tr><th>$0.0040</th><th>$0.0070</th><th>$0.0110</th></tr>
<tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr>
<tr><th colspan="2"></th><th colspan="4">Funds Raised</th></tr>
<tr><td>Current</td><td>2,276,465,625</td><td>227,646,562</td><td>$910,586</td><td>$1,593,525</td><td>$2,504,112</td></tr>
<tr><td>50% increase</td><td>3,414,698,438</td><td>341,469,843</td><td>$1,365,879</td><td>$2,390,288</td><td>$3,756,168</td></tr>
<tr><td>100% increase</td><td>4,552,931,250</td><td>455,293,125</td><td>$1,821,172</td><td>$3,187,051</td><td>$5,008,224</td></tr>
</table>
*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.
The table above uses the following assumptions:
1. There are currently 2,276,465,625 existing Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2026 (being $0.007)</td></tr>
</table>

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REQUIRED INFORMATION	DETAILS
	(**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to four decimal places prior to the calculation of the funds raised. 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).

REQUIRED INFORMATION	DETAILS
Previous approval under Listing Rule 7.1A.2	The Company did not obtain approval under Listing Rule 7.1A.2 at its annual general meeting held on 20 November 2025. Accordingly, the Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

6. RESOLUTION 5 TO 7 – APPROVAL OF ENTITLEMENT TO SALE BONUS POOL

6.1 Background

The Company previously established an incentive scheme in the form of participation in a cash bonus pool upon the sale of the Company (**Sale Bonus Pool**) which was adopted by Shareholders on 28 November 2024.

The Sale Bonus Pool is to be shared between eligible Directors and employees of the Company (**Eligible Participants**) where those Eligible Participants have continuously provided services to the Company through the Liquidity Event (defined below).

The size of the Sale Bonus Pool is determined by the value received by Shareholders upon a liquidity event, such as takeover of the Company or a sale of the Company's intellectual property (**Liquidity Event**).

The table below shows the manner in which the size of the Sale Bonus Pool is calculated based on assumed sale values of the Company (**Sale Value**).

SALE VALUE	SIZE OF SALE BONUS POOL	EXAMPLE
Up to US$120 million	US$0	The Sale Bonus Pool will be US$0 for any Sale Value up to US$120 million.
Between US$120 million and US$350 million	5% of Sale Value	If the Sale Value of the Company is US$150 million, the size of the Sale Bonus Pool would be US$7,500,000.
Between US$350 million to US$550 million	US$17,500,000 plus 6.25% of the excess above US$350 million.	If the Sale Value of the Company is US$500 million, the size of the Sale Bonus Pool would be US$26,875,000.
Sale above US$550 million	US$30,000,000 plus 7.5% of excess above US$550 million.	If the Sale Value of the Company is US$700 million, the size of the Sale Bonus Pool would be US$41,250,000.

6.2 Purpose

The Board is of the opinion that the engagement and retention of highly skilled and qualified executives and employees is a crucial factor in the Company's commercial success. The Board considers that for the purposes of achieving strategic objectives, acting as a reputable and competitive player in the market, and maximising Shareholder value, it is important to be able to offer balanced and proportionate remuneration to the Company's human capital assets.

In light of this reasoning, the Board considers that the Company can either:

(a) offer higher cash remuneration; or

(b) offer the incentives to such Eligible Participants under an incentive scheme such as the Sale Bonus Pool.

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Amongst the benefits of the second alternative, the Board notes the benefits the Company will experience from paying out less in executive/employee pay in cash and to align the interests of the Eligible Participants with Shareholders.

6.3 General

The Company has agreed, subject to obtaining Shareholder approval, to allow Directors, Mr David McAuliffe, Mr Howard Digby and Dr Guido Arnout (**Related Parties**), to participate in the Sale Bonus Pool. Subject to Shareholder approval, the Related Parties will be entitled to the following portions of the Sale Bonus Pool:

(a) Mr McAuliffe will be entitled to 17.5% of the Sale Bonus Pool;

(b) Mr Digby will be entitled to 7.5% of the Sale Bonus Pool; and

(c) Dr Arnout will be entitled to 15.0% of the Sale Bonus Pool,

(together, the **Participation**).

Resolutions 5 to 7 to seeks Shareholder approval for the Participation for the purposes of Chapter 2E of the Corporations Act.

As the Related Parties have a material personal interest in Resolution 5 to 7, the Related Parties do not believe it appropriate to make a recommendation on Resolution 5 to 7 of this Notice.

Refer to Section 6.6 of this Notice for a worked example outlining the value of the incentive given to the Related Parties pursuant to Resolution 5 to 7 of this Notice.

6.4 Chapter 2E of the Corporations Act

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

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

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

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

The Related Parties' Participation constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Participation relates to all Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the benefit. Accordingly, Shareholder approval for Participation is sought in accordance with Chapter 2E of the Corporations Act.

Additionally, the Company obtained Shareholder approval for Mr McAuliffe, Mr Digby and Dr Arnout to participate in the Sale Bonus Pool pursuant to Chapter 2E of the Corporations Act at the Company's annual general meeting held on 28 November 2024 (**Previous Approval**). The Previous Approval expired on 28 February 2026, being the date that is 15 months after the date of the Previous Approval. Accordingly, the Related Parties are not presently entitled to participate in the Sale Bonus Pool. The Company therefore seeks Shareholder approval to refresh the participation of the Proposed Recipients. If Shareholder approval is not obtained for Resolutions 5 to 7, the Related Parties will not be able to participate in the Sale Bonus Pool.

Consequently, if Resolution 5s to 7 are not approved by Shareholders, the Company may need to consider alternative means to incentivise the Directors' performance which may be on terms less favourable to the Company.

6.5 Technical Information required by section 219 of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to Resolution 5 to 7:

(a) the entitlement to the Participation will be given to:

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(i) Mr McAuliffe (or his nominee/s) pursuant to Resolution 5;

(ii) Mr Digby (or his nominee/s) pursuant to Resolution 6; and

(iii) Dr Arnout (or his nominee/s) pursuant to Resolution 7,

each of whom is a Related Party by virtue of being a Director;

(b) the Related Parties will be entitled to the following portions of the Sale Bonus Pool upon the occurrence of a Liquidity Event:

(i) Mr McAuliffe (or his nominee/s) will receive 17.5% of the Sale Bonus Pool pursuant to Resolution 5;

(ii) Mr Digby (or his nominee/s) will receive 7.5% of the Sale Bonus Pool pursuant to Resolution 6; and

(iii) Dr Arnout (or his nominee/s) will receive 15.0% of the Sale Bonus Pool pursuant to Resolution 7,

(c) the purpose of the Participation is to provide an incentive component alongside the remuneration package for the Related Parties, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way for the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties, and to encourage the Related Parties to assist in the growth of the Company to an attractive and saleable size;

(d) the entitlement to be given to each of the Related Parties has been determined based upon a consideration of:

(i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(ii) the remuneration of the Related Parties; and

(iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in offering these incentives to the Related Parties;

(e) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026
David McAuliffe	$121,333[1]	$149,780[2]
Howard Digby	$50,000	$17,699[3]
Guido Arnout	$30,000	$127,305[4]

Notes:

1. Comprising Director's salary (including annual and long-service leaves) of $109,333 and a superannuation payment of $12,000.

2. Comprising Director's salary (including annual and long-service leaves) of $149,780, a superannuation payment of $16,000 and share-based payments of $6,197.

3. Comprising Director's salary/ fees of $16,667 (paid to Bandra Consulting Pty Ltd, an entity owned and controlled by Mr Digby) and share-based payments of $1,032.

4. Comprising consultancy fees paid to Dr Arnout acting as adviser to the Chairman of $117,305 and Non-Executive Director fees of $10,000.

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(f) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

RELATED PARTY	SHARES[1]	OPTIONS	UNDILUTED	FULLY DILUTED
David McAuliffe	10,061,042[2]	6,000,000[3]	0.33%	0.44%
Howard Digby	6,688,629[4]	1,000,000[5]	0.22%	0.21%
Guido Arnout	16,000,000[6]	-	0.52%	0.44%

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: 4DS).
2. Comprising:
   (a) 2,767,740 Shares held directly;
   (b) 4,560,966 Shares held indirectly through David Jerimiah McAuliffe <The Lazy D9M Investment Trust>; and
   (c) 2,732,336 Shares held indirectly through Margaret Elizabeth Livingston.
3. Unlisted Options exercisable at $0.037 each on or before 27 February 2028 held indirectly through Margaret Elizabeth Livingston.
4. Comprising:
   (a) 2,037,004 Shares held directly; and
   (b) 4,651,625 Shares held indirectly through Lamma Nominees Pty Ltd <XL Middleton A/C>.
5. Unlisted Options exercisable at $0.037 each on or before 27 February 2028 (held indirectly through Lamma Nominees Pty Ltd <XL Middleton A/C>).
6. Comprising 16,000,000 Shares held directly.

(g) the material terms of the Sale Bonus Pool are set out in Schedule 1; and

(h) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 5 to 7.

6.6 Worked Examples

Set out below are worked examples of the Related Parties' Participation value under Resolution 5 to 7, based on assumed indicative Sale Values:

David McAuliffe (Resolution 5)

EXAMPLE SALE VALUE	SIZE OF SALE BONUS POOL	D MCAULIFFE'S ENTITLEMENT TO SALE BONUS POOL	VALUE OF INCENTIVE TO D MCAULIFFE
US$110,000,000	US$0	17.5%	Nil
US$150,000,000	US$7,500,000	17.5%	US$1,312,500
US$500,000,000	US$26,875,000	17.5%	US$4,703,125
US$700,000,000	US$41,250,000	17.5%	US$7,218,750

Howard Digby (Resolution 6)

EXAMPLE SALE VALUE	SIZE OF SALE BONUS POOL	H DIGBY'S ENTITLEMENT TO SALE BONUS POOL	VALUE OF INCENTIVE TO H DIGBY
US$110,000,000	US$0	7.5%	Nil
US$150,000,000	US$7,500,000	7.5%	US$562,500

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EXAMPLE SALE VALUE	SIZE OF SALE BONUS POOL	H DIGBY'S ENTITLEMENT TO SALE BONUS POOL	VALUE OF INCENTIVE TO H DIGBY
US$500,000,000	US$26,875,000	7.5%	US$2,015,625
US$700,000,000	US$41,250,000	7.5%	US$3,093,750

Guido Arnout (Resolution 7)

EXAMPLE SALE VALUE	SIZE OF SALE BONUS POOL	G ARNOUT'S ENTITLEMENT TO SALE BONUS POOL	VALUE OF INCENTIVE TO G ARNOUT
US$110,000,000	US$0	15.0%	Nil
US$150,000,000	US$7,500,000	15.0%	US$1,125,000
US$500,000,000	US$26,875,000	15.0%	US$4,031,250
US$700,000,000	US$41,250,000	15.0%	US$6,187,500

The Company considers that it is unable to quantify the probability of an exact Sale Value occurring and is therefore unable to provide an exact value of the Participation. The above tables provide indicative examples of what the Related Parties may receive depending on the Sale Value and provides no guarantee of a certain Sale Value being achieved.

7. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

7.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 200,000,000 Shares to professional and sophisticated investors at an issue price of $0.01 per Share to raise $2,000,000.

7.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under

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Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved JP Equities seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that other than Mr Sam Huu-Hai Nguyen (an advisor to the Company) who subscribed for and received 21,000,000 Shares under the Placement, no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	200,000,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	6 October 2026.
Price or other consideration the Company received for the Securities	$0.01 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply towards the development and commercialisation of its PCMO ReRAM technology for computing-in-memory and neuromorphic computing applications, including the integration of Jenesys Pty Ltd's Edge-AI software and autonomous systems capabilities.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

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8. RESOLUTION 9 – ELECTION OF A DIRECTOR WHO HAS NOMINATED THEMSELVES – DUNCAN HAYES

8.1 General

Pursuant to clause 15.3 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution. The Company received Mr Hayes' nomination for election and consent to act as a Director within the required time prescribed under the Constitution.

Further information in relation to Mr Hayes is set out below.

Qualifications, experience and other material directorships	The Company has received the following biographical details of Mr Hayes - **the information has not been verified by the Company**. *Duncan Hayes is an Australian technology executive, entrepreneur and business transformation leader with more than two decades of experience building, scaling and leading consulting and technology businesses. He is Managing Director of Alchemy Technology Consulting, an Australian advisory and implementation firm focused on improving enterprise operations through business process automation, integration and workflow solutions, with strategic capabilities across ServiceNow and SAP.* *Mr Hayes has held senior executive and commercial leadership roles across privately owned, publicly listed and multinational technology organisations. Before establishing Alchemy, he served as Managing Director of Atturra's Enterprise Content Management division following Atturra's acquisition of Hayes Information Systems in 2022. He founded and led Hayes Information Systems through sustained growth and a successful strategic sale, giving him direct experience in entrepreneurship, mergers and acquisitions, business integration, value creation and executive accountability within an ASX-listed environment.* *His earlier career includes leadership and client-facing roles with R1i Technology, Empired, VMware, EMC and Dimension Data. Across these appointments, he developed extensive experience in go-to-market strategy, enterprise sales, operational leadership, client engagement and the delivery of complex technology programs. His work has spanned industries including mining, utilities and government, with a consistent focus on aligning technology investment with measurable operational outcomes.* *Mr Hayes brings to a board a practical understanding of digital transformation, enterprise platforms, automation, data-enabled decision-making and the organisational change required to realise value from technology. He has led multidisciplinary teams, developed strategic partnerships and built client relationships founded on trust, integrity and long-term collaboration. His executive perspective combines commercial discipline with a people-centred approach to transformation, including workforce, asset management, procurement, service delivery and technology operations.* *With a record of establishing and growing businesses, leading through ownership transition and operating across both entrepreneurial and listed-company settings, Mr Hayes offers relevant insight into growth strategy, technology risk and opportunity, customer value, organisational capability and execution. He would bring an independent, commercially grounded and contemporary technology perspective to the board of a publicly listed company.* Mr Hayes has not disclosed any current or former directorships of listed entities.

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Independence	If elected, the Board considers that Mr Hayes will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company was not able to undertake these checks prior to issuing this Notice. **No background check was provided for Mr Hayes.**
Board recommendation	The Board has in place a rigorous and well-established process for identifying and nominating Directors in a professional, transparent and structured manner. The Board, at least annually, updates its Board Skills Matrix, which assesses the Board's collective skills and experience and identifies the skills and characteristics that would be desirable in any new Board candidate. The nomination process is managed by the Board with assistance from external advisers where appropriate. Prospective candidates with the requisite skills, experience and independence are reviewed and references are sought. The process balances the introduction of new skills to the Board while maintaining sufficient continuity, and aims to ensure that Shareholders are given the opportunity to elect the most appropriately qualified and experienced candidates to the Board. The Board has considered the information provided by Mr Hayes against its Board Skills Matrix. The Board considers that these skills are substantially represented on the existing Board. Mr Hayes has also advised the Company that he does not currently hold, and has not held in the last three years, a directorship of a listed entity, and the Board is not aware of any prior experience by Mr Hayes as a director of a publicly listed company. On the limited information available to it, the Board is unable to identify any skills or experience that Mr Hayes would bring to the Board that are not already held by the existing Directors, or that would otherwise add value to the Board for the benefit of all Shareholders. Should Mr Hayes receive sufficient Shareholder support, his appointment would remain subject to completion of the necessary probity, regulatory and procedural requirements applicable to directors of ASX-listed companies. **For the reasons described above, the Board does not support the election of Mr Hayes and RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THIS RESOLUTION.**

8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Hayes will be elected to the Board as an independent Director.

If this Resolution is not passed, Mr Hayes will not join the Board as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

9. RESOLUTION 10 – ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – GABRIEL CHIAPPINI

9.1 General

Pursuant to clause 15.3 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution.

Shareholders Mr John Hannaford and Mr Matthew Sheldrick nominated Mr Gabriel Chiappini as a Director and Mr Gabriel Chiappini subsequently consented to act as a Director within the time prescribed under the Constitution.

Further information in relation to Mr Chiappini is set out below.

Qualifications, experience and other material directorships	The Company has received the following information from Mr Chiappini – **the information has not been verified by the Company.** *Gabriel is a Chartered Accountant with over 20 years' experience as a director capital markets and governance professional. He is a current member of the Australian Institute of Company Directors and Institute of Chartered Accountants (Australia). Gabriel's professional foundation was laid with Ernst & Young (EY) Perth, following EY, Gabriel moved onto various Corporate roles, including Chairman, NED and Chief Financial Officer roles in London and Perth.* *For the last 20 years Gabriel has been managing his own Consulting Firm offering Capital Advisory, Governance Services, Chief Financial Officer, Company Secretarial and Non-Executive Director services to a variety of ASX and start-up companies. Gabriel has provided advice and services on equity raisings exceeding AUD$850m, debt financing in excess of AUD$350m and assisted his clients with both divestment and acquisition strategies.* *Recently Gabriel has managed and assisted with the vending in of 7 ASX IPO's and RTO's.* *Gabriel has had a diverse and successful career as a capital markets participant, ASX/public director inclusive of Chairman, NED and Finance/CFO roles & Head of Governance. Gabriel has a wide range of offshore corporate structuring experience in USA, Europe and Middle East.* *Mr Chiappini is currently Chair of Heavy Rare Earths Limited (ASX: HRE) and Governance Chair and Non-Executive Director of Invictus Energy Limited (ASX: IVZ). He also acts as Governance Chair and Company Secretary of Middle Island Resources Limited (ASX: MDI) and Voltaic Strategic Resources Limited (ASX: VSR). He previously served as Head of Governance Australia for Adriatic Metals plc from its initial public offering in 2018 until its acquisition by DPM Metals Inc.*
Independence	If elected, the Board considers that Mr Chiappini will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company was not able to undertake these checks prior to issuing this Notice. **No background check was provided for Mr Chiappini.**
Board recommendation	The Board has in place a rigorous and well-established process for identifying and nominating Directors in a professional, transparent and structured manner.

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	The Board, at least annually, updates its Board Skills Matrix, which assesses the Board's collective skills and experience and identifies the skills and characteristics that would be desirable in any new Board candidate. The nomination process is managed by the Board with assistance from external advisers where appropriate. Prospective candidates with the requisite skills, experience and independence are reviewed and references are sought. The process balances the introduction of new skills to the Board while maintaining sufficient continuity, and aims to ensure that Shareholders are given the opportunity to elect the most appropriately qualified and experienced candidates to the Board. After assessing the information contained in his nomination against the Company's Board Skills Matrix, the Board considers that Mr Chiappini does not demonstrate the depth of skills and experience necessary for effective contribution as a non-executive director of the Company. Further, the Board is unable to identify any relevant qualifications, experience or insight into how Mr Chiappini could contribute to the Company's existing strategic objectives and its focus on technology commercialisation. In that respect, the Board cannot recommend the election of Mr Chiappini. Mr Chiappini did not engage with the Board prior to the lodgement of his nomination, and accordingly the Board has not been able to assess his candidacy through the process it applies to all other candidates. Should Mr Chiappini receive sufficient Shareholder support, his appointment would remain subject to completion of the necessary probity, regulatory and procedural requirements applicable to directors of ASX-listed companies. **For the reasons described above, the Board does not support the election of Mr Chiappini and RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THIS RESOLUTION.**

9.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Chiappini will be elected to the Board as an independent Director.

If this Resolution is not passed, Mr Chiappini will not join the Board as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the 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 dependent 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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means 4DS Memory Limited (ACN 145 590 110).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

(a) is not included in the A&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Liquidity Event has the meaning given in Section 6.1.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

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Option means an option to acquire a Share.

Participation has the meaning given in Section 6.2.

Previous Approval has the meaning given in Section 6.4.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 6.3.

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.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Sale Bonus Pool has the meaning given in Section 6.1.

Sale Value has the meaning given in Section 6.1.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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SCHEDULE 1 – MATERIAL TERMS OF THE SALE POOL PLAN

<table>
<tr><td>Eligibility and Invitation</td><td>The Board may from time to time determine that a person may be eligible to participate in the Plan.

Following determination that a Participant may participate in the Plan, the Board may make an invitation (Invitation) to that Participant on such terms and conditions as the Board decides from time to time.</td></tr>
<tr><td>Sale Bonus Pool</td><td>Upon a Change in Control or an Asset Sale (each, a Liquidity Event), a Bonus Pool will be created on the following amounts of the Sale Value:
<table>
<tr><th>TIER</th><th>SALE VALUE</th><th>BONUS POOL</th></tr>
<tr><td>1</td><td>$0 to US$120 million</td><td>Nil</td></tr>
<tr><td>2</td><td>US$120 million to US$350 million</td><td>5.0% of the Sale Value</td></tr>
<tr><td>3</td><td>US$350 million to US$550 million</td><td>US$17.5 million plus 6.25% of the excess above US$350 million</td></tr>
<tr><td>4</td><td>Above US$550 million</td><td>US$30.0 million plus 7.5% of the excess above US$550 million</td></tr>
</table>
Asset Sale means the completion of a sale of the Company or any of its subsidiaries' main undertaking to a third party, excluding a Change in Control.

Change in Control means:

(a) a bona fide takeover bid having been made in respect of the Company and:
(i) the bidder has received acceptances for not less than 50.1% of the fully paid ordinary share in the capital of the Company (Shares); and
(ii) having being declared unconditional by the bidder; or

(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

(c) a person acquires a Relevant Interest (as defined in the Corporations Act 2001 (Cth)) in 50% or more of the Shares by any other means.

Sale Value means, with respect to a particular Liquidity Event and without duplication, the sum of the total proceeds and other consideration paid or received and to be paid or received by the Company or by the Company's shareholders (which shall include amounts paid or to be paid into escrow or subject to earn-out or other deferred payment arrangements).

If all or any portion of the Sale Value is paid in the form of assets other than cash, the value of such non-cash consideration shall be the fair market value of the asset as measured as of the date of the announcement of the transaction giving rise to the Liquidty Event, provided, that if such consideration includes securities with an existing public trading market, the value of the securities shall be the volume weighted average price of the closing price for such Securities on the ten (10) trading days immediately prior to the Liquidity Event or as otherwise provided in the relevant documentation for such Liquidity Event.</td></tr>
<tr><td>Entitlement</td><td>In the event of a Liquidity Event, then, subject to the other terms and conditions of this Plan or the Participant's Invitation, a Participant shall be entitled to the percentage amount of the Bonus Pool as set out in the Participant's Invitation (Participation Amount).</td></tr>
</table>

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Employment Requirement	A Participant must be continuously employed by or providing services to the Company, or a subsidiary of the Company, through to the time of the Liquidity Event to be entitled to the Participation Amount (**Employment Requirement**). If the Participant's employment or services are terminated prior to the Liquidity Event, the Board may determine, in its sole discretion, that the Participant continues to be entitled to their Participation Amount (in whole or part) at the Liquidity Event. If the Participant's employment or services are terminated after the Liquidity Event, the Participant's entitlement to their Participation Amount is deemed to have accrued and be payable from the Liquidity Event.
Payment of Bonus	Subject to the escrow and mixed consideration provisions of this Plan, and any terms set out in the Invitation, the Company will pay each Participant their Participation Amount from the Bonus Pool in a single, cash lump-sum within 5 days following the Liquidity Event, unless otherwise agreed by the Company and the acquirer, or set out in the relevant transaction documents to such Liquidity Event.
Escrow	If the proceeds from the Liquidity Event are subject to escrow, earn-out or other deferred payment arrangements, the Participant's bonus will be subject to the same terms and conditions as the proceeds are paid in connection with the Liquidity Event.
Mixed Consideration	If the consideration offered in the Liquidity Event is not solely cash, subject to any applicable law or stock exchange rules, a Participant's bonus (or a portion of the bonus) will be paid in the same form of the consideration received in the Liquidity Event by the Company or the shareholders (as applicable). If the shareholders were offered a choice of consideration, the bonus will be paid in the same form as the consideration received by a majority of the shareholders participating in the Liquidity Event.
Fraud and Misconduct	The Board may determine that some or all of the Participant's entitlement to the bonus will lapse if the Participant: (a) acts fraudulently or dishonestly; (b) engages in gross misconduct; (c) acts in a manner which brought the Company or the Company group into disrepute; (d) breaches their duties or obligations to the Company (including acting in breach of the terms and conditions of their employment and/or the Company's code of conduct, as amended or replaced from time to time); (e) is convicted of an offence or have a judgement entered against them in connection with the affairs of the Company; or (f) contributes to, either by act or omission, a material misstatement or omission in the financial statements of the Company or any other circumstances or events which affect the Company's financial soundness or require re-statement of the Company's financial accounts, including, without limitation, as a result of misrepresentations, errors, omissions, or negligence.

Proxy Voting Form

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

4DS Memory Limited | ABN 43 145 590 110

Your proxy voting instruction must be received by **1:00pm (AEDT) on Tuesday, 24 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

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SUBMIT YOUR PROXY

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

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

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

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

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

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

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

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

Lodging your Proxy Voting Form:

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

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of 4DS Memory Limited, to be held virtually at **1:00pm (AEDT) on Thursday, 26 November 2026 and physically at Level 17, Tower 4, Collins Square, 727 Collins Street, Melbourne VIC 3004** hereby:

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

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote except for Resolutions 2, 9 & 10 in which the Chair will vote AGAINST.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

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

To access the virtual meeting:

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

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

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐	6	APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – HOWARD DIGBY	☐	☐	☐
2	SPILL RESOLUTION - THE BOARD **STRONGLY** RECOMMENDS THAT SHAREHOLDERS **VOTE AGAINST** RESOLUTION 2	☐	☐	☐	7	APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – GUIDO ARNOUT	☐	☐	☐
3	RE-ELECTION OF A DIRECTOR – DAVID MCAULIFFE	☐	☐	☐	8	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
4	APPROVAL OF 7.1A MANDATE	☐	☐	☐	9	ELECTION OF A DIRECTOR WHO HAS NOMINATED THEMSELVES – DUNCAN HAYES - THE BOARD RECOMMENDS THAT SHAREHOLDERS **VOTE AGAINST** RESOLUTION 9	☐	☐	☐
5	APPROVAL OF ENTITLEMENT TO SALE BONUS POOL – DAVID MCAULIFFE	☐	☐	☐	10	ELECTION OF A DIRECTOR WHO HAS BEEN NOMINATED BY A SHAREHOLDER – GABRIEL CHIAPPINI - THE BOARD RECOMMENDS THAT SHAREHOLDERS **VOTE AGAINST** RESOLUTION 10	☐	☐	☐

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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