

ASX Release / 23 October 2026

Notice of Annual General Meeting

EcoGraf Limited (**"EcoGraf"** or **"the Company"**) (**ASX:EGR; FSE: FMK**) is pleased to advise that the following documents were sent to shareholders today in relation to the Annual General Meeting of the Company to be held on Tuesday, 24 November 2026 at 2:00 pm (AWST):

1. Notice of Access
2. Notice of Meeting
3. Proxy Form

Shareholders are encouraged to actively participate in the Annual General Meeting, either in person or through submission of a proxy vote online or by form prior to the meeting in accordance with the instructions on the Proxy Form.

This announcement is authorised for release by Natalie Teo, Joint Company Secretary.

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For further information, please contact:

INVESTORS
Andrew Spinks
Managing Director
T: +61 8 6424 9002

About EcoGraf

EcoGraf is building a vertically integrated battery anode materials business to produce high purity graphite products for the lithium-ion battery and advanced manufacturing markets. Over US$30 million has been invested to date to create a highly attractive graphite business which includes:

- Epanko Graphite Mine in Tanzania;
- Mechanical Shaping Facility in Tanzania;
- EcoGraf HF*free*® Purification Facilities located in close proximity to the electric vehicle, battery and anode manufacturers; and
- EcoGraf HF*free*® Purification technology to support battery anode recycling.

In Tanzania, the Company is developing the TanzGraphite natural flake graphite business, commencing with the Epanko Graphite Project, to provide a long-term, scalable supply of feedstock for EcoGraf® battery anode material processing facilities, together with high quality large flake graphite products for specialised industrial applications.

In addition, the Company is undertaking planning for its Mechanical Shaping Facility in Tanzania, which will process natural flake graphite into spherical graphite (SpG). This mechanical micronising and spheronising is the first step in the conversion of high-quality flake graphite concentrate into battery grade anode material used in the production of lithium-ion batteries.

Using its environmentally superior EcoGraf HF*free*® purification technology, the Company will upgrade the SPG to produce 99.95%C high performance battery anode material to supply electric vehicle, battery and anode manufacturers in Asia, Europe and North America.

Battery recycling is critical to improving supply chain sustainability and the Company's successful application of the EcoGraf HF*free*® purification process to recycle battery anode material provides it with a unique ability to support customers to reduce CO_2 emissions and lower battery costs.

Follow EcoGraf on LinkedIn, X, Facebook and YouTube or sign up to the Company's mailing list for the latest announcements, media releases and market news.

JOIN OUR MAILING LIST

23 October 2026

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

On behalf of the Board of Directors, it is our pleasure to invite you to attend the 2026 Annual General Meeting (**Meeting**) of EcoGraf Limited (**EGR** or **the Company**).

Annual General Meeting

The Company is convening the Meeting on Tuesday, 24 November 2026 at 2:00 pm (AWST) at the RSM Australia office, located at Level 32, Exchange Tower, 2 The Esplanade, Perth Western Australia 6000.

Notice of Meeting and Explanatory Statement

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as amended by the *Corporations Amendment (Meeting and Documents) Act 2022* (Cth)), the Company is not sending hard copies of the Notice of Meeting and Explanatory Statement (**Notice**) to Shareholders unless they have made an election to receive documents by hard copy. Instead, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at: https://www.ecograf.com.au/asx-releases/ or the Company's ASX market announcements page at https://www.asx.com.au/markets/company/egr.

A copy of your personalized Proxy Form is enclosed for your convenience. All resolutions at the Meeting will be decided by poll and details of how to access the share registry portal and vote online are provided in the Notice. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the Proxy Form.

Your proxy vote must be received by 2:00 pm (AWST) on Sunday, 22 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy vote received after that time will not be valid for the Meeting. **The Company strongly encourages Shareholders to lodge a directed Proxy Form.**

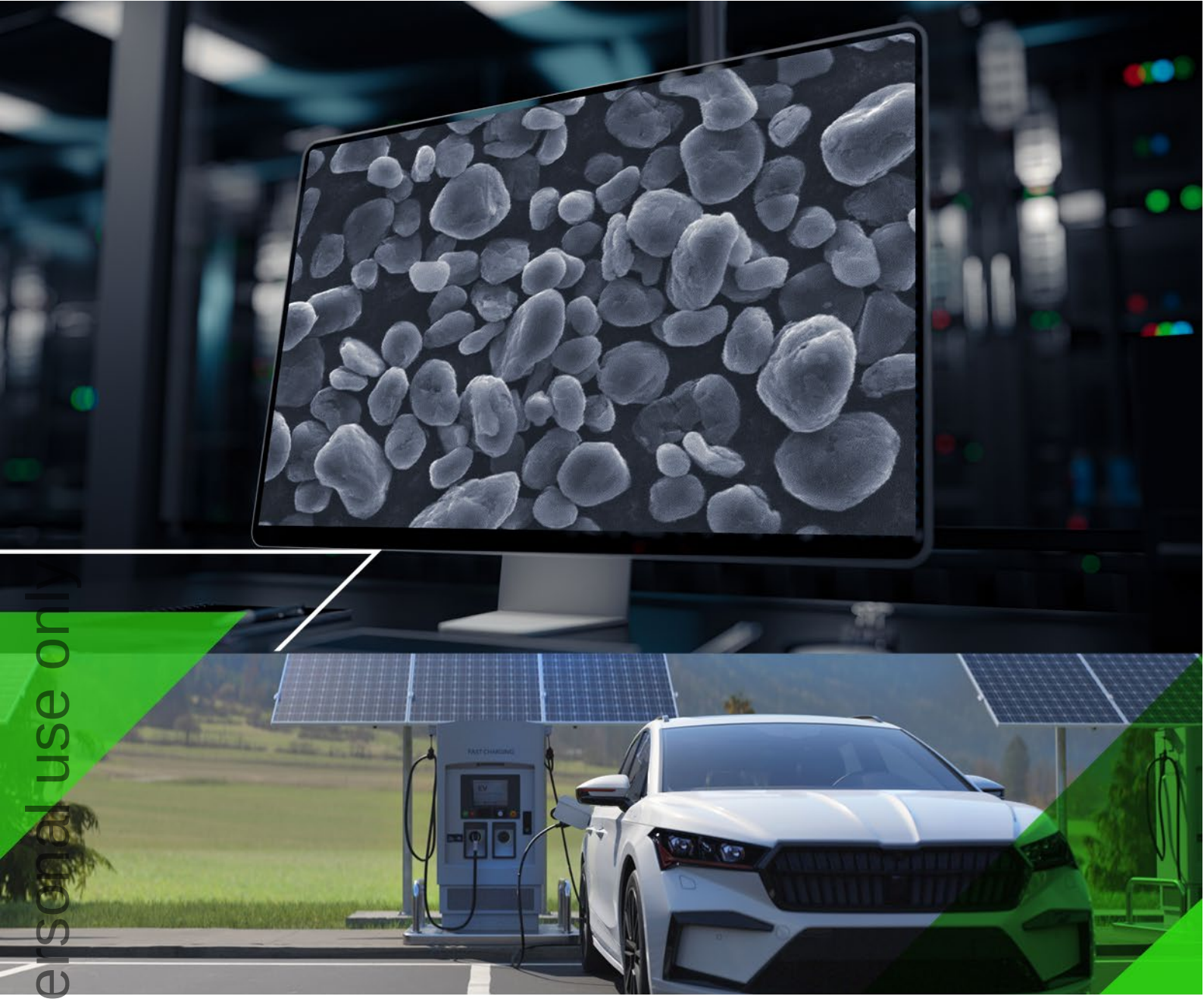
The Notice should be read in its entirety. If you are in doubt as to the course of action you should follow, please seek advice from your professional advisers. If you have questions about the Meeting and voting arrangements or have any difficulties obtaining the Notice, please email the Company at info@ecograf.com.au or contact the Company's share registry on 1300 554 474 (within Australia) or +61 1300 554 474 (overseas).

We look forward to your participation at the Meeting.

Yours sincerely,

Natalie Teo
Joint Company Secretary
EcoGraf Limited

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Notice of Annual General Meeting

Notice is given that the Meeting will be held at:

TIME:	2:00 pm (AWST)
DATE:	Tuesday, 24 November 2026
PLACE:	RSM Australia, Level 32, Exchange Tower, 2 The Esplanade, Perth WA 6000

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

This Notice of Meeting 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 2:00 pm (AWST) on Sunday, 22 November 2026.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company via email at info@ecograf.com.au.

EcoGraf Limited
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ASX: EGR FSE:FMK

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BUSINESS OF THE MEETING

AGENDA

A. 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.

A voting prohibition statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – SVEN OLSSON

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

"That, Sven Olsson, being a Director of the Company who, having been appointed on 9 July 2026 as an additional Director, retires in accordance with Clause 15.4 of the Company's Constitution, Listing Rule 14.4 and for all other purposes, and being eligible and offering himself for election, be elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ROBERT PETT

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

"That, for the purposes of Clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Robert Pett, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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 7.1 and for all other purposes, Shareholders approve the issue by the Company of 5,000,000 Lead Manager Options to Canaccord Genuity (Australia) Limited (or its nominee), exercisable at $0.333 and expiring three years from the date of issue and otherwise on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

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5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT 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 prior issue of 5,292,796 Placement Shares on 14 October 2026 at an issue price of $0.222 per Placement Share on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL OF ECOGRAF SECURITIES PLAN

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

"That, for the purposes of exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders re-approve the existing employee incentive scheme of the Company titled "EcoGraf Securities Plan" and the issue during the next three years of up to 48,000,000 Equity Securities under the Plan and on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

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

"That, conditional on Resolution 6 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act, the existing proportional takeover provisions in the form set out in Clause 37 of the Constitution be renewed for a further period of three years commencing from the date this Resolution is passed."

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9. RESOLUTION 9 – 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."

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 23 October 2026

By order of the Board



Natalie Teo
Joint Company Secretary

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VOTING PROHIBITION STATEMENTS

Resolution 1 – Adoption of Remuneration Report **Resolution 6 – Approval of EcoGraf Securities Plan** **Resolution 7 – Approval of Potential Termination Benefits under the Plan**	A vote on the Resolutions must not be cast (in any capacity) by or on behalf of any 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 the Resolutions 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 the Resolutions; 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 the Resolutions; and (ii) expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if the proxy is a member of the Key Management Personnel at the date of the Meeting or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on the Resolutions, unless the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Further, in respect of Resolution 7, in accordance with section 200E(2A) of the Corporations Act, a vote on Resolution 7 must not be cast by any participants or potential participants in the Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement. However, a vote may be cast by such a person if: (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and (b) it is not cast on behalf of the person or an associate of the person.

VOTING EXCLUSION STATEMENTS

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the persons named in the table below.

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Resolution 4 – Approval to Issue Lead Manager Options	Canaccord Genuity (Australia) Limited (or its nominee(s)) or any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Ratification of Prior Issue of Placement Shares	A person who participated in the issue of the Placement Shares or an associate of that person or those persons.
Resolution 6 – Approval of EcoGraf Securities Plan	A person who is eligible to participate in the EcoGraf Securities Plan or an associate of that person or those persons.
Resolution 9 – Approval Of 7.1A Mandate	If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 7.1A Mandate, the Company will disregard any votes cast in favour of the Resolution by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

However, this does not apply to a vote cast in favour of the relevant 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 ENTITLEMENTS

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 2:00 pm (AWST) on Sunday, 22 November 2026.

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:

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- 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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.

The Company strongly encourages all Shareholders to lodge a directed proxy vote online or in accordance with the instructions on the Proxy Form. Proxy appointments must be received by no later than 2:00 pm (AWST) on Sunday, 22 November 2026. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

QUESTIONS

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company at **info@ecograf.com.au**.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company via email at info@ecograf.com.au.

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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 relation to the business to be conducted at the Meeting.

A. 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 annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at **www.ecograf.com.au.**

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

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 company or the directors of a company.

The Remuneration Report of the Company for the financial year ended 30 June 2026 is part of the Directors' report contained in the annual report and sets out the Company's remuneration arrangements for the Directors and Key Management Personnel.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report to be adopted must be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. However, the Directors will take into account the discussion on Resolution 1 and the outcome of the vote when considering future remuneration arrangements for Directors and senior executives.

The Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

1.2 Voting consequences

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Meeting, and then again at the Company's 2027 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of the votes cast are in favour of the Spill Resolution, the Company

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must convene the Spill Meeting within 90 days of the Company's 2027 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.

1.3 Previous voting results

The Company previously received two "strikes" against its Remuneration Report at its 2024 and 2025 annual general meetings. A Spill Resolution was put to Shareholders at the 2025 annual general meeting and was not carried. In accordance with section 250U of the Corporations Act, the strike count has been reset for the 2026 annual general meeting.

Accordingly, the Spill Resolution will not be relevant for this Meeting. If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report, the Company will receive a first "strike" in accordance with the Corporations Act.

Notwithstanding the previous "strikes" received under the Corporations Act, the Board believes the remuneration arrangements for executives remain appropriate and aligned with the Company's circumstances, balancing both Shareholder expectations and the importance of maintaining an experienced executive team to advance the Company's strategic objectives.

As set out in the Remuneration Report of the Company for the financial year ended 30 June 2026, there was no increase in fixed remuneration for executives for the year ended 30 June 2026 nor any equity incentives awarded during the year.

1.4 Board recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – SVEN OLSSON

2.1 General

Listing Rule 14.4 and Clause 15.4 of the Constitution provide that, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Sven Olsson, who was appointed as an independent non-executive Director by the Board on 9 July 2026, retires in accordance with Clause 15.4 of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for election. Mr Olsson is a member of the Company's Audit and Risk Committee and Nomination and Remuneration Committee.

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2.2 Qualifications and other material directorships

Mr Olsson is based in Goppingen, Germany, and brings more than a decade of board experience with publicly listed resource and technology companies. He has established extensive networks across European capital markets, industrial groups and the rapidly expanding EV and battery materials supply chain, providing valuable strategic insight and international business development expertise.

Mr Olsson has supported the Company in various advisory capabilities over the years, including offtake negotiations and facilitating access to debt financing. His experience will be of significant benefit to EcoGraf as it works through finalising the debt financing process for the Epanko Graphite Project and development of its midstream and downstream operations.

2.3 Additional information

The Company has undertaken the appropriate searches from government authorities and no exceptions were noted.

Mr Olsson is a director and shareholder of Goldinvest Consulting GmbH (**Goldinvest**), a corporate communications and marketing agency that provides services to the Company The agreement between Goldvinvest and the Company is on standard commercial terms and includes market-standard fees and termination provisions.

If elected, the Board considers Mr Olsson will be an independent Director. Mr Olsson has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Olsson will be elected to the Board as an independent Director.

If Resolution 2 is not passed, Mr Olsson will not be elected to the Board as an independent Director. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic objectives.

2.5 Board recommendation

The Board considers that Mr Olsson's skills and experience will continue to support and enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Olsson abstaining) supports the election of Mr Olsson and recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ROBERT PETT

3.1 General

Listing Rule 14.4 provides 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.

The Constitution sets out the requirements for determining which Directors are to retire

by rotation at an annual general meeting.

Mr Robert Pett, who has served as non-executive Director and Chairman since 9 November 2015 and was last re-elected on 27 November 2023, retires by rotation and seeks re-election. Mr Pett is a member of the Company's Audit and Risk Committee and interim chair of the Nomination and Remuneration Committee.

3.2 Qualifications and other material directorships

Mr Pett is a minerals economist with over 30 years' experience working in exploration and mining. During this time, he has worked internationally in the resources sector at senior levels both in Australia and Africa. He has been involved with listed companies at all levels, from grass-roots exploration through to mine development, production and financing of more than ten mining projects globally including East and West Africa and the construction of the Golden Pride Gold Mine in Tanzania.

He was founding Chairman of Resolute Mining Limited (gold mining and exploration in Africa and Australia), Sapphire Mines Limited (gemstone mining and exploration), Reliance Mining Limited (nickel mining in Kambalda), Senex Energy Limited (petroleum production and exploration) and director of several other mining and exploration companies operating in Africa, Asia and Australia in gold, base metals, petroleum and uranium.

Mr Pett also had an active involvement in education and community services including over 10 years' service to Murdoch University in Western Australia as Senator and Chairman of their Resources (Finance) Committee.

3.3 Additional information

If re-elected, the Board considers Mr Pett will be an independent Director.

Mr Pett has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Pett will be re-elected to the Board as an independent Director.

In the event that Resolution 3 is not passed, Mr Pett will not be re-elected to the Board as an independent Director. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board recommendation

The Board considers that Mr Pett's skills and experience will continue to enhance the Board's ability to perform its role and support the Company in achieving its strategic objectives. Accordingly, the Board (with Mr Pett abstaining) recommends that Shareholders vote in favour of Resolution 3.

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4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

4.1 Background

On 3 September 2026, the Company announced to ASX a fully-underwritten share purchase plan to raise up to $2 million before costs (**SPP Offer**). The SPP Offer was underwritten by Canaccord Genuity (Australia) Limited (**Canaccord**), acting as Underwriter and Lead Manager to the SPP Offer, subject to the terms of the underwriting agreement and lead manager mandate.

The SPP Offer closed oversubscribed on 28 September 2026, raising total proceeds of $3.552 million before costs.

As part of the appointment of Canaccord as Underwriter and Lead Manager, the Company agreed to pay a management fee of 2% and an underwriting fee of 4% of total funds raised under the SPP Offer, and agreed to issue, subject to Shareholder approval, 5,000,000 unlisted options exercisable at $0.333 each and expiring three years from the date of issue (**Lead Manager Options**) to Canaccord or its nominee(s).

The lead manager mandate and underwriting agreement contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

4.2 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 has on issue at the start of that period.

The proposed issue of Lead Manager Options falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rule 7.1 an agreement to issue Equity Securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. Accordingly, Resolution 4 seeks Shareholder approval for the issue of the Lead Manager Options under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue and will have to consider other forms of remuneration for the Lead Manager, which include payment of cash equivalent to the value of the options.

4.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to this Resolution:

(a) The Lead Manager Options will be issued to the Lead Manager or its nominee(s)

in accordance with the terms of the lead manager mandate, as summarised in Section 4.1 above.

(b) A maximum of 5,000,000 Lead Manager Options will be issued, exercisable at $0.333 each and will expire on the date that is three years from the date of issue, and will otherwise be subject to the terms and conditions in Schedule 1.

(c) The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Lead Manager Options will be issued no later than three months after the date of the Meeting.

(d) The Lead Manager Options will be issued at a nil issue price, in consideration for the Lead Manager's services in connection with the SPP Offer. Accordingly, no funds will be raised by the issue of the Lead Manager Options.

(e) A voting exclusion statement applies to this Resolution and is included in the Notice.

4.5 Board recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

5.1 Background

On 7 October 2026 and following completion of the SPP Offer, the Company announced it had received firm commitments to raise an additional $1.175 million before costs through a private placement to institutional and sophisticated investors (**Placement**), comprising 5,292,796 Shares at an issue price of $0.222 per Share (**Placement Shares**).

Together with existing cash, funds raised under the SPP Offer and the recently announced European Investment Bank (EIB) grant funding of up to €2 million ($3.2 million), funds raised under the Placement will be used for:

(a) finalising the debt financing process for the Epanko Graphite Project (**Epanko**);

(b) continuing the strategic equity and offtake process to secure strategic partners and offtake to support Epanko as well as the Midstream and Downstream developments;

(c) supporting the grant funding received and under application to advance integrated development and expansion studies including the staged expansion of Epanko and subsequent development of the Midstream and Downstream operations;

(d) continuing with gold exploration activities across the Company's Tanzanian gold projects in parallel to the US$9 million Golden Eagle farm-in agreement with AngloGold Ashanti; and

(e) general corporate and administrative costs, including working capital requirements.

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Canaccord acted as Lead Manager to the Placement and received a management fee of 2% and a selling fee of 4% of total funds raised under the Placement.

5.2 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It 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 therefore does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 5 seeks Shareholder approval to ratify the prior issue of Placement Shares pursuant to Listing Rule 7.4.

If Resolution 5 is passed, the issue of Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the issue will be included in the calculation of the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the date of the issue.

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

(a) The Placement Shares were issued to institutional and sophisticated investors, none of whom are related parties of the Company nor considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2. The investors were identified through a bookbuild process, which involved Canaccord seeking expressions of interest to participate in the Placement from non-related parties of the Company.

(b) A total of 5,292,796 Placement Shares were issued at $0.222 per Placement Share under Listing Rule 7.1 on 14 October 2026. The issue did not breach Listing Rule 7.1.

(c) The Placement Shares are fully paid ordinary shares in the capital of the Company and have been issued on the same terms and conditions as the Company's existing Shares.

(d) The intended use of funds is set out in Section 5.1 above.

(e) A voting exclusion statement applies to this Resolution and is included in the Notice.

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5.4 Board recommendation

The Board recommends Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – APPROVAL OF ECOGRAF SECURITIES PLAN

6.1 General

The Company considers that it is desirable to maintain an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 6 seeks Shareholder approval for the approval of the employee incentive scheme titled "EcoGraf Securities Plan" (**Plan**) and for the issue during the next three years of up to 48,000,000 Equity Securities under the Plan in accordance with Listing Rule 7.2 exception 13(b).

6.2 EcoGraf Securities Plan

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan. A summary of the key terms and conditions of the Plan are in Schedule 2. In addition, a copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries regarding the Plan.

The Plan was last approved by Shareholders at the annual general meeting held on 27 November 2023 (**Previous Approval**).

6.3 Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Plan from those set out in Schedule 2.

If Resolution 6 is passed, the Company will be able to issue up to a maximum of 48,000,000 Equity Securities under the Plan to eligible participants over a period of three years without using the Company's 15% limit under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will be able to proceed with the issue of Equity Securities under the Plan to eligible participants, but any issue will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period thereafter.

The Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issue of Equity Securities under the Plan to a Related Party or a person whose

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relationship with the Company and the Related Party is, in ASX's opinion, such that approval should be obtained.

6.4 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

(a) A summary of the key terms and conditions of the Plan is set out in Schedule 2.

(b) The Company has issued a total of 11,993,629 Performance Rights following the Plan's Previous Approval.

(c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 6 is 48,000,000 (being approximately 10% of the number of Shares currently on issue), although it is not expected that the Company will issue that number of Equity Securities.

(d) The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the Plan but is specified for the purpose of setting a ceiling in accordance with Listing Rule 7.2, exception 13(b). In addition, EcoGraf wishes to retain its flexibility to accommodate the increase in personnel as it develops its Epanko Graphite Project and Midstream and Downstream operations.

(e) A voting exclusion statement applies to this Resolution and is included in the Notice.

6.5 Board recommendation

The Board declines to make a recommendation in relation to Resolution 6 due to their potential personal interests in the outcome of this Resolution.

7. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

7.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that person ceasing their engagement with the Company before such Plan Securities have vested.

This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless

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Shareholder approval is obtained.

As the Company is seeking a fresh approval under Listing Rule 7.2, exception 13(b) at the Meeting (the subject of Resolution 6) to adopt the Plan, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with this Resolution.

If Resolution 7 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the Plan unless Shareholder approval is obtained each and every time such termination benefit is proposed, in accordance with section 200E of the Corporations Act.

Resolution 7 is conditional on the passing of Resolution 6.

7.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 6, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial position or executive office in, the Company (or a subsidiary of the Company) on the terms and conditions in this Explanatory Statement.

Under the terms of the Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms and conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Securities which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the Board's discretion in respect of any current or future participant in the Plan who holds:

(a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and

(b) Plan Securities at the time of their leaving.

7.3 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be

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disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. Other factors may also affect the benefit's value, such as:

(a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

(b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and termination benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

7.4 Additional information

As mentioned in section 7.1, Resolution 7 is conditional on the passing of Resolution 6.

If Resolution 6 is not approved at the Meeting, Resolution 7 will not be put to Shareholders at the Meeting.

7.5 Board recommendation

The Board declines to make a recommendation in relation to Resolution 7 due to their potential personal interests in the outcome of this Resolution.

8. RESOLUTION 8 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

8.1 General

The Company's Constitution contains proportional takeover bid approval provisions (**Proportional Takeover Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer.

Under the Corporations Act, these provisions must be renewed every three years, or they will cease to have effect. The Proportional Takeover Provisions were previously approved at the Company's 2023 annual general meeting held on 27 November 2023.

It is proposed that the Proportional Takeover Provisions be renewed for a period of three years from the date of the Meeting on the same terms as the existing provisions set out in Clause 37 of the Constitution.

The Company is permitted to seek further Shareholder approval to renew Clause 37 for further periods of up to three years on each occasion.

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A copy of the Constitution was released to ASX on 27 November 2023 and is available for download from the Company's ASX announcements platform. Shareholders can request for a copy of the Constitution by contacting the Company.

8.2 Technical information required by section 648G(5) of the Corporations Act

The following information is provided in accordance with section 648G(5) of the Corporations Act:

(a) Effect of Proportional Takeover Provisions

A proportional takeover bid is a takeover bid where an offer is made to each Shareholder to buy a proportion of that Shareholder's Shares, and not the Shareholder's entire Shareholding. If a Shareholder accepts, the Shareholder disposes of that specified portion and retains the balance.

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) Reasons for the Proportional Takeover Provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

The Proportional Takeover Provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

(c) Potential advantages

The potential advantages of the Proportional Takeover Provisions for Shareholders of the Company include:

(i) Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed, and will give Shareholders the opportunity to study a proportional takeover bid proposal and vote on the bid at a general meeting;

(ii) the bargaining power of Shareholders is increased (and may help Shareholders avoid being locked in as a minority); and

(iii) knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject the offer.

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(d) Potential disadvantages

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

(i) proportional takeover bids may be discouraged;

(ii) lost opportunity to sell a portion of their Shares at a premium; and

(iii) the Company will incur the cost of calling a meeting of Shareholders if a proportional takeover bid is made.

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

(e) Knowledge of any acquisition proposals

As at the date of the Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(f) Review of Proportional Takeover Provisions while in effect

While the Proportional Takeover Provisions have been in effect since they were last approved on 27 November 2023, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which to review the advantages or disadvantages of the Proportional Takeover Provisions for the Directors and Shareholders during that period. The Directors are not aware of any potential takeover bid that was discouraged by the Proportional Takeover Provisions.

8.3 Additional information

Resolution 8 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote for it to be passed.

If Resolution 8 is passed, the Proportional Takeover Provisions will be renewed for a further period of three years commencing from the date of the Meeting.

If Resolution 8 is not passed, the Proportional Takeover Provisions will cease to have any effect.

8.4 Board recommendation

The Board does not consider that the potential disadvantages outweigh the potential advantages of adopting the Proportional Takeover Provisions. Accordingly, the Board recommends that Shareholders vote in favour of Resolution 8.

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9. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

9.1 Background

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 securities it had on issue at the start of that period.

However, 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. The Company is an eligible entity for these purposes. As at the date of this Notice, the Company's market capitaisation is approximately $101.39 million.

Resolution 9 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.

A special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 9 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 further Shareholder approval.

If Resolution 9 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.

9.2 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to this Resolution 9:

(a) **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:

(i) the date that is 12 months after the date of this Meeting;

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

(iii) 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).

(b) **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 that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 9.2(b)(i) above, the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from any issue of Equity Securities under the 7.1A Mandate for the commercial development of its graphite businesses, exploration activities, related corporate purposes and general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 9 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 as at 14 October 2026 and the number of Equity Securities on issue or proposed to be issued as at the date of the Meeting.

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.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued - 10% voting dilution	$0.105 50% decrease	$0.210 Issue Price	$0.315 50% Increase
			Funds Raised		
Current	482,843,943	48,284,394	$5,069,861	$10,139,723	$15,209,584
50% Increase	724,265,915	72,426,591	$7,604,792	$15,209,584	$22,814,376
100% Increase	965,687,886	96,568,788	$10,139,723	$20,279,445	$30,419,168

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The table above uses the following assumptions:

1. There are currently 482,843,943 Shares on issue as at the date of the Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 14 October 2026, being $0.210.
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 convertible security rights are exercised into Shares before the date of issue of the Equity Securities.
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:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) 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.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of any 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 and/or new investors, 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:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share

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purchase plan, placement or other offer where existing Shareholders may participate;

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

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

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

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at the 2025 annual general meeting held on 25 November 2025 (**Previous Approval**). The Company has not issued any Equity Securities under the Previous Approval in the twelve months preceding the date of the Meeting.

(g) **Voting exclusion**

A voting exclusion statement is included in the Notice. As at the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.

9.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

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GLOSSARY

$ means Australian dollars.

7.1 A Mandate has the meaning given in Section 9.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

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.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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 EcoGraf Limited (ACN 117 330 757).

Constitution means the Company's constitution. **Corporations**

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

current directors of the Company.

EcoGraf Securities Plan or Plan means the employee incentive scheme adopted by the Company on 27 November 2023 and summarised in Schedule 2.

Equity Securities means 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.

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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.

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

Proxy Form means the proxy form accompanying the 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.

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

Section means a section of the Explanatory Statement.

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 ASX Listing Rule 7.1A.2.

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SCHEDULE 1 – TERMS AND CONDITIONS OF THE LEAD MANAGER OPTIONS

The terms and conditions of the Lead Manager Options are as follows:

1) Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2) Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be $0.333 (**Exercise Price**).
3) Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4) Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5) Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6) Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7) Timing of issue of Shares on exercise	Within 5 Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act 2001 (**Corporations Act**), or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commission (**ASIC**) a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8) Shares issued on exercise	Shares issued on exercise of the Options rank equally with existing issued Shares of the Company.
9) Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or

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	cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10) Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11) Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12) Transferability	The Options are transferable subject to any restrictions or escrow arrangements imposed by ASX or under applicable Australian securities law.

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SCHEDULE 2 – TERMS AND CONDITIONS OF THE ECOGRAF SECURITIES PLAN

The material terms and conditions of the EcoGraf Securities Plan are summarised below:

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division lA of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (d) assist in the reward, retention and motivation of Eligible Participants; (e) link the reward of Eligible Participants to Shareholder value creation; and (f) align the interests of Eligible Participants with Shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
Maximum Number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage) and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b), being 48,000,000 Securities.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant (being an Eligible Participant to whom Securities have been granted under the Plan) relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities, the subject of the invitation, by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

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Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issues of Shares (see Adjustment for bonus issue below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Convertible Securities may specify that at the

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	time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in
	value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of Control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, any vested but unexercised or any unvested Convertible Securities that the Board determines to vest on a pro rata basis, based on the period which has elapsed and/or actual performance, must be exercised within 30 days of the change of control event. Convertible Securities not exercised within this time period will lapse. The Board may specify in the invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a

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	leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements or bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Withholding Amount	If a member of the Group, a trustee or the Plan administrator is obliged to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid

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LODGE YOUR VOTE

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LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:00pm (AWST) on Sunday, 22 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting. Proxy Forms may be lodged via mail or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

X99999999999

PROXY FORM

I/We being a member(s) of EcoGraf Limited and entitled to attend and vote hereby appoint:

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STEP 1

APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AWST) on Tuesday, 24 November 2026 at RSM Australia, Level 32, Exchange Tower, 2 The Esplanade, Perth WA 6000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 6 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except for resolution 3.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Election of Director – Sven Olsson	☐	☐	☐
3 Re-Election of Director – Robert Pett	☐	☐	☐
4 Approval to Issue Lead Manager Options	☐	☐	☐
5 Ratification of Prior Issue of Placement Shares	☐	☐	☐
6 Approval of Ecograf Securities Plan	☐	☐	☐
7 Approval of Potential Termination Benefits Under The Plan	☐	☐	☐
8 Renewal of Proportional Takeover Provisions	☐	☐	☐
9 Approval of 7.1A Mandate	☐	☐	☐

ⓘ * 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).