



BlinkLab Limited

(ACN 652 901 703)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Monday, 7 September 2026

2:00PM AWST

To be held at

Level 4 , 216 St Georges Terrace, Perth WA 6000

The Annual Report is available online at www.blinklab.org

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 6268 2641.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of BlinkLab Limited (ACN 652 901 703) (**Company**) will be held at Level 4, 216 St Georges Terrace, Perth Western Australia 6000 on Monday, 7 September 2026 commencing at 2:00 PM AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 5:00PM AWST on Saturday, 5 September 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2026 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Dr. Anton Uvarov

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

“That, for the purpose of clause 6.3(c) of the Constitution and for all other purposes, Dr. Anton Uvarov, a Director, retires, and being eligible for re-election, is re-elected as a Director with immediate effect.”

3. Resolution 3 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum.”

4. Resolution 4 – Approval of change of Auditor

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

“That, for the purpose of section 327B of the Corporations Act and for all other purposes, and subject to the consent from ASIC to the current auditor resigning, RSM Australia Partners, having been nominated by a Shareholder and having consented in writing to act as auditor of the Company (and subject to the consent from ASIC to the current auditor resigning), be appointed as auditor of the Company with effect from the Effective Date.”

5. Resolution 5 – Approval to amend terms of Existing Options

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

“That, for the purpose of Listing Rule 6.23.4 and for all other purposes, Shareholders approve the proposed amendment to the terms and conditions of the Existing Options to allow the cashless exercise of such Existing Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who holds an Existing Option that is the subject of the approval (namely, the Relevant Parties (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 4 August 2026

BY ORDER OF THE BOARD

Chris Achurch
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 4, 216 St Georges Terrace, Perth Western Australia 6000 on Monday, 7 September 2026 commencing at 2:00 PM AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 1 unless you direct them on how to do so.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1 by marking "For", "Against" or "Abstain" for that resolution.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	By post to Automic Group, GPO Box 5193, Sydney NSW 2001
BY EMAIL	meetings@automicgroup.com.au

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at www.blinklab.org;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company or itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Dr. Anton Uvarov

5.1 General

Clause 6.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 6.3 of the Constitution is eligible for re-election.

Dr. Anton Uvarov (**Dr. Uvarov**), will retire in accordance with clause 6.3 of the Constitution and being eligible, seeks re-election.

5.2 Qualifications and other material directorships

Dr. Uvarov has significant experience in the healthcare industry with a particular focus on neuroscience. Dr. Uvarov started his career in biotechnology investments as an equities analyst with Citigroup. He was/is a co-founding director of several publicly listed companies in Australia including clinical stage companies such as Dimerix Limited (ASX:DXB),

Actinogen Medical Limited (ASX:ACW) and Neuroscientific Biopharmaceuticals Ltd (ASX:NSB). He was previously on the board of Imugene Limited (ASX:IMU) a late-stage clinical oncology company. Dr. Uvarov is a Non-Executive Director at Neuroscientific Biopharmaceuticals Ltd (ASX:NSB), a clinical stage biotechnology company developing new treatments for immune mediated diseases and stem cell therapies. Dr. Uvarov is also Non-Executive Director of Patrys Limited (ASX:PAB).

Dr. Uvarov holds a Doctor of Philosophy in Biochemistry and Medical Genetics from the University of Manitoba, Canada and a Master of Business Administration in Finance from the University of Calgary, Canada.

During the past three years, Dr. Uvarov held the following directorships in other ASX listed companies:

- Neuroscientific Biopharmaceuticals Ltd (ASX:NSB) (current); and
- Patrys Limited (ASX:PAB) (current).

5.3 Independence

If elected, the Board considers Dr. Uvarov will not be an independent director.

5.4 Board recommendation

The Board (excluding Dr. Uvarov) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company currently has a market capitalisation of approximately \$88,123,047 (based on the number of Shares on issue and the closing price of Shares on the ASX on 23 July 2026) and is therefore an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 6.2(c) below).

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: BB1).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- (A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9, 16 or 17;
- (B) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
 - (1) the agreement was entered into before the commencement of the relevant period; or

- (2) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) Listing Rule 7.1A and Listing Rule 7.3A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 153,257,474 Shares and therefore has a capacity to issue:

- (i) 22,988,621 Equity Securities under Listing Rule 7.1; and
- (ii) 15,325,747 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

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

- (i) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

6.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.2875 50% decrease in Issue Price	\$0.575 Issue Price	\$1.15 100% increase in Issue Price
Current Variable “A” 153,257,474 Shares	10% Voting Dilution	15,325,747 Shares	15,325,747 Shares	15,325,747 Shares
	Funds raised	\$10,783,254	\$21,566,507	\$43,133,015
50% increase in current Variable “A” 229,886,211 Shares	10% Voting Dilution	22,988,621 Shares	22,988,621 Shares	22,988,621 Shares
	Funds raised	\$16,174,881	\$32,349,761	\$64,699,522
100% increase in current Variable “A” 306,514,948 Shares	10% Voting Dilution	30,651,495 Shares	30,651,495 Shares	30,651,495 Shares
	Funds raised	\$21,566,507	\$43,133,015	\$86,266,030

Note

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- 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 at 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder’s holding at the date of the Meeting.
- The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is \$0.575, being the closing price of the Shares on ASX on 23 July 2026.

- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards, continued development of existing projects and general working capital.
- (e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 7 November 2025. In the 12 months proceeding the date of the 2026 Annual General Meeting, the Company issued a total of 12,000,000 Equity Securities under Listing Rule 7.1A, representing approximately 7.84% of the total number of Equity Securities on issue at 7 November 2025. Details of the Equity Securities issued under Listing Rule 7.1A in the preceding 12 month period are set out in Schedule 2.
- (h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 6.4(b) above):
 - (i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and
 - (ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under Listing Rule 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to

participate in the issue of the Equity Securities. Accordingly, no voting exclusion statement has been included in respect of Resolution 3 of this Notice.

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

7. Resolution 4 – Approval of change of Auditor

7.1 General

The Board has resolved to appoint RSM Australia Partners (**RSM**) as the Company's auditor. As a consequence, Horizon Nexus (WA) Audit Pty Ltd (formerly Nexia Perth Audit Services Pty Ltd) (**Horizon Nexus**) has given notice of its intention to resign as auditor of the Company to ASIC under section 329(5) of the Corporations Act.

As at the date of this Notice, ASIC has not provided its consent. Upon receipt of ASIC's consent to the resignation, Horizon Nexus has advised that it will submit a notice of resignation to the Company in accordance with section 329(5) of the Corporations Act, with such resignation to take effect from the latter of:

- (a) the date of receipt of ASIC's consent to the resignation;
- (b) the date fixed by ASIC; or
- (c) the date of this Meeting (subject to Shareholders approving this Resolution 4),

(Effective Date).

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for RSM to be appointed as the Company's auditor. A copy of this nomination is included at Schedule 3.

RSM has given its written consent to act as the Company's auditor, subject to Shareholder approval and the resignation of Horizon Nexus.

If this Resolution 4 (which is an ordinary resolution) is passed, the appointment of RSM as the Company's auditor will take effect from the Effective Date.

7.2 Recommendation of the Board

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution 4.

8. Resolution 5 – Approval to amend terms of Existing Options

8.1 General

The Company currently has 33,525,000 Options (exercisable at \$0.25 and expiring on 17 September 2026) (**Existing Options**), which were issued to certain Directors, members of the Company's Key Management Personnel and other advisors as set out below in Schedule

4. The holders of the Existing Options (as set out in Schedule 4) will together be referred to as the **Relevant Parties**.

The Existing Options were issued prior to the Company's IPO, as an incentive to the Relevant Parties for their respective services and/or contributions to the Company and to align the interests of the Relevant Parties with those of Shareholders. The Existing Options issued did not allow for or contemplate cashless exercise.

The terms of the Existing Options contemplate exercise in a traditional manner, being the payment of the exercise price in cash with receipt of one new Share per Existing Option exercised.

The Company is proposing to vary the terms of the Existing Options on issue, which remain unexercised (as of the date of this Notice), to include a cashless exercise mechanism (**Cashless Exercise Facility**) to provide a Relevant Party the option to use the Cashless Exercise Facility.

To amend the terms of these Existing Options to include this Cashless Exercise Facility, the Company is required to seek Shareholder approval under Listing Rule 6.23.4.

The Cashless Exercise Facility will enable the relevant Parties to set-off the exercise cost of their Existing Options against the number of Shares which they are entitled to receive upon the exercise of their Existing Options. The Existing Options may still be exercised in the traditional manner.

If a Relevant Party elects to use the Cashless Exercise Facility, they will only be entitled to that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the exercise price otherwise payable for the Existing Options and the market value of the Shares at the time of exercise. The **Market Value** means the 5-day VWAP of the Company's Shares immediately prior to the notice of exercise being given by the Relevant Party, unless otherwise determined by the Board at its sole discretion.

Set out as a formula, the number of Shares that a Relevant Party is entitled to when using the Cashless Exercise Facility will be determined in the following manner:

Shares received = (A) x (number of Existing Options exercised)

Where:

$$A = \frac{(B) - (\text{exercise price per Existing Option})}{\text{Market Value}}$$

B = VWAP of Shares on the ASX over the five (5) trading days prior to the notice of exercise, unless otherwise determined by the Board (at its sole discretion).

8.2 Worked example

The example below has been provided to demonstrate the difference between the traditional exercise of an Existing Option and the exercise under the Cashless Exercise Facility:

- (a) 5,000,000 Existing Options to be exercised;
- (b) Exercise Price of \$0.25 per Existing Option; and
- (c) Market value of each Share ("B") = \$1.00

	Traditional Exercise	Cashless Exercise Facility
Total exercise price	= \$1,250,000 (i.e. 5,000,000 x \$0.25)	-
“A”	-	$(1.00 - 0.25) / 1.00 = 0.75$
Shares received	5,000,000	= 3,750,000 (i.e. 0.75 x 5,000,000)
Value of Shares	= \$5,000,000 (i.e. 5,000,000 x \$1.00)	= \$3,750,000 (i.e. 3,750,000 x \$1.00)
Net position	= \$3,750,000 (i.e. \$5,000,000 – \$1,250,000)	\$3,750,000

8.3 Effect of proposed amendment to Existing Option terms

The proposed Cashless Exercise Facility will only affect the manner in which the Existing Options are exercised. It will not change the entitlements of the Relevant Parties.

Further, as shown in the worked example above, the net position of the Relevant Party is the same irrespective of whether the Existing Options are exercised in a traditional manner or by using the Cashless Exercise Facility.

There are a number of benefits in offering a Cashless Exercise Facility alternative, including (but not limited to):

- (a) it limits dilution of existing Shareholders as fewer Shares are issued under the Cashless Exercise Facility;
- (b) retention of the Shares issued on exercise is made more attractive, as the Relevant Party would not need to sell (all or part of) the Shares to recover the money that would have been otherwise paid to exercise the Existing Options; and
- (c) exercising the Existing Options is made a more attractive prospect for the Relevant Party, who may otherwise not have the required funds available to exercise the Existing Options in a traditional manner.

Whilst the Company would receive less cash where the Cashless Exercise Facility is used, the Company does not view this as a material consideration as the Existing Options were issued principally to assist in attracting and incentivising the Relevant Parties. For completeness, the Company wishes to advise Shareholders that if all the Existing Options were exercised in the traditional manner, the Company would raise approximately \$8,381,250.

Whilst there is no certainty that any or all of the Existing Options will be exercised, if Shareholders approve this Resolution and all the Relevant Parties elect to use the Cashless Exercise Facility to exercise their respective Existing Options, the Company will not be raising any funds up to the maximum potential amount noted above.

8.4 Listing Rule 6.23.4

The Company is seeking Shareholder approval to approve the amendment to the terms and conditions of the Existing Options already on issue as at the date of this Notice, in accordance with Listing Rule 6.23.4.

Listing 6.23.4 provides that a change to the terms of the Existing Options (that is not otherwise prohibited by Listing Rule 6.23.3), can only be amended if Shareholders approve the change. The Company notes that the proposed amendments to the terms and conditions of the Existing Options does not have the effect of reducing the exercise price, increasing the number of securities received or increasing the time period for exercise, all of which are prohibited under Listing Rule 6.23.3.

If this Resolution 5 is passed, the Company will be able to proceed with the proposed amendments to the terms and conditions of the Existing Options.

If this Resolution 5 is not passed, the Company will not be able to proceed with the amendments to the terms and conditions of the Existing Options and the Relevant Parties will be required to make payment of the relevant exercise price in order to exercise the Existing Options.

8.5 Chapter 2E of the Corporations Act

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

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

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

The proposed amendment to the terms and conditions of the Existing Options will result in the giving of a financial benefit to Dr. Anton Uvarov, Dr. Hendrikus Johannes Boele, Dr. Richard Hopkins and Mr Brian Leedman, each of whom are a related party of the Company by virtue of being a Director.

The Board (except for Dr. Uvarov), considers that approval under Chapter 2E of the Corporations Act is not required in respect of the proposed amendment to the terms and conditions of the Existing Options held by Dr. Uvarov (and/or his nominees), as the amendment falls within the arm's length exception on the basis that the benefit obtained by Dr. Uvarov (and/or his nominees) from the proposed amendment (being using the Cashless Exercise Facility) is the same benefit obtained by the un-related Relevant Parties.

The Board (except for Dr. Boele), considers that approval under Chapter 2E of the Corporations Act is not required in respect of the proposed amendment to the terms and conditions of the Existing Options held by Dr. Boele (and/or his nominees), as the amendment falls within the arm's length exception on the basis that the benefit obtained by Dr. Boele (and/or his nominees) from the proposed amendment (being using the Cashless Exercise Facility) is the same benefit obtained by the un-related Relevant Parties.

The Board (except for Dr. Hopkins), considers that approval under Chapter 2E of the Corporations Act is not required in respect of the proposed amendment to the terms and conditions of the Existing Options held by Dr. Hopkins (and/or his nominees), as the amendment falls within the arm's length exception on the basis that the benefit obtained by Dr. Hopkins (and/or his nominees) from the proposed amendment (being using the Cashless Exercise Facility) is the same benefit obtained by the un-related Relevant Parties.

The Board (except for Mr Leedman), considers that approval under Chapter 2E of the Corporations Act is not required in respect of the proposed amendment to the terms and conditions of the Existing Options held by Mr Leedman (and/or his nominees), as the amendment falls within the arm's length exception on the basis that the benefit obtained by

Mr Leedman (and/or his nominees) from the proposed amendment (being using the Cashless Exercise Facility) is the same benefit obtained by the un-related Relevant Parties.

8.6 Recommendation of the Board

The Directors of the Company do not give any recommendation in respect of this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution 5.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2026.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Cashless Exercise Facility has the meaning given in Section 8.1.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means BlinkLab Limited (ACN 652 901 703).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Effective Date has the meaning given in Section 7.1.

Equity Securities has the same meaning as in the Listing Rules.

Existing Options has the meaning given in Section 8.1 and otherwise on the terms and conditions set out in section 10.2 of the Company's IPO replacement prospectus dated 21 February 2024.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

IPO means the Company's initial public offer of 35,000,000 Shares at an issue price of \$0.20 per Share, to raise \$7,000,000 (before costs), pursuant to the Company's replacement prospectus lodged with ASIC on 21 February 2024.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Market Value has the meaning given in Section 8.1.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Relevant Parties has the meaning given in Section 8.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means resolution contained in the Notice.

RSM has the meaning given in Section 7.1.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Two Strikes Rule has the meaning in Section 4.

VWAP means volume weighted average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Equity Shares Issued under Listing Rule 7.1A in 12 Months Preceding AGM

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount	Rule pursuant to which the Issue is made	Consideration	
22 April 2026	12,000,000	Fully paid ordinary Share issued on the same terms and conditions of the ordinary Shares in the Company	The fully paid ordinary shares were issued to unrelated sophisticated and professional investors as part of a private Placement.	Issue Price: \$0.65 Discount: approximately 15.34% discount to market price at the time of issue	Fully paid ordinary shares issued pursuant to Listing Rule 7.1A	Total cash consideration	\$7,800,000
						Amount of cash consideration spent and Description of what consideration was spent on	\$NIL Towards accelerating the ongoing FDA 501(k) registration trial for Autism diagnosis using BlinkLab's Dx1 platform, support CE and MDR approval processes for BlinkLab DX1 (the Company's diagnosis tool for autism) in Europe, launching a second clinical programme in the United States of America using BlinkLab's novel Dx2 platform to detect ADHD, and costs of the offer and towards general working capital towards BlinkLab's ongoing operations, patent portfolio and platform developments.

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount	Rule pursuant to which the Issue is made	Consideration	
						Amount of cash consideration remaining and Intended use for remaining cash consideration	\$7,800,000 Intended use of remaining funds: Towards accelerating the ongoing FDA 501(k) registration trial for Autism diagnosis using BlinkLab's Dx1 platform, support CE and MDR approval processes for BlinkLab DX1 (the Company's diagnosis tool for autism) in Europe, launching a second clinical programme in the United States of America using BlinkLab's novel Dx2 platform to detect ADHD, and costs of the offer and towards general working capital towards BlinkLab's ongoing operations, patent portfolio and platform developments.
						Non-cash consideration paid and current value of that non-cash consideration	N/A

SCHEDULE 3 – Nomination of Auditor Letter

22 July 2026

The Directors
BlinkLab Limited
Level 4, 216 St Georges Tce
Perth WA 6000

Dear Sirs,

NOMINATION OF AUDITOR

For the purpose of 328B(1) of the *Corporations Act 2001*, and being a member of BlinkLab Limited (**Company**), I, Mr Christopher Bryan James Achurch, hereby nominate RSM Australia Partners for appointment as auditor of the Company at the Company's first annual general meeting.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 22 July 2026:



Christopher Achurch

SCHEDULE 4– Existing Options

Holder	Total number of Existing Options
Black Trojan Investments Pty Ltd <One Triple One A/C>	3,000,000
Bello Holding BV	4,400,000
Cason Holding BV	7,500,000
Inacea Holding BV	4,400,000
Rohan Charles Edmondson	1,000,000
Richard Miles Hopkins & Maya Maureen Vanden Driesen <Jesam A/C>	450,000
Ice Lake Investments Pty Ltd	1,550,000
Brian Leedman and Natasha Leedman	2,250,000
Mintaka Nominees Pty Ltd	450,000
Jane Morgan	1,000,000
Yulia Uvarova <Techinvest Nominees>	2,000,000
Samuel Sheng-Hung Wang	2,500,000
Shane Hoehock Wee <Wee Family A/C>	525,000
Christiaan Innocentius De Zeeuw	2,500,000
Total	33,525,000

Your proxy voting instruction must be received by **2:00pm (AWST) on Saturday, 05 September 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

