

29 October 2025

Dear Valued Shareholder,

ClearVue Technologies Limited (ClearVue) will hold its 2025 Annual General Meeting (AGM):

**TIME:** 2:00pm (AWST)

**DATE:** 28 November 2025

**LOCATION:** Suite 7, 567 Newcastle Street, West Perth, Western Australia 6005.

For those that are unable to attend in person, a replay of the event will be provided.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (“Notice”) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://www.clearvuepv.com/investors/>.

### **Your vote is important**

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

To vote in person, attend the AGM on the date and at the place set out above.

To vote by proxy please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

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

### **Proxy Forms received later than this time will be invalid.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant, or other professional adviser.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

### **Notes of importance for the 28 November AGM:**

- **Unanimous approval by Board:** The resolutions included with the Notice of Meeting (NOM) have been unanimously approved by ClearVue’s Board of Directors.
- **Your vote is important:** Ensure your voice is heard by voting on the resolutions. Instructions to make sure your vote is counted are included with the NOM.

- **Receive important shareholder communications:** Update and/or confirm your email and phone number (to enable text messages) using this link (<https://www.clearvuepv.com/nom-agm-2025/>) or by scanning this QR code:



- **Updating your registry data:** To update your official shareholder information with the registrar (Automic) visit: <https://portal.automic.com.au/investor/home>
- **Victor Rosenberg retirement:** The 2025 AGM is particularly noteworthy as our founder, Mr. Victor (Vic) Rosenberg, will be retiring from ClearVue's Board at the upcoming AGM. Vic has been a pioneer in the field of glass technologies since the 1990s. He started the venture with a company that ultimately became ClearVue. Please join us to celebrate Vic's important contribution to our industry and to ClearVue.

ClearVue's Board and Management team look forward to meeting with you during the AGM in our Perth showroom on 28 November, 2025.

Warm Regards,

Theresa Smits  
Board Chair

Doug Hunt  
Managing Director and CEO

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**CLEARVUE TECHNOLOGIES LIMITED**  
**ACN 071 397 487**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 2:00pm (WST)  
**DATE:** 28 November 2025  
**PLACE:** ClearVue Perth Showroom  
567 Newcastle Street, West Perth WA 6005

***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 2:00pm (WST) on 28 November 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### FINANCIAL STATEMENTS AND REPORTS

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To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 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 2025."*

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

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#### 2. RESOLUTION 2 – ELECTION OF DIRECTOR – THERESA SMITS

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 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Theresa Smits, a Director who was appointed casually on 8 July 2025, retires, and being eligible, is elected as a Director."*

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#### 3. RESOLUTION 3 – ELECTION OF DIRECTOR – MICHAEL PIXLEY

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 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Michael Pixley, a Director who was appointed casually on 8 July 2025, retires, and being eligible, is elected as a Director."*

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#### 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."*

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#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF COLLATERAL SHARES UNDER LISTING RULE 7.1

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 10,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

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**6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1**

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 1,216,278 Shares on the terms and conditions set out in the Explanatory Statement.”*

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**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A**

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 24,473,347 Shares on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT 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, approval is given for the Company to issue 25,689,625 Primary Options and up to 6,422,406 Secondary Options (on exercise of the Primary Options and subject to rounding) on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 9 – APPROVAL TO ISSUE BROKER 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, approval is given for the Company to issue 4,000,000 Options to the Joint Lead Managers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MICHAEL PIXLEY**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Performance Rights to Michael Pixley (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO THERESA SMITS**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Performance Rights to Theresa Smits (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**12. RESOLUTION 12 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR FEE PLAN TO THERESA SMITS**

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

*"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Shares in lieu of remuneration to Theresa Smits (or her nominee(s)) under the Director Fee Plan on the terms and conditions set out in the Explanatory Statement."*

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**13. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SHARES TO KIDDER**

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 1,231,090 Shares to Kidder Williams Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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**14. RESOLUTION 14 – ISSUE OF ENGAGEMENT FEE 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, approval is given for the Company to issue 989,550 Options to Kidder Williams Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 23 October 2025**

## Voting Prohibition Statement

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <p>(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</p> <p>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.</p> <p>However, a person (the <b>voter</b>) 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:</p> <p>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the Chair and the appointment of the Chair as proxy:</p> <p>(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p>(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.</p>
<b>Resolutions 10 to 12 – Approval to issue Performance Rights to Michael Pixley and Theresa Smits, and Approval to issue Shares under the Director Fee Plan to Theresa Smits</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(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.</p>

## Voting Exclusion Statement

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:

<b>Resolution 4 – Approval of 7.1A Mandate</b>	<p>A person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
<b>Resolution 5 – Ratification of Prior Issue of Collateral Shares under Listing Rule 7.1</b>	<p>Alpha Investment (or its nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.</p>
<b>Resolutions 6 to 7 – Ratification of prior issue of Placement Shares under Listing Rule 7.1 and Listing Rule 7.1A</b>	<p>The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.</p>
<b>Resolution 8 - Approval to issue Placement Options</b>	<p>The Placement Participants or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
<b>Resolution 9 – Approval to issue Broker Options</b>	<p>The Joint Lead Managers (or their nominee(s)) or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
<b>Resolution 10 – Approval to issue Performance Rights to Michael Pixley</b>	<p>Michael Pixley (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>
<b>Resolution 11 – Approval to issue Performance Rights to Theresa Smits</b>	<p>Theresa Smits (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>
<b>Resolution 12 – Approval to issue Shares under the Director Fee Plan to Theresa Smits</b>	<p>Theresa Smits or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.</p>
<b>Resolution 13 – Ratification of prior issue of Shares to Kidder</b>	<p>Kidder (or its nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.</p>

**Resolution 14 – Issue of Engagement Fee Options**

Kidder (or its nominee(s)) or any other person who is 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 holder of ordinary securities in the Company) 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**

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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 (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**

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 7129 0437.***



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## EXPLANATORY STATEMENT

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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.

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## 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 2025 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 [www.clearvuepv.com](http://www.clearvuepv.com).

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### 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 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.

#### 1.2 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.

#### 1.3 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 less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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## 2. RESOLUTION 2 – ELECTION OF DIRECTOR – THERESA SMITS

### 2.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Theresa Smits, having been appointed by other Directors on 8 July 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Theresa Smits is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>With over 35 years of hands-on business experience spanning banking and finance, administration, management, sales and marketing, Theresa Smits brings a rare combination of strategic insight and operational expertise. Her career has been built from the ground up, formed by real-world experience rather than theory, giving her a practical edge in navigating complex business environments.</p> <p>Theresa is a highly organised, results-driven professional known for her adaptability, strong interpersonal skills and commitment to building trusted relationships. Her entrepreneurial track record includes founding and scaling multiple successful ventures across a range of industries.</p> <p>She led Broadband2U to a successful acquisition by Superloop, one of Australia's leading broadband providers. Since 2007, she has transformed Eaton Services Group from a small regional business into a major commercial cleaning and facilities management company operating along Australia's eastern seaboard, achieving over 2400% growth.</p> <p>Theresa's deep background in finance and operations significantly strengthens the strategic and financial foundations of any business she is part of including her current role contributing to the growth and commercial success of the Company.</p> <p>Earlier in her career, Theresa spent over 15 years as an interior designer, collaborating with architects, developers, and builders on both commercial and residential projects. Her work spanned the full lifecycle — from initial concept design through to fit-out — blending creative vision with practical project management to deliver results that balanced aesthetics, functionality, and long-term value.</p>
<b>Term of office</b>	Theresa Smits has served as a Director since 8 July 2025.
<b>Independence</b>	If re-elected, the Board considers that Theresa Smits will be an independent Director.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Theresa Smits.
<b>Board recommendation</b>	Having received an acknowledgement from Theresa Smits that she will have sufficient time to fulfil her responsibilities as a Director and having reviewed the performance of Theresa Smits since her appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Theresa Smits) recommend that Shareholders vote in favour of this Resolution.

## 2.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Theresa Smits will be elected to the Board as a non-executive Director.

If this Resolution is not passed, Theresa Smits will not continue in her role as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

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## 3. RESOLUTION 3 – ELECTION OF DIRECTOR – MICHAEL PIXLEY

### 3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Michael Pixley, having been appointed by other Directors on 8 July 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Michael Pixley is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Michael Pixley is a highly experienced Merchant Banker with over 30 years of experience in Asia. Beginning in Singapore and later moving to Australia, Mr. Pixley has developed deep contacts with Asian businesses, individuals, and governments. As a CEO and Director in private and public companies, he has gained extensive experience in deal origination, structuring, and execution across various sectors including real estate, infrastructure, and healthcare.</p> <p>Mr. Pixley has a proven track record of building successful businesses and has led numerous transactions throughout their career, including M&amp;A, IPOs, and debt and equity financings. He has a strong reputation for developing and maintaining long-term relationships with clients, stakeholders and partners. Overall, Mr. Pixley brings a wealth of expertise and a deep understanding of the Asian business landscape to his work. With a strong network and proven experience in leadership positions, he is well-equipped to provide strategic advice and value-added solutions to clients across various industries.</p>
<b>Term of office</b>	Michael Pixley has served as a Director since 8 July 2025.
<b>Independence</b>	If re-elected, the Board considers that Michael Pixley will be an independent Director.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Michael Pixley.
<b>Board recommendation</b>	Having received an acknowledgement from Michael Pixley that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Michael Pixley since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Michael Pixley) recommend that Shareholders vote in favour of this Resolution.

### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Michael Pixley will be elected to the Board as a non-executive Director.

If this Resolution is not passed, Michael Pixley will not continue in their role as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

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## 4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

### 4.1 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 the date of this Notice, the Company's market capitalisation is \$51,773,408. The Company is therefore an Eligible Entity.

### 4.2 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.

### 4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	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).
<b>Minimum price</b>	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: (a) the date on which the price at which the Equity Securities are to be

	<p>issued is agreed by the entity and the recipient of the Equity Securities; or</p> <p>(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.</p>																																							
<b>Use of funds</b>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for expansion activities in key global markets including the US (including for infrastructure and additional staff in the US), systems and inventory to support global sales, targeted IP or corporate acquisitions as well as the continued development of the Company's solar glass technology and BIPV solutions, other sales and marketing expenses, general operational expenses and working capital.</p>																																							
<b>Risk of economic and voting dilution</b>	<p>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.</p> <p>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.</p> <p>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 20 October 2025.</p> <p>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.</p> <table border="1"> <thead> <tr> <th colspan="2"></th> <th colspan="4">Dilution</th> </tr> <tr> <th colspan="2" rowspan="2">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2">Shares issued – 10% voting dilution</th> <th colspan="3">Issue Price</th> </tr> <tr> <th>\$0.093 50% decrease</th> <th>\$0.185 Issue Price</th> <th>\$0.278 50% increase</th> </tr> <tr> <th colspan="2"></th> <th colspan="4">Funds Raised</th> </tr> </thead> <tbody> <tr> <td><b>Current</b></td> <td>279,856,257 Shares</td> <td>27,985,625 Shares</td> <td>\$2,602,663</td> <td>\$5,177,340</td> <td>\$7,780,003</td> </tr> <tr> <td><b>50% increase</b></td> <td>419,784,386 Shares</td> <td>41,978,438 Shares</td> <td>\$3,903,994</td> <td>\$7,766,011</td> <td>\$11,670,005</td> </tr> <tr> <td><b>100% increase</b></td> <td>559,712,514 Shares</td> <td>55,971,251 Shares</td> <td>\$5,205,326</td> <td>\$10,354,681</td> <td>\$15,560,007</td> </tr> </tbody> </table> <p>*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.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 279,856,257 existing Shares as at the date of this Notice.</li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 20 October 2025 (being \$0.185) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>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</li> </ol>			Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.093 50% decrease	\$0.185 Issue Price	\$0.278 50% increase			Funds Raised				<b>Current</b>	279,856,257 Shares	27,985,625 Shares	\$2,602,663	\$5,177,340	\$7,780,003	<b>50% increase</b>	419,784,386 Shares	41,978,438 Shares	\$3,903,994	\$7,766,011	\$11,670,005	<b>100% increase</b>	559,712,514 Shares	55,971,251 Shares	\$5,205,326	\$10,354,681	\$15,560,007
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	<p>Rule 7.1.</p> <ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>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%.</li> <li>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.</li> </ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ol>
<p><b>Allocation policy under 7.1A Mandate</b></p>	<p>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.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ol style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(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;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ol>
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 27 November 2024, the Company intends to issue 24,473,347 Shares pursuant to the Previous Approval (<b>Previous Issue</b>), which represent approximately 8.05% of the total diluted number of Equity Securities on issue in the Company on 27 November 2024, which was 303,973,236.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p>

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<b>Date of Issue and Appendix 2A</b>	<p><b>Date of announcement and Appendix 3B:</b> 13 October 2025</p> <p><b>Proposed Date of Issue:</b> 21 October 2025</p> <p><b>Proposed Date of Appendix 2A:</b> 21 October 2025</p>
<b>Number and Class of Equity Securities Issued</b>	24,473,347 Shares <sup>2</sup>
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.18 per Share (at a discount 5.26% to Market Price).
<b>Recipients</b>	<p>Professional and sophisticated investors as part of a placement announced on 13 October 2025. The placement participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
<b>Total Cash Consideration and Use of Funds</b>	<p><b>Amount raised:</b> \$4.6 million to be raised under the Placement, of which \$4,405,202 will be by the issue of Shares under Listing Rule 7.1A.</p> <p><b>Amount spent:</b> \$nil.</p> <p><b>Use of funds:</b> as set out in Section 6.3.</p> <p><b>Amount remaining:</b> \$4,405,202.</p> <p><b>Proposed use of remaining funds:</b><sup>4</sup> as set out in Section 6.3.</p>

**Notes:**

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of announcement of the issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CPV (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

**Voting exclusion statement**

A voting exclusion statement applies to this Resolution.

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## 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF COLLATERAL SHARES

### 5.1 General

On 23 October 2023, the Company announced it entered into an At-the Market Facility Agreement with Alpha Investment Partners Pty Ltd (ACN 648 623 223) (**Alpha Investment**) (**Alpha Agreement**). Pursuant to the Alpha Agreement, Alpha Investment agreed to provide the Company with up to \$30,000,000 of standby equity capital for a period of 60 months. A summary of the Alpha Agreement is set out below:

- (a) the Company retains full control of all aspects of the subscription process, having sole discretion as to whether or not to utilise the Alpha Agreement, the maximum number of Shares to be issued, the minimum issue price of Shares and the timing of each subscription (if any). There are no requirements on the Company to utilise the Alpha Agreement and the Company may terminate the Alpha Agreement at any time, without cost or penalty. Alpha Investment and the Alpha Agreement do not place any restrictions at any time on the Company raising capital through other methods;
- (b) if the Company does decide to utilise the Alpha Agreement, the Company is able to provide a notice to set an issue price floor (at its sole discretion), with the final issue price being calculated as the greater of that floor price set by the Company and a discount to a volume weighted average price (**VWAP**) of the Shares over a period of the Company's choosing (again at the sole discretion of the Company);
- (c) as security for the Alpha Agreement, the Company issued 10,000,000 Shares for nil cash consideration to Alpha Investment on 23 October 2023 (**Initial Shares**). The Company may, however, at any time cancel the Alpha Agreement as well as buy back (and cancel) the Initial Shares for no cash consideration (subject to Shareholder approval).

As announced on 30 June 2025, the Company has issued a further 10 million Shares for nil consideration as security for the Alpha Agreement (**Collateral Shares**), pursuant to the Company's existing placement capacity under Listing Rule 7.1.

This Resolution seeks Shareholder ratification the purposes of Listing Rule 7.4 for the issue of the Collateral Shares.

### 5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

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.

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



#### 5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, 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 25% limit in Listing Rules 7.1 and 7.1A, 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.

#### 5.5 Technical information required by Listing Rule 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Alpha Investment (or its nominee(s))
<b>Number and class of Securities issued</b>	10,000,000 Shares were issued.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities were issued</b>	30 June 2025.
<b>Price or other consideration the Company received for the Securities</b>	The Collateral Shares were issued for nil consideration. The Company has not and will not receive any other consideration for the issue of the Collateral Shares.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of the Collateral Shares was to provide Alpha Investment with security for the Alpha Agreement.
<b>Summary of material terms of agreement to issue</b>	The Collateral Shares were issued under the Alpha Agreement, a summary of the material terms of which is set out in Section 5.1.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

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## 6. BACKGROUND TO RESOLUTIONS 6 TO 9

### 6.1 Placement

As announced on 13 October 2025, the Company received firm commitments from institutional and accredited investors to raise approximately \$4.6 million (before costs) to be completed via the issue of 25,689,625 Shares (**Placement Shares**) at an issue price of \$0.18 per Placement Share (**Placement**).

Settlement of the Placement and the issue of the Placement Shares occurred on 22 October 2025.

1,216,278 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 6) and 24,473,347 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 7).

Additionally, subject to Shareholder approval under Resolution 8, the Company will issue 25,689,625 Options to Placement Participants, comprising 1 free attaching Option for every 1 Share subscribed for and issued under the Placement exercisable at \$0.20 on or before 1 September 2026 (**Primary Option**). Each Primary Option also includes a 'piggy-back' right whereby one additional Option will be issued to Placement Participants with an exercise price of \$0.30 and expiry date of 1 September 2027 for every 4 Primary Options that are exercised before 1 September 2026 (**Secondary Options**). The Primary Options and the Secondary Options are together referred to as the **Placement Options**.

Not all Placement Participants will exercise that number of Primary Options which can be evenly divided by 4. Fractional entitlements will be rounded to the nearest whole number.

## 6.2 Joint Lead Managers

The Company entered into a mandate with Templar Corporate Pty Ltd (ACN 071 397 487) and SP Corporate Advisory (ACN 669 429 092) (together, the **Joint Lead Managers**) pursuant to which the Joint Lead Managers were engaged by the Company to act as the joint lead managers and book runners to the Placement (**JLM Mandate**).

The material terms and conditions of the JLM Mandate are summarised below:

- (a) **Fees:** Under the JLM Mandate, the Joint Lead Managers will receive:
- (i) in their respective proportions (50:50), a total of 4,000,000 Options exercisable at \$0.30 each on or before the date that is 3 years from the date of issue (the subject of Resolution 9); and
  - (ii) on a pro rata basis to the amount of funds raised pursuant to the Placement, a management fee of 6% of the total value of capital raised under the Placement;
  - (iii) in their respective proportions (50:50), a sign on fee of \$25,000 (plus GST);
  - (iv) in their respective proportions (50:50), a fee of \$12,000 (plus GST) per month for the provision of corporate advisory services to the Company for 9 months.

The JLM Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

## 6.3 Use of funds

Proceeds from the Placement will be used to support working capital needs, advance research and development of solar glass and BIPV solutions, scale manufacturing and product testing, strengthen licensing and distribution partnerships, and cover general corporate expenses.

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## 7. RESOLUTIONS 6 AND 7 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

### 7.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 25,689,625 Placement Shares.

## 7.2 Listing Rules 7.1 and 7.1A

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 4 being passed at this Meeting

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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A 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 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 these Resolutions are passed, the issue will be excluded in calculating the Company's 25% 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 these Resolutions are not passed, the issue will be included in calculating the Company's 25% limit in Listing Rule 7.1 and 7.1A, 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.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 4 being passed at this Meeting.

## 7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>Institutional, professional and sophisticated investors who were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company (<b>Placement Participants</b>).</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number and class of Securities issued</b>	<p>25,689,625 Placement Shares were issued on the following basis:</p> <p>(a) 1,216,278 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 6); and</p>

REQUIRED INFORMATION	DETAILS
	(b) 24,473,347 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 7).
<b>Terms of Securities</b>	The Placement 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.
<b>Date(s) on or by which the Securities were issued</b>	22 October 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.18 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 6.3 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Placement Shares were not issued under an agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 8. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT OPTIONS

### 8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 25,689,625 Primary Options to Placement Participants, comprising 1 free attaching Option for every 1 Share subscribed for and issued under the Placement exercisable at \$0.20 on or before 1 September 2026 and otherwise on the terms and conditions set out in Schedule 1.

Each Primary Option also includes a 'piggy-back' right whereby one additional Secondary Option will be issued to Placement Participants with an exercise price of \$0.30 and expiry date of 1 September 2027 for every 4 Primary Options that are exercised before 1 September 2026. The Secondary Options will otherwise be issued on the terms and conditions set out in Schedule 1.

The maximum number of Shares which can be issued from the exercise of the Primary Options is 25,689,625, the maximum number of Secondary Options which can be issued from the exercise of the Primary Options is up to 6,422,406 (subject to rounding of fractional entitlements) and the maximum number of Shares which can be issued from the exercise of the Secondary Options is 6,422,406. Accordingly, the maximum number of Shares which can be issued on exercise of the Placement Options is 32,112,031.

### 8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A 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. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue.

### 8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	The maximum number of Placement Options to be issued is: (a) 25,689,625 Primary Options which will be issued following Shareholder approval; and (b) up to 6,422,406 Secondary Options (subject to rounding) which may be issued if the Placement Participants exercise all or some of the Primary Options before 1 September 2026.
<b>Terms of Securities</b>	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Primary Options no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Primary Options will occur on the same date. Secondary Options will be issued as soon as practicable following the exercise of the relevant Primary Options and in any case no later than 1 September 2026.
<b>Price or other consideration the Company will receive for the Securities</b>	The Placement Options will be issued at a nil issue price as the Placement Options will be issued free attaching with the Placement Shares. The Company has not and will not receive any other consideration for the issue (other than in respect of funds received on exercise of the Placement Options).
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of agreeing to issue the Placement Options, subject to Shareholder approval, was to incentivise the Placement Participants to participate in the Placement.
<b>Summary of material terms of agreement to issue</b>	The Placement Options are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 9. RESOLUTION 9 – APPROVAL TO ISSUE BROKER OPTIONS

### 9.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,000,000 Options to the Joint Lead Managers (or their nominee(s)) in consideration for services provided under the JLM Mandate, exercisable at \$0.30 on or before the date that is 3 years from the date of issue and otherwise on the terms and conditions set out in Schedule 2.

### 9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A 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. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue.

### 9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Templar Corporate Pty Ltd (or its nominee(s)) ( <b>Templar</b> ) and SP Corporate Advisory (or its nominee(s)) ( <b>SP Corporate</b> ).
<b>Number of Securities and class to be issued</b>	2,000,000 Options will be issued to Templar (or its nominee(s)) and 2,000,000 Options will be issued to SP Corporate (or its nominee(s)).
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Options will occur on the same date.
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nil issue price in consideration for services provided by the Joint Lead Managers. The Company has not and will not receive any other consideration for the issue (other than in respect of funds received on exercise of the Options).
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the JLM Mandate.
<b>Summary of material terms of agreement to</b>	The Options are being issued to the Joint Lead Managers (or their nominee(s)) under the JLM Mandate. A summary of the material

REQUIRED INFORMATION	DETAILS
issue	terms of the JLM Mandate is set out in Section 6.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

## 10. RESOLUTIONS 10 TO 11 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

### 10.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 3,000,000 Performance Rights to Directors of the Company, Michael Pixley and Theresa Smits (or their nominee(s)) (**Related Parties**) on the terms and conditions set out below.

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of the Performance Rights to the Related Parties.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
A	300,000	Theresa Smits (or her nominee(s))	Resolution 11	Shares achieving a volume weighted average price ( <b>VWAP</b> ) per Share of \$0.30 or more calculated over any 15 consecutive trading days on which trades in Shares are recorded on ASX.	The date that is 3 years from the date of issue
	300,000	Michael Pixley (or his nominee(s))	Resolution 10		
B	300,000	Theresa Smits (or her nominee(s))	Resolution 11	Shares achieving VWAP per Share of \$0.50 or more calculated over any 15 consecutive trading days on which trades in Shares are recorded on ASX.	
	300,000	Michael Pixley (or his nominee(s))	Resolution 10		
C	350,000	Theresa Smits (or her nominee(s))	Resolution 11	Shares achieving VWAP per Share of \$0.75 or more calculated over any 15 consecutive trading days on which trades in Shares are recorded on ASX.	
	350,000	Michael Pixley (or his nominee(s))	Resolution 10		
D	550,000	Theresa Smits (or her nominee(s))	Resolution 11	Shares achieving VWAP per Share of \$1.00 or more calculated over any 15 consecutive trading days on which trades in Shares are recorded on ASX.	
	550,000	Michael Pixley (or his nominee(s))	Resolution 10		

### 10.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

The Directors (other than Michael Pixley and Theresa Smits who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Michael Pixley and Theresa Smits, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### 10.3 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

### 10.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the relevant issue and the Company will have to consider alternative commercial means to incentivise Michael Pixley and Theresa Smits (as the case may be).

### 10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Securities will be issued</b>	The proposed recipients of the Securities are set out in Section 10.1 above.
<b>Categorisation under Listing Rule 10.11</b>	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.  Any nominee(s) of the proposed recipients who receive Securities



	may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 3,000,000 which will be allocated as set out in the table included at Section 10.1 above.
<b>Terms of Securities</b>	The Performance Rights will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company will not issue the Performance Rights later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date.
<b>Price or other consideration the Company will receive for the Securities</b>	The issue price of the Performance Rights will be nil.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, 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 proposed recipients.
<b>Consideration of type and quantum of Security to be issued</b>	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;</li> <li>(b) the milestones attaching to the Performance Rights to the Directors will align the interests of the recipient with those of Shareholders;</li> <li>(c) the milestones attaching to the Performance Rights are linked to increases in the Company's Share price and therefore any satisfaction of such milestones will mean that all Shareholders have also benefited from a value accretive event;</li> <li>(d) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit 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 Directors;</li> <li>(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.</li> </ul> <p>The number of Securities to be issued has been determined based upon a consideration of:</p> <ul style="list-style-type: none"> <li>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</li> <li>(b) the remuneration of the proposed recipients; and</li> <li>(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the</li> </ul>

	Company's cash reserves.																														
<b>Remuneration</b>	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below (including superannuation, but excluding any discretionary bonuses and any non-cash or equity benefits):</p> <table border="1"> <thead> <tr> <th>RELATED PARTY</th> <th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th> <th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th> </tr> </thead> <tbody> <tr> <td>Theresa Smits</td> <td>\$106,452<sup>1</sup></td> <td>Nil</td> </tr> <tr> <td>Michael Pixley</td> <td>\$67,200<sup>2</sup></td> <td>Nil</td> </tr> </tbody> </table> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>Comprising Directors' fees of \$95,046 and a superannuation payment of \$11,406.</li> <li>Comprising Directors' fees of \$60,000 and a superannuation payment of \$7,200.</li> <li>Excludes the Performance Rights proposed to be issued under Resolutions 10 to 11, which vest subject to satisfaction of the vesting conditions set out in Section 10.1.</li> </ol>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Theresa Smits	\$106,452 <sup>1</sup>	Nil	Michael Pixley	\$67,200 <sup>2</sup>	Nil																					
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025																													
Theresa Smits	\$106,452 <sup>1</sup>	Nil																													
Michael Pixley	\$67,200 <sup>2</sup>	Nil																													
<b>Valuation</b>	The Company values the Performance Rights at \$164,721 for each of the proposed recipients (based on the Monte Carlo methodology). This valuation assumes that all vesting conditions will be achieved.																														
<b>Summary of material terms of agreement to issue</b>	The Performance Rights are not being issued under an agreement.																														
<b>Interest in Securities</b>	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice</b></p> <table border="1"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES<sup>1</sup></th> <th>OPTIONS</th> <th>PERFORMANCE RIGHTS</th> <th>UNDILUTED</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Theresa Smits</td> <td>3,225,000</td> <td>Nil</td> <td>Nil</td> <td>1.15%</td> <td>1.02%</td> </tr> <tr> <td>Michael Pixley</td> <td>Nil</td> <td>Nil</td> <td>Nil</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p><b>Post issue</b></p> <table border="1"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES<sup>1</sup></th> <th>OPTIONS</th> <th>PERFORMANCE RIGHTS</th> </tr> </thead> <tbody> <tr> <td>Theresa Smits</td> <td>3,225,000</td> <td>Nil</td> <td>1,500,000</td> </tr> <tr> <td>Michael Pixley</td> <td>Nil</td> <td>Nil</td> <td>1,500,000</td> </tr> </tbody> </table> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>Fully paid ordinary shares in the capital of the Company (ASX: CPV).</li> </ol>	RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Theresa Smits	3,225,000	Nil	Nil	1.15%	1.02%	Michael Pixley	Nil	Nil	Nil	-	-	RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS	Theresa Smits	3,225,000	Nil	1,500,000	Michael Pixley	Nil	Nil	1,500,000
RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED																										
Theresa Smits	3,225,000	Nil	Nil	1.15%	1.02%																										
Michael Pixley	Nil	Nil	Nil	-	-																										
RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS																												
Theresa Smits	3,225,000	Nil	1,500,000																												
Michael Pixley	Nil	Nil	1,500,000																												
<b>Dilution</b>	If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 3,000,000 Shares would be issued. This will increase the number of Shares on issue from 279,856,257 (being the total number of Shares on issue as at the date of this Notice) to 282,856,257 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the																														

	shareholding of existing Shareholders would be diluted by an aggregate of 1.06%, comprising 0.53% by Theresa Smits and 0.53% by Michael Pixley.												
<b>Trading history</b>	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.395</td> <td>18 October 2024</td> </tr> <tr> <td>Lowest</td> <td>\$0.115</td> <td>11 July 2025</td> </tr> <tr> <td>Last</td> <td>\$0.185</td> <td>20 October 2025</td> </tr> </tbody> </table>		PRICE	DATE	Highest	\$0.395	18 October 2024	Lowest	\$0.115	11 July 2025	Last	\$0.185	20 October 2025
	PRICE	DATE											
Highest	\$0.395	18 October 2024											
Lowest	\$0.115	11 July 2025											
Last	\$0.185	20 October 2025											
<b>Other information</b>	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 these Resolutions.												
<b>Voting exclusion statements</b>	Voting exclusion statements apply to these Resolutions.												
<b>Voting prohibition statements</b>	Voting prohibition statements apply to these Resolutions.												

## 11. RESOLUTION 12 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR FEE PLAN – THERESA SMITS

### 11.1 Background

The Board has adopted a Director Fee Plan (**Fee Plan**) to enable the Company to issue Shares to Directors in lieu of accrued cash remuneration. Eligible participants are directors of the Company or any related entity or any nominee of such parties. Under the Fee Plan, eligible participants can elect to be paid some or all of the cash remuneration accrued to them by the issue of Shares. Any issues of Shares then made are at the discretion of the Board.

The objective of the Fee Plan is to give the Company a cost effective means of remunerating its Directors which aligns the interests of the Board with Shareholders and incentivises such parties (with the number of Shares to be issued in lieu of remuneration being directly linked to the performance of the Company's Share price) and allows the Company to allocate a greater proportion of its cash reserves to advancing its projects.

The Company must seek Shareholder approval under Listing Rule 10.14 in respect of any issues of Shares under the Fee Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

### 11.2 General

The Company has agreed, subject to obtaining Shareholder approval, to issue Shares in lieu of remuneration to Theresa Smits (or her respective nominee(s)), pursuant to the Fee Plan and on the terms and conditions set out below.

The issue of Shares to Theresa Smits in lieu of accrued cash payments for remuneration under the terms of the Fee Plan will allow the Company to maintain its cash reserves to the extent of participation in the Fee Plan.

Under the Fee Plan, Theresa Smits may elect to be paid a portion of the cash remuneration accrued to her (as set out below) by the issue of Shares on a monthly or quarterly basis. An election can be made by Theresa Smits for each calendar month within 5 business days after the end of each calendar month (other than for the prior periods set out in the table below for which remuneration has accrued, for which Theresa is taken to have made an election to be paid by the issue of Shares). The Shares will be

issued in lieu of cash due to the Director and thereby no funds will be raised as a result of the issue of the Shares. A summary of the terms of the Fee Plan is set out in Schedule 4.

The number of Shares to be issued to Theresa Smits will be determined by the Board based on each portion of the Director's fees payable by the Company for the relevant calendar month at the time an offer is made, divided by the relevant issue price set out in the table below (which will be \$0.14 for the period from 4 July to 27 November 2025 and will be the volume weighted average price (**VWAP**) of the Company's Shares trading on ASX over the relevant calendar month from 28 November 2025 to 27 November 2026).

While ASX Listing Rule 10.15.7 allows an entity to seek Shareholder approval to issue Securities under an employee incentive scheme up to 3 years from the date of Shareholder approval, the Company is seeking Shareholder approval pursuant to this Resolution to issue Shares under the Fee Plan for a period of only 12 months from the date of the Meeting.

The maximum number of Shares that Theresa Smits can receive in the 12 month period from 28 November 2025 to 27 November 2026 will be determined by the percentage of remuneration for that period which is sacrificed and satisfied by the issue of Shares and the issue price for the relevant period, as set out below.

While the maximum number of Shares to be issued for the 12 month period from 28 November 2025 to 27 November 2026 cannot yet be determined, set out below are some examples of the number of Shares that may be issued to Theresa Smits under the Fee Plan over this period, based on an assumed price of \$0.185 per Share (being the closing market price on 20 October 2025). These are examples only and Shareholders should be aware that the actual number of Shares to be issued to Ms Smits may vary, based on the prevailing Share price at the time the number of Shares to be issued is to be calculated, and the percentage of remuneration Ms Smits elects to sacrifice. The maximum amount of cash remuneration which can be sacrificed by the issue of Shares to Ms Smits over the 12 month period from the date of the Meeting is \$112,000.

Based on Ms Smits sacrificing 100% of her Director fee and a Share price of \$0.185 per Share, Ms Smith would be issued with approximately the number of Shares detailed in the table below for the period from 4 July to 27 November 2025 (in respect of fees accrued at the date of the Meeting) and for the 12 month period from the date of the Meeting.

ROLE/PERIOD	ACCRUED REMUNERATION (\$)	ISSUE PRICE	SHARES TO BE ISSUED
Director (4 July 2025 – 10 August 2025)	\$6,994	\$0.14	49,957
Chair (11 August 2025 – 27 November 2025)	\$33,447	\$0.14	238,907
Chair (28 November 2025 – 27 November 2026)	\$112,000	\$0.185 (being the assumed VWAP for the purposes of this calculation)	605,405

This would dilute current Shareholders by the percentage set out below based on the Company's current share capital:

NUMBER OF SHARES CURRENTLY ON ISSUE (AT THE DATE OF THIS NOTICE)	NUMBER OF SHARES TO BE ISSUED TO THERESA SMITS UNDER FEE PLAN	DILUTION
279,856,257.00	894,269	0.32%

### 11.3 Director Recommendation

The Directors (other than Theresa Smits) recommend that Shareholders vote in favour of this Resolutions for the reasons set out in Section 11.7 below. In forming their recommendation, the Directors (other than Theresa Smits) considered the experience of Theresa Smits, the current market price of Shares and the current market standards and practices when determining the number Shares to be issued. Theresa Smits has a material personal interest in the outcome of this Resolution on the basis that she is to be issued Shares should the Resolution be passed. For this reason, Theresa Smits does not believe that it is appropriate to make a recommendation on this Resolution.

### 11.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 10.2 above.

The issue of Shares under the Fee Plan constitutes giving a financial benefit and Ms Smits is a Director and therefore a related party of the Company.

The Directors (other than Theresa Smits who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares under the Fee Plan reached as part of the remuneration package for Ms Smits is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### 11.5 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

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

### 11.6 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Shares to Ms Smits under the Fee Plan within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares under the Fee Plan (because approval is being obtained under Listing Rule 10.14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Shares to the Theresa Smits under the Fee Plan and the Company will be required to pay Ms Smits' Director fees in cash.

### 11.7 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Theresa Smits (or her nominee(s)).

<b>Categorisation under Listing Rule 10.14</b>	<p>Ms Smits falls within the category set out in Listing Rule 10.14.1 as she is a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the proposed recipient who receives Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.</p>
<b>Number of Securities and class to be issued</b>	<p>The maximum number of Shares to be issued to Ms Smits under the Fee Plan for each calendar month will be equal to the amount of the Director fees elected to be sacrificed for such period divided by \$0.14 (for the period from 4 July to 27 November 2025) or divided by the VWAP of the Shares over the relevant calendar month (for the period from 28 November 2025 to 27 November 2026) as shown in the example set out in Section 11.2 above.</p>
<b>Remuneration package</b>	<p>The current total remuneration package for Theresa Smits (including superannuation, but excluding any discretionary bonuses and any non-cash or equity benefits) is set out in Section 10.5.</p>
<b>Securities previously issued to the recipient/(s) under the Plan</b>	<p>As this is the first time that the Shareholder approval is being sought to issue Securities under the Fee Plan, no Securities have been previously issued under the Fee Plan.</p>
<b>Terms of Securities</b>	<p>Any Shares issued under the Fee Plan will be issued on the same terms and conditions of the Company's other Shares on issue.</p>
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Shares for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue to Theresa Smits will align the interests of the recipient with those of Shareholders;</li> <li>(b) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit 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 Theresa Smits; and</li> <li>(c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</li> </ul>
<b>Valuation</b>	<p>The Shares issued under the Fee Plan in lieu of accrued cash payments will be issued at a cost equal to the value of Ms Smits' Director fees that would otherwise be payable by the Company in cash (as shown in the table in 11.2 above).</p>
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Company will not issue any Securities later than 15 months after the date of the Meeting.</p>
<b>Price or other consideration the Company will receive for the Securities</b>	<p>The Securities will be issued at a nil issue price, as such, no funds will be raised from the issue of the Shares.</p>
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The Company is seeking Shareholder approval for the issue of Shares to Theresa Smits under the Fee Plan in order that the Company has flexibility to issue Shares to Theresa Smits in lieu of accrued cash payments for remuneration which will allow the Company to maintain its cash reserves.</p>
<b>Material terms of the Plan</b>	<p>A summary of the material terms and conditions of the Fee Plan is set out in Schedule 4.</p>
<b>Material terms of any</b>	<p>No loan is being made in connection with the acquisition of</p>

<b>loan</b>	the Securities.
<b>Additional Information</b>	<p>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution.

## 12. BACKGROUND TO RESOLUTIONS 13 TO 14

### 12.1 Kidder Mandate

As announced on 22 July 2025, the Company entered into a corporate advisory mandate (**Mandate**) with Kidder Williams Limited (**Kidder**). The material terms and conditions of the Mandate are summarised below:

<b>Fees</b>	<p>Kidder's fees (all exclusive of GST) for acting as financial adviser to the Company are:</p> <p>(a) an engagement fee of:</p> <p>(i) 989,550 Shares (at a deemed issue price of \$0.202) (<b>Engagement Fee Shares</b>); and</p> <p>(ii) subject to Shareholder approval, 989,550 Options exercisable at \$0.27 on or before the date that is 2 years from their date of issue, and otherwise on the terms and conditions set out in Schedule 5 (<b>Engagement Fee Options</b>); and</p> <p>(b) subject to earlier termination of the Mandate (which has now occurred), a monthly retainer of \$75,000 (<b>Monthly Retainer</b>) for a maximum period of 3 consecutive months, with the Monthly Retainer (excluding GST) paid in arrears, to be satisfied by the issue of Shares at a deemed issue price equal to the 5-day VWAP up to and including the date of each invoice on the monthly anniversary of 21 July 2025 (<b>Retainer Shares</b>).</p>
<b>Escrow</b>	All Shares and Options issued as payment for Kidder's fees are subject to escrow for 2 years from their date of issue.

The Mandate otherwise contains terms and conditions considered standard for an agreement of its nature.

## 13. RESOLUTION 13 - RATIFICATION OF PRIOR ISSUE OF SHARES TO KIDDER

### 13.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 989,550 Engagement Fee Shares and 241,540 Retainer Shares to Kidder (or its nominee(s)) on 15 October 2025 pursuant to the Mandate.



### 13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

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.

### 13.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

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

### 13.4 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.

### 13.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Kidder.
<b>Number and class of Securities issued</b>	1,231,090 Shares were issued.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities were issued.</b>	15 October 2025.
<b>Price or other consideration the Company received for the Securities</b>	The Securities were issued at a nil issue price, in consideration for an engagement fee and monthly retainer fee owing to Kidder under the Mandate.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to satisfy the Company's obligations under the Mandate.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued under the Mandate, a summary of the material terms of which is set out in Section 12.1.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.



REQUIRED INFORMATION	DETAILS
Compliance	The issue did not breach Listing Rule 7.1.

## 14. RESOLUTION 14 – ISSUE OF ENGAGEMENT FEE OPTIONS

### 14.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 989,550 Engagement Fee Options to Kidder (or its nominee(s)) pursuant to the Mandate.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 14.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to renegotiate the terms of the Mandate.

### 14.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Kidder (or its nominee(s)).
<b>Number of Securities and class to be issued</b>	989,550 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 5.
<b>Date(s) on or by which the Securities will be issued</b>	The Engagement Fee Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Engagement Fee Options will occur on the same date.
<b>Price or other consideration the Company will receive for the Securities</b>	The Engagement Fee Options will be issued for nil cash consideration, as they are being issued in consideration for an engagement fee owing to Kidder under the Mandate.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Mandate.
<b>Summary of material terms of agreement to issue</b>	The Engagement Fee Options are being issued under the Mandate a summary of the material terms of which is set out in Section 12.1.

REQUIRED INFORMATION	DETAILS
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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\$ means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

**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 ClearVue Technologies Limited (ACN 071 397 487).

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

**Directors** means the current directors of the Company.

**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.

**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.

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

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

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**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.

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

**Option** means an option to acquire a Share.

**Performance Right** means a means a right to acquire a Share subject to satisfaction of performance milestones.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

**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.

**Security** means a Share, Option or Performance Right (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.

**VWAP** means the volume weighted average sale prices of Shares sold on ASX.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

### TERMS AND CONDITIONS OF PRIMARY OPTIONS

1. Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option, together with one Secondary Option for every four Shares issued on exercise of Options exercised before 1 September 2026.
2. Exercise Price	The amount payable upon exercise of each Option will be \$0.20 ( <b>Exercise Price</b> ).
3. Expiry Date	Each Option will expire at 5:00 pm (AWST) on 1 September 2026 ( <b>Expiry Date</b> ).  An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. 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 ( <b>Exercise Notice</b> ) 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.
5. 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 ( <b>Exercise Date</b> ).
6. Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, 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; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under 6(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.</p>
7. Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
8. 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 the holder 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.
9.	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.
10.	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.
11.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

#### TERMS AND CONDITIONS OF SECONDARY OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	The amount payable upon exercise of each Option will be \$0.30 ( <b>Exercise Price</b> ).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on 1 September 2027 ( <b>Expiry Date</b> ).  An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	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 ( <b>Exercise Notice</b> ) 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.
5.	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 ( <b>Exercise Date</b> ).
6.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: <ul style="list-style-type: none"> <li>(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;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, 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; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued</li> </ul>

		<p>pursuant to the exercise of the Options.</p> <p>If a notice delivered under 6(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.</p>
<b>7.</b>	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
<b>8.</b>	<b>Reorganisation</b>	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 the holder 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.
<b>9.</b>	<b>Participation in new issues</b>	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.
<b>10</b>	<b>Change in exercise price</b>	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.
<b>11</b>	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 2 – TERMS AND CONDITIONS OF BROKER OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	The amount payable upon exercise of each Option will be \$0.30 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AWST) on the date that is 3 years from the date of issue ( <b>Expiry Date</b> ).  An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.
5.	<b>Exercise Date</b>	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 ( <b>Exercise Date</b> ).
6.	<b>Timing of issue of Shares on exercise</b>	Within five Business Days after the Exercise Date, the Company will: <ul style="list-style-type: none"> <li>(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;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, 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; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under 66(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.</p>
7.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
8.	<b>Reorganisation</b>	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 the holder 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.
<b>9.</b>	<b>Participation in new issues</b>	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.
<b>10</b>	<b>Change in exercise price</b>	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.
<b>11</b>	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	<b>Entitlement</b>	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	<b>Consideration</b>	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	<b>Vesting Conditions</b>	As set out in the table at Section 10.1 in respect to each class of Performance Right (each, a <b>Vesting Condition</b> ).
4.	<b>Expiry Date</b>	<p>The Performance Rights whether vested or unvested, will otherwise lapse on the earlier to occur of:</p> <p>(a) the holder ceasing to be an officer (and employee, if applicable) or an employee of the Company (where they are not an officer at the time of issue), as applicable, unless otherwise determined by the Board at its absolute discretion; and</p> <p>(b) 5:00 pm (WST) on the expiry date set out in the table at Section 10.1 in respect to each class of Performance Right, <b>(Expiry Date)</b>.</p> <p>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</p>
5.	<b>Notice of vesting</b>	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.
6.	<b>Quotation of Performance Rights</b>	The Performance Rights will not be quoted on ASX.
7.	<b>Conversion</b>	Subject to paragraph 16, upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	<b>Timing of issue of Shares on conversion</b>	<p>Within five Business Days of conversion of the Performance Rights, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, 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; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.</p> <p>If a notice delivered under 8(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.</p>
9.	<b>Shares issued on</b>	Shares issued on exercise of the Performance Rights rank equally

	<b>exercise</b>	with the then issued shares of the Company.
<b>10.</b>	<b>Change of Control</b>	<p>Subject to paragraph 16, upon:</p> <p>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p style="padding-left: 40px;">(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p style="padding-left: 40px;">(ii) having been declared unconditional by the bidder; or</p> <p>(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,</p> <p>then to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions:</p> <p>(c) where the relevant Vesting Condition contains a VWAP milestone for Shares which is less than or equal to the bid price or offer price for Shares under the takeover bid or scheme of arrangement noted above, those Performance Rights will accelerate Vesting Conditions and will automatically convert into Shares on a one-for-one basis; and</p> <p>(d) where the relevant Vesting Condition contains a VWAP milestone for Shares which is greater than the bid price or offer price for Shares under the takeover bid or scheme of arrangement noted above, those Performance Rights will automatically lapse.</p>
<b>11.</b>	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
<b>12.</b>	<b>Adjustment for bonus issues of Shares</b>	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.
<b>13.</b>	<b>Reorganisation</b>	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
<b>14.</b>	<b>Dividend and voting rights</b>	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
<b>15.</b>	<b>Transferability</b>	The Performance Rights are not transferable.
<b>16.</b>	<b>Deferral of conversion if resulting in a prohibited acquisition of Shares</b>	If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act ( <b>General Prohibition</b> ) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

		<p>(a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and</p> <p>(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 16(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.</p>
<b>17.</b>	<b>No rights to return of capital</b>	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
<b>18.</b>	<b>Rights on winding up</b>	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
<b>19.</b>	<b>ASX Listing Rule compliance</b>	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
<b>20.</b>	<b>No other rights</b>	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

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## SCHEDULE 4 – TERMS AND CONDITIONS OF DIRECTOR FEE PLAN

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1. All executive and non-executive directors of the Company (**Participants**) and any related entity and any nominee of such parties shall be entitled during the term of the Fee Plan (**Plan**) to elect by notice in writing to the Company (**Election Notice**) to be paid some or all of the remuneration due and owing to them by the Company from time to time as fees for services (**Outstanding Remuneration**) by way of an issue of Shares (**Plan Shares**).
2. Subject to paragraph 3, an Election Notice may be given by a Participant at any time (including prior to a calendar month's end) provided it is given no later than 5 business days after the end of such calendar month during the Plan and shall specify:
  - (a) the amount of any Outstanding Remuneration that a Participant wishes to be paid by way of Plan Shares under the Plan; and
  - (b) whether the Participant wishes to have the Plan Shares issued in his or her own name or in the name of a nominee (**Recipient**).
3. An Election Notice may be given to the Company in any manner permitted under the Constitution for service by the Company of notices.
4. Upon receipt of an Election Notice, Plan Shares may be issued to each Participant who elects to be issued Plan Shares in lieu of any Outstanding Remuneration at the discretion of the Board.
5. For Participants who give an Election Notice for a relevant calendar month, the deemed issue price of Plan Shares to be issued under such Election Notice will be equal to the volume weighted average price for Shares calculated over the relevant calendar month.
6. Any fractional entitlement to be issued Plan Shares shall be rounded down to the nearest whole number.
7. The Company shall:
  - (a) issue the Plan Shares to a Recipient as soon as practicable after conclusion of the calendar month or quarter to which the Outstanding Remuneration relates;
  - (b) forthwith deliver a holding statement to the Recipient in respect of the Plan Shares; and
  - (c) cause the Plan Shares to be listed on ASX as soon as reasonably practicable at the Company's cost and expense.
8. The obligation of the Company to issue any Plan Shares is subject to the receipt of any approvals required under:
  - (a) the ASX Listing Rules; and
  - (b) the Corporations Act.
9. Notwithstanding any other provision of the Plan, a Participant may only receive the number of Plan Shares as approved by shareholders of the Company under the ASX Listing Rules and the Corporations Act.

## SCHEDULE 5 – TERMS AND CONDITIONS OF ENGAGEMENT FEE OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	The amount payable upon exercise of each Option will be \$0.27 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AWST) on the date that is 2 years from its date of issue ( <b>Expiry Date</b> ).
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.	<b>Exercise Date</b>	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 ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, 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; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>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.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	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 the holder 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.
10	<b>Participation in new issues</b>	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	<b>Change in exercise price</b>	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	<b>Transferability</b>	The Options (and any Shares issued on exercise of the Options) are transferable subject to paragraph 13 below and any other restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13	<b>Restriction Period</b>	The Options (and any Shares issued on exercise of the Options) will be subject to a restriction period of 2 years from the date of issue of the Options.

Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 26 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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](mailto: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)



