
ASPERMONT LIMITED
ACN 000 375 048
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 4:00 pm SGT & AWST

DATE: Wednesday, 23 February 2026

PLACE: Hybrid Meeting
Via Zoom

https://us02web.zoom.us/webinar/register/WN_ZdVj_KR4Q_i6AXKMgdp_sJQ and at:

27B, 9 Battery Road, Singapore, 049910

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (SGT & AWST) on Saturday, 21 February 2026.

BUSINESS OF THE MEETING

1. FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – GRAEME MCCRACKEN

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 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Graeme McCracken, a Director, retires by rotation, and being eligible, is elected as a Director."

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MICHAEL BROWN

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 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Michael Brown, a Director who was appointed as an additional director on 16 January 2026, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – AJIT PATEL

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 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Ajit Patel, a Director who was appointed as an additional director on 21 March 2025, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ELECTION OF DIRECTOR – JOHN STARK

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 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, John Stark, a Director who was appointed as an additional director on 19 November 2025, retires, and being eligible, is elected as a Director."

6. RESOLUTION 5 – ELECTION OF DIRECTOR – DAVID STRAFACE

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 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, David Straface, a Director who was appointed as an additional director on 19 November 2025, retires, and being eligible, is elected as a Director."

7. RESOLUTION 6 – 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."

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES (PRE-SPP PLACEMENT)

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 250,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

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

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES (SPP SHORTFALL PLACEMENT)

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 18,571,429 Shares on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR – MR ALEX KENT

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 15,666,667 Performance Rights to Mr Alex Kent (or his nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR – MR AJIT PATEL

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Performance Rights to Mr Ajit Patel (or his nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

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

12. RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS TO CHAIRMAN – MR MICHAEL BROWN

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 3,133,333 Performance Rights to Mr Alex Kent (or his nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

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

13. RESOLUTION 12 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR GRAEME MCCrackEN

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,566,666 Performance Rights to Mr Ajit Patel (or his nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

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

14. RESOLUTION 13 – ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Performance Rights Plan and for the issue of up to a maximum of 350,000,000 Performance Rights under that Plan, on the terms and conditions set out in the Explanatory Statement."

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

15. RESOLUTION 14 – APPROVAL OF SHARE CONSOLIDATION

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

"That, for the purposes of section 254H(1) of the Corporations Act, Listing Rule 7.20 and for all other purposes, Shareholders approve the consolidation of its issued capital of the Company on the basis that every 250 Shares in the Company be consolidated into 1 Share in the Company (rounded up to the nearest whole number), and that the other securities on issue be adjusted in accordance with the Listing Rules, on the terms and conditions set out in the Explanatory Memorandum."

16. RESOLUTION 15 – 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 September 2025."

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

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

17. RESOLUTION 16 - SPILL RESOLUTION – CONDITIONAL RESOLUTION

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

That, subject to and conditional on at least 25% of the votes validly cast on Item 12 (Adoption of Remuneration Report) being cast against the adoption of the Remuneration Report for the year ended 30 June 2025:

- a. a general meeting of the Company (Spill Meeting) be held within 90 days after the passing of this resolution;*
- b. all of the non-executive directors who were in office when the Directors' Report for the year ended 30 September 2025 was approved and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- c. resolutions to appoint persons to offices that will be vacated.*

immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

Note: The directors unanimously recommend you vote against this Item.

Dated: 26 January 2026

By order of the Board

**David Straface
Company Secretary**

Voting Prohibition Statements

Resolutions 9,10, 11, 12 – Issue of Performance Rights to Directors – Mr Alex Kent, Mr Ajit Patel, Mr Michael Brown, Mr Graeme McCracken	A vote on these Resolutions must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 13 – Adoption of Incentive Performance Rights Plan	
Resolution 15 – Adoption of Remuneration Report	

Voting Exclusion Statements

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

Resolutions 7, 8 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 9 – Issue of Performance Rights to Director – Mr Alex Kent	Mr Alex Kent (or his nominee(s)) and 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.
Resolution 10 – Issue of Performance Rights to Director – Mr Ajit Patel	Mr Ajit Patel (or his nominee(s)) and 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.
Resolution 11 – Issue of Performance Rights to Director – Mr Michael Brown	Mr Michael Brown (or his nominee(s)) and 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.
Resolution 12 – Issue of Performance Rights to Director – Mr Graeme McCracken	Mr Graeme McCracken (or his nominee(s)) and 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.
Resolution 13 – Adoption of Incentive Performance Rights Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Virtual Attendance

The Meeting will be held in a hybrid manner, by a virtual videoconferencing facility which will allow Shareholders to watch, listen and participate in real time in the Meeting with Shareholders able to attend a physical meeting location.

To attend online, please register in advance at:

https://us02web.zoom.us/webinar/register/WN_ZdVj_KR4Q_i6AXKMgdpsJQ

All Resolutions will be conducted by poll. Shareholders attending the Meeting virtually or in person will be able to ask questions and the Company has made provisions for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed Resolutions.

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website:

<https://investor.automic.com.au/#/home>

with their username and password.

The Directors strongly encourage all Shareholders to lodge a directed Proxy Form prior to the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary David Straface at Company.Secretary@aspermont.com

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 September 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.aspermont.com.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR GRAEME MCCRACKEN

2.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Graeme McCracken, who has served as a Director since 13 March 2023 and was last re-elected on 27 February 2024, being eligible retires by rotation and seeks re-election.

2.2 Qualifications and other material directorships

Mr McCracken has over 30 years' experience in innovation and digital transformation across the media, events, data and analytics sector. He brings a wealth of experience from across multiple global B2B markets and has held senior leadership positions at a number of companies including CEO roles at Proagrica and CMD Group. He is a graduate of the University of Glasgow with a Masters degree in Politics & Economics.

Mr McCracken does not currently hold any other directorships and has not held any public listed company directorships in the last three years.

2.3 Independence

Mr McCracken has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

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

2.4 Technical information required by Listing Rule 14.1A

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

In the event that Resolution 2 is not passed, Mr McCracken will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

2.5 Board recommendation

Having received an acknowledgement from Mr McCracken that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed his performance since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr McCracken) support the re-election of Mr McCracken and recommend that Shareholders vote in favour of this Resolution.

3. RESOLUTION RESOLUTION – ELECTION OF DIRECTOR – MR MICHAEL BROWN

3.1 General

The Constitution allows the Board 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.

If Shareholders approve this resolution, Mr Brown will be elected as a Director. If Shareholders do not approve this resolution, Mr Brown will retire at the close of the Meeting and cease to be a Director.

Mr Michael Brown, having been appointed by the Board on 16 January 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Mr Brown's professional background includes:

- Founder and Principal of Pegasus Corporate Advisory, advising listed companies on capital markets strategy, investor engagement and governance;
- Former senior executive in equity research at Merrill Lynch, with extensive experience engaging global institutional investors; and
- Long-standing experience working with ASX-listed companies across board advisory, strategy and capital markets communications.

Mr Brown's experience is particularly relevant to Aspermont's evolution as a subscription-led, data-driven B2B intelligence business, and complements the Board's existing mix of operating, digital and sector expertise.

Mr Brown is a graduate of the He does not currently hold any other directorships and has not held any public listed company directorships in the last three years.

3.3 Independence

Mr Brown has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Brown will be an independent Director.

3.4 Other material information

Mr Brown has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

3.5 Board recommendation

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

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR AJIT PATEL

4.1 General

The Constitution allows the Directors to appoint a person as a Director to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the maximum number specified in the Constitution.

Pursuant to Listing Rule 14.4, a Director appointed to fill a casual vacancy or as an addition to the Board holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Mr Ajit Patel was appointed by the Board on 21 March 2025 in accordance with the Constitution. In accordance with the Constitution and Listing Rule 14.4, Mr Patel will retire at the close of the Meeting and, being eligible, seeks election by Shareholders.

If Shareholders approve this resolution, Mr Patel will be elected as a Director. If Shareholders do not approve this resolution, Mr Patel will retire at the close of the Meeting and cease to be a Director.

4.2 Qualifications and other material directorships

Mr Patel has over 35 years' experience in B2B media, and has been a driving force behind Aspermont's technological and operational evolution over the past decade, holding leadership roles as Chief Technology Officer, Chief Information Officer, and Chief Operating Officer.

Before joining Aspermont in 2013, Mr Patel was Group Chief Technology Officer at Incisive Media, responsible for global infrastructure, software development, online strategy, vendor management, and large-scale systems implementation. He also served as Chief Technical Officer at VNU (now Nielsen), overseeing critical technological advancements across the business.

Mr Patel holds an HND in Computer Studies. He does not currently hold any other directorships and has not held any public listed company directorships in the last three years.

4.3 Independence

Mr Patel is currently the Chief Operating Officer of the Company and an Executive Director.

4.4 Board recommendation

The Directors (other than Mr Patel) have considered Mr Patel's skills, experience and contribution since his appointment to the Board and believe these will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Patel and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR JOHN STARK

5.1 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.

If Shareholders approve this resolution, Mr Stark will be elected as a Director. If Shareholders do not approve this resolution, Mr Stark will retire at the close of the Meeting and cease to be a Director.

Mr John Stark, having been appointed by the Board on 20 November 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.

5.2 Qualifications and other material directorships

Mr Stark has a long-standing association with Aspermont, having previously served the Company as a non executive director for over 20 years, and for the last two years continuing to contribute his experience and knowledge as an Alternate Director to the Managing Director. He has extensive managerial and governance experience across listed and private companies. He is a long-term significant shareholder and supporter of the Company's strategic direction.

Mr Stark does not currently hold any other directorships and has not held any public listed company directorships in the last three years.

5.3 Independence

Mr Stark is a substantial shareholder in the Company with 14.89% of the Ordinary Shares on issue.

5.4 Other material information

Mr Stark has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

5.5 Board recommendation

The Board has reviewed Mr Stark's performance since his appointment to the Board and considers that Mr Stark skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Stark and recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – ELECTION OF DIRECTOR – MR DAVID STRAFACE

6.1 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.

If Shareholders approve this resolution, Mr Straface will be elected as a Director. If Shareholders do not approve this resolution, Mr Straface will retire at the close of the Meeting and cease to be a Director.

Mr David Straface, having been appointed by the Board on 20 November 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.

6.2 Qualifications and other material directorships

Mr Straface has been a strategic and corporate advisor to the Company for over 18 years, as well as serving as a former and current Company Secretary.

He is an experienced director, advisor and corporate lawyer with a strong background in corporate governance and capital markets, and has been a strong supporter of Aspermont's operational and strategic programs over many years. Mr Straface has a Bachelor's in Mathematics & Computer Science, an MBA and Juris Doctor degrees.

Mr Straface does not currently hold any other directorships and has not held any public listed company directorships in the last three years.

6.3 Independence

Given Mr Straface is currently contracted as the Company Secretary, the Board does not consider Mr Straface to be an independent Director.

6.4 Other material information

Mr Straface has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Director of the Company.

6.5 Board recommendation

The Board has reviewed Mr Straface's performance since his appointment to the Board and considers that Mr Straface's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Straface and recommends that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

7.1 General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate).

An eligible entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$23,289,184 (based on the number of Shares on issue and the closing price of Shares on the ASX on 21 January 2026).

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.

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

If 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 (in aggregate), subject to the requirements of the Listing Rules and after taking into account any issues of Equity Securities made in the relevant 12-month period.

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 (subject to applicable exceptions).

7.2 Technical information required by Listing Rule 7.1A

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

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 7.2(b)(i), the date on which the Equity Securities are issued.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to fund the organic development of its existing key XaaS and Data commercial models and for further development of its operational capacities.

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

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

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, based on the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 21 January 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

			DILUTION		
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)			Issue Price		
			\$0.004	\$0.008	\$0.020
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	2,911,147,971 shares	291,114,797 shares	\$1,164,459	\$2,328,918	\$5,822,296
50% increase	4,366,721,957 shares	436,672,196 shares	\$1,746,689	\$3,493,378	\$8,733,444
100% increase	5,822,295,942 shares	582,229,594 shares	\$2,328,918	\$4,657,837	\$11,644,592

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,911,147,971 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 21 January 2026 (being \$0.008).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting under Listing Rule 7.1A.2. (Issues made under Listing Rule 7.1 and/or under exceptions in Listing Rule 7.2 are not assumed to affect the 7.1A.2 calculation for the purposes of this illustrative table unless otherwise disclosed.)
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 February 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, the Company has not issued and has not agreed to issue any Equity Securities pursuant to Listing Rule 7.1A.2.

(g) Voting Exclusion Statement

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

8. RESOLUTION 7– RATIFICATION OF PRIOR ISSUE OF SHARES (PRE-SPP PLACEMENT) – LISTING RULE 7.4 (RATIFICATION FOR THE PURPOSES OF LR 7.1)

8.1 General

On 21 August 2025, the Company issued 250,000,000 fully paid ordinary shares at \$0.007 per Share to raise \$1,750,000.00. The issue was made using the Company's 15% placement capacity under Listing Rule 7.1.

8.2 Listing Rule summary and effect of the resolution (Listing Rule 14.1A)

Listing Rule 7.4 permits shareholders to approve an issue after it has been made. If shareholders approve the issue, it is treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 and does not reduce the Company's future capacity to issue equity securities without shareholder approval under Listing Rule 7.1 (and, where relevant, Listing Rule 7.1A). If shareholders do not approve the issue, it continues to count against the Company's placement capacity.

8.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5:

- a) Recipients: The Shares were issued to Orca Capital AG; and König Vermögensverwaltungsgesellschaft MBH.
- b) Number and class: 250,000,000 fully paid ordinary shares.
- c) Issue date: 21 August 2025.
- d) Issue price / consideration: \$0.007 per Share (cash); total proceeds \$1,750,000.00.
- e) Purpose / use of funds: Funds raised are being used to:
 - i. scale the Mining-IQ platform and accelerate product development;
 - ii. invest in digitisation and AI-driven data initiatives; and
 - iii. strengthen the Company's balance sheet to support growth.
- f) Agreement: Not applicable, other than the Company's standard issue documentation; there are no other material terms relating to the issue.
- g) Voting exclusion: The Company will disregard votes cast in favour of this Resolution by the person(s) who participated in the issue (and their associates), except as permitted under the Listing Rules (proxy/chair carve-outs).

9. RESOLUTION 8– RATIFICATION OF PRIOR ISSUE OF SHARES (SPP SHORTFALL PLACEMENT) – LISTING RULE 7.4 (RATIFICATION FOR THE PURPOSES OF LR 7.1)

9.1 General

On 17 October 2025, the Company issued 18,571,429 fully paid ordinary shares at \$0.007 per Share to raise \$130,000.00. The issue was made using the Company's 15% placement capacity under Listing Rule 7.1.

9.2 Listing Rule summary and effect of the resolution (Listing Rule 14.1A)

Listing Rule 7.4 permits shareholders to approve an issue after it has been made. If shareholders approve the issue, it is treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 and does not reduce the Company's future capacity to issue equity securities without shareholder approval under Listing Rule 7.1 (and, where relevant, Listing Rule 7.1A). If shareholders do not approve the issue, it continues to count against the Company's placement capacity.

9.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5:

- a) Recipients: The Shares were issued to three non-related party professional investor. The investors were identified and selected through the Company's investor engagement activities, having expressed interest in supporting the Company's strategy and having agreed to subscribe on the terms offered. The investors are not related parties of the Company.
- b) Number and class: 18,571,429 fully paid ordinary shares.
- c) Issue date: 17 October 2025.
- d) Issue price / consideration: \$0.007 per Share (cash); total proceeds \$130,000.00.
- e) Purpose / use of funds: Funds raised are being used to:
 - i. scale the Mining-IQ platform and accelerate product development;
 - ii. invest in digitisation and AI-driven data initiatives; and
 - iii. strengthen the Company's balance sheet to support growth.
- f) Agreement: Not applicable, other than the Company's standard issue documentation; there are no other material terms relating to the issue.
- g) Voting exclusion: The Company will disregard votes cast in favour of this Resolution by the person(s) who participated in the issue (and their associates), except as permitted under the Listing Rules (proxy/chair carve-outs).

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR ALEX KENT

10.1 Overview

The Company seeks Shareholder approval under ASX Listing Rule 10.14 to issue up to 15,666,667 performance rights to the Company's Managing Director, Mr Alex Kent (or his nominee(s)), under the Company's Employee Incentive Performance Rights Plan adopted by Shareholders on 28 February 2023 (Plan). The performance rights are proposed to be issued for nil cash consideration and on the terms summarised in Schedule 2.

10.2 Corporations Act – Chapter 2E

Mr Kent is a related party of the Company. The Directors (other than Mr Kent) consider member approval under Chapter 2E is not required, on the basis that the proposed grant forms part of reasonable remuneration to Mr Kent and falls within the relevant exception

(including s 211). The Directors consider the financial benefit is reasonable remuneration having regard to the Company's circumstances and Mr Kent's role and responsibilities.

10.3 Listing Rule 10.14 and Listing Rule 14.1A (effect of approval)

Listing Rule 10.14 requires Shareholder approval for a director (or their associates/nominees) to acquire equity securities under an employee incentive scheme.

If this Resolution is passed, the issue will be an exception to Listing Rules 7.1 and 7.1A (where applicable) and will not use the Company's placement capacity. The Company will be able to issue the performance rights to Mr Kent (or his nominee(s)) within 3 years of the Meeting (or such later period as permitted by ASX). Because approval is sought under Listing Rule 10.14, the issue will not use the Company's capacity under Listing Rule 7.1.

If the Resolution is not passed, the Company will not issue the performance rights.

10.4 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15:

- a) Recipient / category: Mr Alex Kent (or his nominee(s)). Mr Kent is a director and falls within Listing Rule 10.14.1. Any nominee(s) may constitute associates under Listing Rule 10.14.2.
- b) Maximum number and class: Up to 15,666,667 performance rights (unquoted).
- c) Current remuneration: Mr Kent's total remuneration package for the previous financial year was \$712,460, comprising: (i) base salary \$510,231; (ii) non-monetary benefits \$65,811; and (iii) performance rights value \$136,418. The proposed total remuneration package for the current financial year is the same as FY25.
- d) Prior issues under the Plan: 152,666,668 performance rights have previously been issued to Mr Kent for nil cash consideration; the average acquisition price paid was nil.
- e) Why rights / valuation: The performance rights are being used to align Mr Kent's incentives with Shareholder outcomes and to provide non-cash, performance-linked remuneration. The Company values the proposed performance rights at \$68,933.33 (being \$0.0044 per performance right), using a trinomial valuation model.
- f) Issue date: The Company intends to issue the performance rights within 15 Business Days of the Meeting and in any event no later than 3 years after the Meeting (unless ASX grants a waiver).
- g) Issue price: Nil; no funds will be raised.
- h) Plan terms: A summary of the material terms of the Plan and the performance rights is set out in Schedule 2.
- i) Loans: No loan will be made in connection with the acquisition.
- j) Required statements: Details of securities issued under the Plan will be published in the annual report for the relevant period, together with a statement that approval was obtained under Listing Rule 10.14; and any additional persons covered by Listing Rule 10.14 who become entitled to participate and were not named in this Notice will not participate until Shareholder approval is obtained.
- k) Voting exclusion: a voting exclusion statement and a voting prohibition statement apply to this Resolution.

11. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR AJIT PATEL

11.1 Overview

The Company seeks Shareholder approval under ASX Listing Rule 10.14 to issue up to 15,666,667 performance rights to the Executive Director, Mr Ajit Patel (or his nominee(s)),

under the Company's Employee Incentive Performance Rights Plan adopted by Shareholders on 28 February 2023 (Plan). The performance rights are proposed to be issued for nil cash consideration and on the terms summarised in Schedule 2.

11.2 Corporations Act – Chapter 2E

Mr Patel is a related party of the Company. The Directors (other than Mr Patel) consider member approval under Chapter 2E is not required, on the basis that the proposed grant forms part of reasonable remuneration to Mr Patel and falls within the relevant exception (including s 211). In forming this view, the Directors have had regard to the Company's circumstances and Mr Patel's role and responsibilities.

11.3 Listing Rule 10.14 and Listing Rule 14.1A (effect of approval)

Listing Rule 10.14 requires Shareholder approval for a director (or their associates/nominees) to acquire equity securities under an employee incentive scheme.

If this Resolution is passed, the Company will be able to issue the performance rights to Mr Patel (or his nominee(s)) within 3 years of the Meeting (unless ASX grants a waiver). Securities issued in accordance with the approval will be an exception to Listing Rules 7.1 and 7.1A (if applicable) and will not use the Company's placement capacity.

If the Resolution is not passed, the Company will not issue the performance rights.

11.4 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15:

- a) Recipient / category: Mr Ajit Patel (or his nominee(s)). Mr Patel is a director and falls within Listing Rule 10.14.1. Any nominee(s) may constitute associates under Listing Rule 10.14.2.
- b) Maximum number and class: Up to 6,000,000 performance rights (unquoted).
- c) Current remuneration: Mr Patel's total remuneration package for the previous financial year was \$468,301, comprising: (i) base salary \$359,055; (ii) non-monetary benefits \$38,450; (iii) performance rights value \$34,891; and (iv) superannuation \$35,905. The proposed total remuneration package for the current financial year is the same as FY25.
- d) Prior issues under the Plan: 46,972,223 performance rights have previously been issued to Mr Patel for nil cash consideration; the average acquisition price paid was nil.
- e) Why rights / valuation: The performance rights are being used to align Mr Patel's incentives with Shareholder outcomes and to provide non-cash, performance-linked remuneration. The Company values the proposed performance rights at \$26,400.00 (being \$0.0044 per performance right), using a trinomial valuation model.
- f) Issue date: The Company intends to issue the performance rights within 15 Business Days of the Meeting and in any event no later than 3 years after the Meeting (unless ASX grants a waiver).
- g) Issue price: Nil; no funds will be raised.
- h) Plan terms: A summary of the material terms of the Plan and the performance rights is set out in Schedule 2.
- i) Loans: No loan will be made in connection with the acquisition.
- j) Required statements: Details of securities issued under the Plan will be published in the annual report for the relevant period, together with a statement that approval was obtained under Listing Rule 10.14; and any additional persons covered by Listing Rule 10.14 who become entitled to participate and were not named in this Notice will not participate until Shareholder approval is obtained.
- k) Voting exclusion: a voting exclusion statement and a voting prohibition statement apply to this Resolution.

12. RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR MICHAEL BROWN

12.1 Overview

The Company seeks Shareholder approval under ASX Listing Rule 10.14 to issue up to 3,133,333 performance rights to the Company's Chairman, Mr Michael Brown (or his nominee(s)), under the Company's Employee Incentive Performance Rights Plan adopted by Shareholders on 28 February 2023 (Plan). The performance rights are proposed to be issued for nil cash consideration and on the terms summarised in Schedule 2.

12.2 Corporations Act – Chapter 2E

Mr Brown is a related party of the Company. The Directors (other than Mr Brown) consider member approval under Chapter 2E is not required, on the basis that the proposed grant forms part of reasonable remuneration to Mr Brown and falls within the relevant exception (including s 211).

12.3 Listing Rule 10.14 and Listing Rule 14.1A (effect of approval)

Listing Rule 10.14 requires Shareholder approval for a director (or their associates/nominees) to acquire equity securities under an employee incentive scheme.

If this Resolution is passed, the Company will be able to issue the performance rights to Mr Brown (or his nominee(s)) within 3 years of the Meeting (unless ASX grants a waiver). Securities issued in accordance with this approval will be an exception to Listing Rules 7.1 and 7.1A (if applicable) and will not use the Company's placement capacity.

If the Resolution is not passed, the Company will not issue the performance rights.

12.4 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15:

- a) Recipient / category: Mr Michael Brown (or his nominee(s)). Mr Brown is a director and falls within Listing Rule 10.14.1. Any nominee(s) may constitute associates under Listing Rule 10.14.2.
- b) Maximum number and class: Up to 3,133,333 performance rights (unquoted).
- c) Current remuneration: Mr Brown's remuneration package for the FY26 is a total salary + super payment of \$120,000 pa.
- d) Prior issues under the Plan: there have been no prior issues.
- e) Why rights / valuation: The performance rights are being used to align Mr Brown's incentives with Shareholder outcomes and to provide non-cash, performance-linked remuneration. The Company values the proposed performance rights at \$13,786.67 (being \$0.0044 per performance right), using a trinomial valuation model.
- f) Issue date: The Company intends to issue the performance rights within 15 Business Days of the Meeting and in any event no later than 3 years after the Meeting (unless ASX grants a waiver).
- g) Issue price: Nil; no funds will be raised.
- h) Plan terms: A summary of the material terms of the Plan and the performance rights is set out in Schedule 2.
- i) Loans: No loan will be made in connection with the acquisition.
- j) Required statements: Details of securities issued under the Plan will be published in the annual report for the relevant period, together with a statement that approval was obtained under Listing Rule 10.14; and any additional persons covered by Listing Rule 10.14 who become entitled to participate and were not named in this Notice will not participate until Shareholder approval is obtained.
- k) Voting exclusion: a voting exclusion statement and a voting prohibition statement apply to this Resolution.

13. RESOLUTION 12 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR GRAEME MCCrackEN

13.1 Overview

The Company seeks Shareholder approval under ASX Listing Rule 10.14 to issue up to 1,566,666 performance rights to the Non Executive Director, Mr Graeme McCracken (or his nominee(s)), under the Company's Employee Incentive Performance Rights Plan adopted by Shareholders on 28 February 2023 (Plan). The performance rights are proposed to be issued for nil cash consideration and on the terms summarised in Schedule 2.

13.2 Corporations Act – Chapter 2E

Mr McCracken is a related party of the Company. The Directors (other than Mr McCracken) consider member approval under Chapter 2E is not required, on the basis that the proposed grant forms part of reasonable remuneration to Mr McCracken and falls within the relevant exception (including s 211).

13.3 Listing Rule 10.14 and Listing Rule 14.1A (effect of approval)

Listing Rule 10.14 requires Shareholder approval for a director (or their associates/nominees) to acquire equity securities under an employee incentive scheme.

If this Resolution is passed, the Company will be able to issue the performance rights to Mr McCracken (or his nominee(s)) within 3 years of the Meeting (unless ASX grants a waiver). Securities issued in accordance with this approval will be an exception to Listing Rules 7.1 and 7.1A (if applicable) and will not use the Company's placement capacity.

If the Resolution is not passed, the Company will not issue the performance rights.

13.4 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15:

- a) Recipient / category: Mr Graeme McCracken (or his nominee(s)). Mr McCracken is a director and falls within Listing Rule 10.14.1. Any nominee(s) may constitute associates under Listing Rule 10.14.2.
- b) Maximum number and class: Up to 1,566,666 performance rights (unquoted).
- c) Current remuneration: Mr McCracken's total remuneration package for the previous financial year was \$56,459, comprising: (i) directors fee \$53,834; and (ii) superannuation of \$2,625. The proposed total remuneration package for the current financial year is the same as FY25.
- d) Prior issues under the Plan: there have been no prior issues.
- e) Why rights / valuation: The performance rights are being used to align Mr McCracken's incentives with Shareholder outcomes and to provide non-cash, performance-linked remuneration. The Company values the proposed performance rights at \$6,893.33 (being \$0.0044 per performance right), using a trinomial valuation model.
- f) Issue date: The Company intends to issue the performance rights within 15 Business Days of the Meeting and in any event no later than 3 years after the Meeting (unless ASX grants a waiver).
- g) Issue price: Nil; no funds will be raised.
- h) Plan terms: A summary of the material terms of the Plan and the performance rights is set out in Schedule 2.
- i) Loans: No loan will be made in connection with the acquisition.
- j) Required statements: Details of securities issued under the Plan will be published in the annual report for the relevant period, together with a statement that approval was obtained under Listing Rule 10.14; and any additional persons covered by Listing Rule 10.14 who become entitled to participate and were not named in this

Notice will not participate until Shareholder approval is obtained.

- k) Voting exclusion: a voting exclusion statement and a voting prohibition statement apply to this Resolution.

14. RESOLUTION 13 - ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

14.1 General

Resolution 13 seeks Shareholder approval to renew the Company's employee incentive scheme titled 'Incentive Performance Rights Plan' (Performance Rights Plan) and for the issue of up to a maximum of 350,000,000 Performance Rights under the Performance Rights Plan as an exception to Listing Rules 7.1 and 7.1A, in accordance with Listing Rule 7.2 (Exception 13(b)). The Performance Rights Plan was previously approved by Shareholders on 28 February 2023.

The objective of the Performance Rights Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Performance Rights Plan and the future issue of Performance Rights under the Performance Rights Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

As summarised in Section 7.1 above, 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme if, within three years before the issue date, holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception. The notice of meeting must have included: (i) a summary of the terms of the scheme; (ii) the number of securities issued under the scheme since the entity was listed or the date of the last approval under the rule; (iii) the maximum number of equity securities proposed to be issued under the scheme following the approval; and (iv) a voting exclusion statement.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the notice of meeting. The exception ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 13 is passed, the Company will be able to issue Performance Rights under the Performance Rights Plan to eligible participants for a period of three years. Issues of Performance Rights under the Performance Rights Plan (up to the maximum number of Performance Rights stated in Section 14.2(d) below) will be excluded from the calculation of the Company's capacity under Listing Rules 7.1 and 7.1A.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights under the 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.

If Resolution 13 is not passed, the Company may still issue Performance Rights under the Performance Rights Plan to eligible participants, however any such issues will count against the Company's capacity under Listing Rules 7.1 and 7.1A unless the issue is otherwise excluded under the Listing Rules (including where separate Shareholder approval is obtained under Listing Rule 10.14).

14.2 Technical information required by Listing Rule 7.2 (Exception 13) in connection with renewal of the Performance Rights Plan

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

- (a) a summary of the key terms and conditions of the Performance Rights Plan is set out in Schedule 2;
- (b) the number of Securities issued under the Performance Rights Plan since the date of the last Shareholder approval (being 28 February 2023) is 60,447,257; and
- (c) Shareholder approval is being sought to renew the Performance Rights Plan for a further three-year period. The Company confirms there has been no material change to the terms of the Performance Rights Plan since Shareholder approval was last obtained on 28 February 2023.; and
- (d) the maximum number of Securities proposed to be issued under the Performance Rights Plan following Shareholder approval is 350,000,000 Performance Rights. This maximum includes the Performance Rights proposed to be issued under Resolutions [insert the relevant performance rights resolutions]. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately."

15. RESOLUTION 14 – APPROVAL OF SHARE CONSOLIDATION

15.1 General

This resolution seeks Shareholder approval for the Company to consolidate its issued capital by converting every 250 Shares into 1 Share (Consolidation).

Under section 254H(1) of the Corporations Act, a company may convert all or any of its shares into a larger or smaller number by ordinary resolution passed at a general meeting.

15.2 Board rationale

The Board considers the Consolidation will result in a more appropriate and effective capital structure and is in the best interests of Shareholders. In particular, the Board considers the number of Shares currently on issue is too high and the trading price is too low for a company of the Company's size and nature compared to other listed entities.

At current price levels, small movements in the share price can have a disproportionate impact on market capitalisation. The Consolidation is expected to increase the trading price per Share and may reduce this volatility.

On balance, the Board considers a 250:1 ratio is appropriate in the circumstances.

The Consolidation does not change the underlying value of the Company. However, the post-Consolidation Share price (and market capitalisation) will remain subject to market factors beyond the Company's control.

15.3 Effect of the Consolidation

The effect of the Consolidation on the Company's capital structure is set out below. The table is based on the Company's capital structure as at 22 January 2026 and may change if the capital structure changes before the Consolidation record date (including due to rounding).

- (a) Summary effect on capital structure*

SECURITY	PRE-CONSOLIDATION	POST CONSOLIDATION (EST.)
Ordinary Shares	2,911,147,971	11,644,685
Performance Rights	199,965,738	799,867

*Post-Consolidation numbers are estimates and will vary depending on the treatment of fractional entitlements (see Section 15.3(c)). The Company will confirm the actual numbers in its ASX Appendix 3A.3 and related announcements.

(b) Detail on Performance Rights*

	PRE-CONSOLIDATION		POST CONSOLIDATION	
Security	# Rights	Expiry Date	# Rights	Expiry Date
ASPPER1-26	26,230,000	22/05/2026	104,920	22/05/2026
ASPPER1-27	28,000,000	3/02/2027	112,000	3/02/2027
ASPPER1-28	28,000,000	13/07/2028	112,000	13/07/2028
ASPPER1-29	19,583,334	7/03/2029	78,334	7/03/2029
ASPPER2-29	108,695	4/12/2029	435	4/12/2029
ASPPER1-30	27,416,668	2/05/2030	109,667	2/05/2030
ASPPER2-31	3,773,589	11/02/2031	15,095	11/02/2031
ASPPER1-631	23,500,002	16/06/2031	94,001	16/06/2031
ASPPER1-731	3,916,667	16/07/2031	15,667	16/07/2031
ASPPER1-32	31,333,333	15/03/2032	125,334	15/03/2032
ASPPER2-32	8,103,451	15/03/2032	32,414	15/03/2032
TOTAL	199,965,738		799,867	

*The number of Performance Rights will be adjusted in the same ratio as the Shares, in accordance with the terms of the Performance Rights and applicable Listing Rules requirements for reorganisations.

(c) Fractional entitlements

Where the Consolidation results in an entitlement to a fraction of a security, that fraction will be rounded up to the nearest whole security.

(d) Holding statements

If the Consolidation occurs, new holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

(e) Taxation

The Consolidation is not expected to result in Australian income tax implications for most Shareholders. Shareholders should seek their own professional advice having regard to their individual circumstances (including the treatment of any fractional entitlements).

(f) Indicative timetable

If approved by Shareholders, the Consolidation is intended to take effect in accordance with the following indicative timetable (which is subject to change):

KEY EVENT DATE (2026)	DATE
Notification to ASX that Consolidation is approved	24 February 2026
Effective date	2 March 2026
Last day for trading in pre-Consolidation securities	3 March 2026
Trading in post-Consolidation securities commences on a deferred settlement basis	4 March 2026
Record date – Last day to register transfers on a pre-Consolidation basis	11 March 2026
Last day to update register and completion of despatch of new holding statements and notification to ASX that this has occurred (before noon). Deferred settlement trading ends	12 March 2026
Normal trading starts	13 March 2026

The members of the Board recommend that Shareholders vote in favour of Resolution 14.

16. RESOLUTION 15 – ADOPTION OF REMUNERATION REPORT

16.1 General

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

16.2 Voting consequences

If at least 25% of the votes cast on the resolution to adopt the remuneration report at this Meeting are voted against adoption (a **Strike**), and at the Company's previous annual general meeting at least 25% of the votes cast on the remuneration report resolution were also voted against adoption (a **Second Strike**), the Company will be required to put to Shareholders at this Meeting a resolution (the **Spill Resolution**) that another meeting of Shareholders (the **Spill Meeting**) be held to consider the election of directors of the Company.

If more than 50% of the votes cast on the Spill Resolution are in favour, the Company must convene the Spill Meeting within 90 days after this Meeting.

If the Spill Meeting is convened, all directors who were in office when the directors' report for the most recent financial year was approved (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting.

16.3 Previous voting results

At the Company's previous annual general meeting, votes cast against the remuneration report were more than 25% (a First Strike). Accordingly, if at this Meeting votes cast against adoption of the remuneration report are again at least 25% (a Second Strike), a Spill Resolution will be required to be put to Shareholders at this Meeting. If votes cast against adoption are less than 25%, no Spill Resolution will be required.

17. RESOLUTION 16: SPILL RESOLUTION (CONDITIONAL RESOLUTION)

17.1 General information

The Corporations Act contains the "two-strikes" rule for remuneration reports. If 25% or more of votes cast on the remuneration report resolution at two consecutive AGMs are against adoption, shareholders must be given the opportunity to vote on a spill resolution at the second AGM.

At last year's AGM, 25% or more of votes cast on the resolution to adopt the FY24 Remuneration Report were against adoption (the first strike).

Accordingly, if 25% or more of votes cast on Resolution 15 (Adoption of the FY25 Remuneration Report) at the 2026 AGM are against adoption (a second strike), Resolution 16 (Spill Resolution) will be put to the meeting in accordance with section 250V of the Corporations Act.

If less than 25% of votes cast on Resolution 15 are against adoption, there is no second strike and this resolution will not be put to the meeting.

If put, the Spill Resolution will be decided by poll as an ordinary resolution (simple majority of votes cast by shareholders entitled to vote).

If the Spill Resolution is passed, a further general meeting (Spill Meeting) must be held within 90 days after the 2026 AGM. Immediately before the end of the Spill Meeting, each director (other than the Managing Director) who was in office when the directors' report for the most recent financial year was approved and who remains in office at the time of the Spill Meeting (Relevant Directors) will cease to hold office, but may stand for re-election at the Spill Meeting.

Based on the directors in office when the directors' report for the most recent financial year was approved, and the directors currently in office as at the date of this Notice, the Relevant Directors are:

- Graeme McCracken
- Ajit Patel
- John Stark
- David Straface

The Spill Meeting would consider the re-election of directors. Each Relevant Director is eligible to seek re-election.

In deciding how to vote on any Spill Resolution put to the AGM, shareholders may wish to consider:

- the Board's view that it has the right mix of skills and experience;
- potential disruption from Board changes; and
- the additional cost of holding a Spill Meeting.

17.2 Board recommendation and Chair voting intention

The Directors unanimously recommend Shareholders vote against this Resolution. Subject to any voting restrictions and the terms of valid proxy appointments (including any directed proxies), the Chair intends to vote all available proxies against this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 7.1.

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

ASIC means the Australian Securities & Investments Commission.

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

ASX300 or the S & P/ASX 300 Index is an ASX stock market index published by Standard & Poors Dow Jones Indices.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Aspermont Limited (ACN 000 375 048).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Incentive Performance Rights has the meaning given in Section **Error! Reference source not found..**

Performance Rights Plan means the Company's Employee Incentive Performance Rights Plan as adopted by Shareholders at the Company's annual general meeting on 28 February 2023, as set out in Section **Error! Reference source not found..**

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 September 2025.

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

S & P/ASX 300 Index, see ASX300 (above).

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.

Total Shareholder Return (TSR) means a measure of the financial performance of an equity factoring in both capital gains and dividend returns.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF INCENTIVE PERFORMANCE RIGHTS

Set out below are the terms and conditions of the Incentive Performance Rights:

(a) **Milestones**

The milestones attaching to the Performance Rights (**Milestones**) are as follows:

Incentive Performance Rights will vest and convert into Shares:

1. three years after issue, provided the participant remains an officer or an employee of the Company;
2. for Executive Performance Rights, the vesting will be based on the following additional criteria based on Total Shareholder Return (**TSR**) of the **S&P ASX300**:
 - a. 50% of Rights will vest if ASP's total shareholder return over a three (3) year period is in the same range as the top 50 – 75% of all companies in the S&P ASX300; and
 - b. a further 2% of Rights will vest for each increase in 1% between 50 – 75%.

(b) **Plan**

The Incentive Performance Rights will be granted under the Company's Employee Incentive Performance Rights Plan (**Performance Rights Plan**).

Defined terms in these terms and conditions have the same meaning as in the Performance Rights Plan. In the event of any inconsistency between the Performance Rights Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

(c) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(d) **Conversion**

Upon vesting, each Incentive Performance Right will, at the election of the holder, convert into one (1) Share.

(e) **Expiry Date**

Each Incentive Performance Right shall otherwise expire on or before 7 years after the Issue Date (**Expiry Date**). If the relevant Milestone attached to the Incentive Performance Right has been achieved by the Expiry Date, all unconverted Incentive Performance Rights of the relevant tranche will automatically lapse at that time.

(f) **Lapsing Otherwise**

If the holder (or the effective holder where a nominee has been appointed) of the Incentive Performance Right's engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Incentive Performance Rights held by that relevant holder will automatically lapse.

(g) **Consideration**

The Incentive Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Incentive Performance Rights into Shares.

(h) **Share ranking**

All Shares issued upon the vesting of Incentive Performance Rights will upon issue rank pari passu in all respects with other Shares.

(i) **Application to ASX**

The Incentive Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(j) **Timing of issue of Shares on conversion**

Within 5 business days after date that the Incentive Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Incentive Performance Rights converted;
- (ii) 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
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Incentive Performance Rights.

(k) **Forfeiture of a Performance Right**

An Incentive Performance Right will be forfeited in the following circumstances:

- (i) where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company or its subsidiaries);
- (ii) where the holder acts fraudulently or dishonestly, negligently, in contravention of any Company (or its subsidiaries') policy or wilfully breaches their duties to the Company or its subsidiaries;
- (iii) where there is a failure to satisfy the vesting conditions in accordance with the Plan;
- (iv) on the date the holder or their nominee (if applicable) becomes insolvent; or
- (v) on the Expiry Date.

(l) **Buy Back**

Subject to applicable law, the Company may at any time buy-back the Incentive Performance Rights in accordance with the terms

(m) **Transfer of Performance Rights**

The Incentive Performance Rights are not transferable.

(n) **Participation in new issues**

An Incentive Performance Right does not entitle a holder (in their capacity as a holder of an Incentive Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Incentive Performance Right.

(o) **Reorganisation of capital**

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 2001* (Cth) at the time of reorganisation.

(p) **Adjustment for bonus issues of Shares**

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) no changes will be made to the Incentive Performance Rights.

(q) **Dividend and voting rights**

The Incentive Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(r) **Change in control**

If a Change of Control Event (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital) occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Incentive Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.

(s) **No rights to return of capital**

An Incentive Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(t) **Rights on winding up**

An Incentive Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(u) **No other rights**

An Incentive Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(v) **Restrictions on dealing**

An Incentive Performance Right cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case an Incentive Performance Right may be exercisable within one (1) month of the date the Eligible Participant ceases to be an Eligible Participant.

A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Incentive Performance Right that has been granted to them.

(w) **Subdivision 83AC-C**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* applies to the Incentive Performance Rights.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

A summary of the material terms of the Company's Employee Incentive Performance Rights Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of performance rights (Performance Rights).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Performance Rights provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Performance Rights the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Performance Rights	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Performance Rights, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Performance Rights	Prior to an Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Performance Rights section below).

Vesting of Performance Rights	Any vesting conditions applicable to the Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Performance Rights have vested. Unless and until the vesting notice is issued by the Company, the Performance Rights will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.
Exercise of Performance Rights	To exercise a Performance Right, the Participant must deliver a signed notice of exercise at any time following vesting of the Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. A Performance Right may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Performance Right by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Performance Rights held by that Participant.
Restrictions on dealing with Performance Rights	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Performance Rights granted to them under the Plan with the consent of the Board.
Listing of Performance Rights	A Performance Right granted under the Plan will not be quoted on the ASX or any other recognised exchange.
Forfeiture of Performance Rights	Performance Rights will be forfeited in the following circumstances: (a) where a Participant who holds Performance Rights ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Performance Rights will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Performance Rights.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

Adjustment of Performance Rights	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of those Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised. Unless otherwise determined by the Board, a holder of Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Rights attaching to Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Performance Right, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.
Disposal restrictions on Shares	If the invitation provides that any Shares issued upon the valid exercise of a Performance Right are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Performance Right may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act. Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information. Any Shares issued to a holder upon exercise of a Performance Right shall be subject to the terms of the Company's Performance Rights Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Performance Rights and Shares issued upon exercise of Performance Rights in accordance with the terms of the Plan.

Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Performance Rights for holders under the Plan and delivering Shares on behalf of holders upon exercise of Performance Rights.
Maximum number of Performance Rights	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Performance Rights have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Performance Rights granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Performance Rights may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.