Babylon Pump & Power Limited
ACN 009 436 908

NOTICE OF GENERAL MEETING

The general meeting of Babylon Pump & Power Limited will be held at the Cottesloe Room, Australian Institute of Company Directors, Level 1, Allendale Square, 77 St Georges Terrace, Perth 6000 on 21 August 2026 at 10:00am (WST).

If you are unable to attend the meeting, you may complete the Proxy Form (enclosed) and return it to the Company as soon as possible and in any event so it is received by the Company Secretary at the place specified in the Proxy Form no later than 2 business days prior to the time of commencement of the meeting.

THIS DOCUMENT IS IMPORTANT

This Notice should be read in its entirety. If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9454 6309.

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IMPORTANT INFORMATION

Time and place of meeting

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on 21 August 2026 at the Cottesloe Room, Australian Institute of Company Directors, Level 1, Allendale Square, 77 St Georges Terrace, Perth 6000.

Your vote is important

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

Voting eligibility

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 5.00pm (WST) on 19 August 2026.

Voting in person (or by attorney)

To vote in person, attend the Meeting at the time, date and place set out above. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the Meeting.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Poll

Shareholders are advised that all Resolutions to be considered at the General Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

To be effective, proxies must be received by 10:00am (WST) on 19 August 2026. Proxies lodged after this time will be invalid.

BUSINESS OF THE MEETING

1. Resolution 1 – ASX Listing Rule 7.4 ratification of agreements to issue Shares – Unrelated Convertible Loans

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 agreements to issue Shares on conversion of up to $850,000 of Unrelated Convertible Loans on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participates in the issue or any counterparties to the Unrelated Convertible Loans or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the chair of the meeting 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.

2. Resolution 2 – ASX Listing Rule 7.1 approval to issue Unrelated Convertible Loan Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company issue up to 17,000,000 Convertible Loan Options to Unrelated Convertible Loan Lenders (or their nominees), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Unrelated Convertible Loan Lenders or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the entity) or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

3. Resolution 3 – ASX Listing Rule 10.11 approval to issue Convertible Loan Securities to Related Party

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares on conversion of the Related Convertible Loan, and 3,000,000 Convertible Loan Options, to Kahala Holdings Pty Ltd, an entity controlled by Director Jamie Cullen (**Cullen Related Party**), on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Cullen Related Party, Director Jamie Cullen, or any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

4. Resolution 4 – Approval to issue Equity Securities under Entitlement Offer

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

> *"That, for the purposes of the Entitlement Offer Waiver and for all other purposes, approval is given for the Company to conduct the Entitlement Offer on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by any of the Company's substantial shareholders, any party that underwrites or sub-underwrites the Entitlement Offer, any brokers or managers of the Entitlement Offer and any of their respective associates. However, this does not apply to a vote case in favour of the Resolution by:

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

(b) the Chair of the meeting 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.

5. Resolution 5 – ASX Listing Rule 7.1 approval to issue Underwriter Options to Underwriter (and unrelated nominees)

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company issue 22,333,333 Underwriter Options to Leeuwin Wealth (**Underwriter**) (or its nominees who are not related parties of the Company), on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Leeuwin Wealth or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the entity) or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

6. Resolution 6 – ASX Listing Rule 10.11 approval to issue Underwriter Options to Related Party

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Underwriter Options to the Cullen Related Party, as a nominee of the Underwriter, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Cullen Related Party, Director Jamie Cullen, or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and an associate of that person or those persons.

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

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

(b) the Chair of the meeting 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.

7. Resolution 7 – ASX Listing Rule 7.1 approval to issue Deferred Shares to Blue Hire Vendors

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company issue of up to 24,600,000 Shares to the Blue Hire Vendors (or their nominees), as deferred consideration, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Blue Hire Vendors (being Mr Byron Ynema and his associated entity, Royal Haze Pty Ltd) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the entity) or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

8. Resolution 8 – ASX Listing Rule 10.11 approval to issue Shares to Director Jamie Cullen for services

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given or the Company to issue 1,000,000 Shares to Director Jamie Cullen, or his nominee, as consideration for services rendered on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Jamie Cullen, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder) or any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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 Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a Member of the Key Management Personnel.

9. Resolutions 9(a) to 9(c) – ASX Listing Rule 10.14 approval to issue Shares to Non-Executive Directors in lieu of Director Fees

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

> *"That, for the purposes of Listing Rules 10.14, section 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue:*
>
> *(a) Shares valued at up to $110,000, capped at 2,200,000 Shares, to Non-Executive Director Jamie Cullen (or his permitted nominee);*
>
> *(b) Shares valued at up to $61,600, capped at 1,232,000 Shares, to Non-Executive Director Patrick Maingard (or his permitted nominee); and*
>
> *(c) Shares valued at up to $66,734, capped at 1,334,680 Shares, to Non-Executive Director Chris Radin (or his permitted nominee),*
>
> *under the Incentive Award Plan for Non-Executive Director fees payable in respect of the 2026 calendar year, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

(a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Award Plan; and

(b) an associate of any of those persons.

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

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

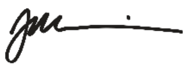
(b) the appointment does not specify the way the proxy is to vote on the Resolutions.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Josh Merriman
Joint Company Secretary

Dated: 22 July 2026

EXPLANATORY STATEMENT

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

1. Background to Resolutions

1.1 Suspension from trading and revised NAB facilities

On 22 April 2026, the Company announced to ASX that it had entered into negotiations to acquire a water pumping and storage business and undertake an associated material capital raising (**Proposed Transaction**), with its Shares voluntarily suspended pending an announcement in relation to the Proposed Transaction.

On 19 May 2026, the Company announced to ASX that, despite its best efforts, negotiations regarding the Proposed Transaction had ceased and that it intended to undertake a capital raise to refresh working capital and, upon successful completion, to apply to ASX to lift the suspension from trading of its Shares.

On 24 June 2026, the Company announced to ASX that the Company's senior secured lender, National Australia Bank Limited (**NAB**), had agreed (subject to formal documentation, since executed), to revise[1] the Company's facilities subject to the following conditions (**NAB Conditions**)[2]:

(a) the Company securing at least $3.5 million via an equity capital raise, with $1.20 million to be paid to NAB on completion of the equity raise during August 2026; and

(b) $5.0 million of the deferred consideration payable to the Blue Hire vendors (being Mr Byron Ynema and his associated entity, Royal Haze Pty Ltd) (**Blue Hire Vendors**), being satisfied through the issue of Shares, with any additional deferred cash consideration payment deferred post 1 July 2027 after the repayment date for NAB's facilities[3].

The Company also announced at that time that it was progressing a capital raise (**Capital Raise**) designed to satisfy the NAB Conditions, strengthen the Company's balance sheet and fund growth capital expenditure, with the capital raise expected to comprise unsecured convertible loans and a pro rata entitlement issue, with the exact structure and details being resolved and the Company in discussions with brokers with a view to the capital raise being partially underwritten.

1.2 Convertible Loans

On 20 July 2024, the Company announced to ASX it had raised a total of $1.0 million under unsecured convertible loans (**Convertible Loans**), including from a related

[1] By waiving quarterly principal repayments for the June 2026 and September 2026 quarters (subject to satisfactory financial performance), reducing quarterly payments beyond that and extending the maturity date of the Company's facilities to 1 July 2027,

[2] The Company must also dispose of its maintenance business by 14 August 2026.

[3] As announced to ASX on 2 June 2025 and 1 August 2025, the Blue Hire Vendors are entitled to deferred consideration of up to $8.2 million (**Deferred Consideration**) comprising up to $6.97 million in cash (**Deferred Cash**) and up to $1.23 million of Shares (**Deferred Shares**) contingent on the normalised 12 month revenue of the Blue Hire business to 30 June 2026. The Company anticipates that the full $8.2 million will be earned in August 2026. Refer to Section 1.5 for more details.

party[4] and major shareholders[5], to assist with working capital pending completion of the Capital Raise.

The Convertible Loans are convertible into Shares at the lender's election[6] at the same time as the Capital Raise, with a conversion price equal to the issue price of Shares under the Capital Raise (with a floor of $0.05) (**Conversion Price**). Refer to Section 2 for further details.

The Company's 15% placement capacity under Listing Rule 7.1 has been reduced as a result of the Company executing Convertible Loans with unrelated parties (**Unrelated Convertible Loans**).

Resolution 1 seeks Shareholder approval under ASX Listing Rule 7.4 to ratify the agreements to issue Shares on conversion of up to $850,000 worth of Unrelated Convertible Loans[7].

As part consideration for the provision of the Convertible Loans, the Company has agreed, subject to Shareholder approval, to issue the lenders (**Convertible Loan Lenders**) unlisted Options ($0.10 exercise price, 3 year term from the issue date) (**Convertible Loan Options**), with the number calculated by dividing the amount advanced under the Convertible Loan (**Advance**) by the Conversion Price.

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the Company to issue 17,000,000 Convertible Loan Options in respect of $850,000 in Unrelated Convertible Loans.

Resolution 3 seeks Shareholder approval under ASX Listing Rule 10.11 for the Company to issue Shares to the Cullen Related Party on conversion of the Cullen Convertible Loan and 3,000,000 Convertible Loan Options.

1.3 Entitlement Offer

On 21 July 2026, the Company lodged a prospectus for a partially underwritten pro rata non-renounceable offer of up to approximately 253,919,074 Shares, at an issue price of $0.05 per Share, to Eligible Shareholders to raise up to approximately $12.7 million (before costs) on the basis of two (2) Shares for every one (1) Share held as at the Record Date (**Entitlement Offer**).

The Entitlement Offer is considered necessary to:

(a) overcome the working capital shortfall that has resulted from weakness in the Company's maintenance business and the substantial sunk costs of the unsuccessful Proposed Transaction (as announced to ASX on 19 May 2026);

(b) satisfy the NAB Conditions applying to the Company's revised NAB facilities; and

(c) restructure the Company's balance sheet to materially reduce debt.

The Entitlement Offer has a minimum subscription of 145,400,000 Shares (**Minimum Subscription**), anticipated to consist of at least $2.5 million in cash subscriptions and up to $4.77 million by way of sub-underwriting debt for equity conversion[8].

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[4] $150,000 from Kahala Holdings Pty Ltd, an entity controlled by Director Jamie Cullen (**Cullen Related Party**).

[5] Including $250,000 from an entity associated with Byron Ynema (8.7% shareholder) (**Ynema Convertible Loan**) and $250,000 from an entity associated with Geoff Lord (24.8% shareholder) (**Lord Convertible Loan**).

[6] Conversion of the Convertible Loan from the Cullen Related Party (**Cullen Convertible Loan**) is subject to Shareholder approval.

[7] Inclusive of any Shares issued in satisfaction of accrued and unpaid interest, up to a maximum of 36,000 Shares.

[8] Comprising conversion of up to $1.0 million in Convertible Loans and $3.77 million in Deferred Cash owed to the Blue Hire Vendors. Refer to Section 1.4 for further details.

If the Minimum Subscription is achieved, the Company considers it will be in a sufficient financial position for the suspension in trading of its Shares to be lifted by ASX, noting that the resumption of trading is subject to ASX being satisfied (in its discretion) that the Company is in compliance with the Listing Rules, including Listing Rule 12.2.

To the extent more than the Minimum Subscription is achieved, the Company intends to apply funds first towards current creditors and the acquisition of capital equipment, in particular water pumps, to reduce the Company's use of third party dry hire and improve margins on long terms contracts, and then on general working capital.

The Company has appointed Leeuwin Wealth and Cumulus Wealth as joint lead managers to the Entitlement Offer (**Joint Lead Managers**) under a mandate (**JLM Mandate**). Refer Section 5.5 for further details.

The Company has been granted a waiver from ASX Listing Rule 7.11.3 to allow the Entitlement Offer ratio to be greater than 1:1, subject to conditions including that the Company obtain shareholder approval for the Entitlement Offer (**ASX Waiver**). Refer Section 5 for further details.

Resolution 4 seeks Shareholder approval for the Entitlement Offer as required by the ASX Waiver.

1.4 Partial underwriting of the Entitlement Offer

Leeuwin Wealth (**Underwriter**) has been appointed as partial underwriter to the Entitlement Offer and has agreed to underwrite up to $7.27 million of the Entitlement Offer[9].

The Underwriter has secured sub-underwriters for part of the Entitlement Offer as follows:

(a) $3.5 million in general sub-underwriting (**General Sub-underwriting**) including $1.0 million by way of debt for equity conversion of Convertible Loans (**Convertible Loan Sub-underwriting**)[10]; and

(a) $3.77 million[11] in subordinated sub-underwriting[12] (**Subordinated Sub-underwriting**) by the Blue Hire Vendors by way of debt for equity conversion of Deferred Cash.

Subject to Shareholder approval and successful completion of the Entitlement Offer, the Company has agreed to issue the Underwriter (or its nominees) 23,333,333 unlisted Options ($0.10 exercise price, expiring 3 years from the issue date) (**Underwriter Options**).

The Underwriter has agreed, subject to Shareholder approval, that each General Sub-underwriting sub-underwriter will be issued (as nominee of the Underwriter) one (1) Underwriter Option for every three (3) Shares they sub-underwrite.

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the Company to issue 22,333,333 Underwriter Options to the Underwriter (or its

[9] Increasing up to $8.5 million if Shareholders do not approve Resolution 7 as detailed in Section 1.5 below.

[10] The Convertible Loan Lenders (including the Cullen Related Party) have executed sub-underwriting agreements with the Underwriter to sub-underwrite the Entitlement Offer up to the amount of their Convertible Loan, by way of debt for equity conversion. The Convertible Loan Sub-underwriting will be relieved by cash subscriptions to the Entitlement Offer in excess of $2.5 million. Refer to Section 5.6 for more details.

[11] Increasing to up to $5.0 million if Shareholders do not approve Resolution 7 as detailed in Section 1.5 below.

[12] The sub-underwriting is subordinated as it will not be relieved by the first $7.5 million of cash subscriptions received under the Entitlement Offer and Shortfall Offer.

nominees who are unrelated parties of the Company)[13].

Resolution 6 seeks Shareholder approval under Listing Rule 10.11 for the Cullen Related Party to be issued 1,000,000 Underwriter Options as nominee of the Underwriter in part consideration for providing $150,000 of Convertible Loan Sub-underwriting.

1.5 Deferred Consideration to Blue Hire Vendors

As noted in Section 1.1, the Company anticipates that the Blue Hire Vendors will become entitled in August 2026 to deferred consideration of $8.2 million comprising $6.97 million in cash (**Deferred Cash**) and $1.23 million worth of Shares (**Deferred Shares**). Refer Section 8.1 for further information.

The Company sought and obtained Shareholder approval under ASX Listing Rule 7.1 for the Deferred Shares at a Shareholder meeting held on 15 July 2025. That approval has since lapsed.

Resolution 7 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of the Deferred Shares.

If Shareholders do not approve Resolution 7, the Deferred Cash the Company is expected to owe the Blue Hire Vendors in August 2026 will increase by $1.23 million from $6.97 million to $8.2 million.

As noted in Section 1.4 above, the Blue Hire Vendors have agreed with the Underwriter to provide up to $3.77 million in Subordinated Sub-underwriting of the Entitlement Offer by way of debt for equity swap of the Deferred Cash.

The Underwriter and the Blue Hire Vendors have agreed that, if Shareholders do not approve Resolution 7:

(a) the Underwriter's underwriting obligation will increase by $1.23 million from $7.27 million to $8.5 million; and

(b) the Subordinated Sub-underwriting will increase by $1.23 million from $3.77 million to $5.0 million.

As a result:

(a) if Shareholders approve Resolution 7 (such that $1.23 million in Deferred Shares are issued to the Blue Hire Vendors) and the Subordinated Sub-underwriting is fully effected, the $6.97 million in Deferred Cash owed by the Company to the Blue Hire Vendors will be deemed to be reduced by $3.77 million to $3.2 million, with the remaining amount of Deferred Cash payable on 3 July 2027; or

(b) if Shareholders do not approve Resolution 7 (such that the Deferred Cash owed increases by $1.23 million from $6.97 million to $8.2 million) and the Subordinated Sub-underwriting is fully effected, the Deferred Cash owed by the Company will be deemed to be reduced by $5.0 million to $3.2 million, with the remaining amount of Deferred Cash payable on 3 July 2027.

In either case, $5.0 million of the total $8.2 million in Deferred Consideration owed to the Blue Hire Vendors will be satisfied in Shares, with any remaining Deferred Cash payable after NAB's facilities, as required by the NAB Conditions.

To maximise the likelihood that the Subordinated Sub-underwriting will be fully effected so as to meet the NAB Condition while also seeking to minimise the effect

[13] For clarity, the Blue Hire Vendors will not be issued any Underwriter Options for their Subordinated Sub-underwriting.

of the Subordinated Sub-underwriting on control of the Company, the Subordinated Sub-underwriting will only be relieved to the extent more than $7.5 million in cash subscriptions are received under the Entitlement Offer[14].

1.6 Issue of Shares to Directors

Resolution 8 seeks Shareholder approval for the issue of 1,000,000 Shares to Non-Executive Chairman Jamie Cullen, (or his nominee) as consideration for services rendered in relation to the Proposed Transaction (**Service Shares**).

Mr Cullen provided significant advisory and transactional services to the Company in connection with Proposed Transaction well beyond the scope of his ordinary duties as a Non-Executive Director.

Resolutions 9(a) – 9(c) seek Shareholder approval for the issue of up to a maximum of 4,766,660 Shares in satisfaction of Non-Executive Directors in satisfaction of accrued but unpaid Director fees for the 2026 calendar year (**Director Fee Shares**). If Shareholders approve Resolutions 9(a) – 9(c), the number of Director Fee Shares actually issued will depend on the extent, if any, to which each Non-Executive Director agrees to be issued Director Fee Shares in satisfaction of accrued and unpaid Director fees for calendar year 2026.

1.7 Effect on Capital Structure

If Shareholders approve Resolutions 1 – 8 and all applicable Securities are issued, the effect on the capital structure of the Company is set out below on both a Minimum Subscription and Full Subscription basis (and assuming no other Securities are issued).

The Minimum Subscription assumes the Convertible Loans are fully discharged by the Convertible Loan Sub-underwriting. The Full Subscription assumes the Convertible Loans are fully converted by election of the Convertible Loan Lenders.

Securities	**Minimum Subscription**	**Full Subscription**
Shares		
Existing Shares	126,959,537	126,959,537
Entitlement Offer Shares	145,400,000	253,919,074
Deferred Shares[1]	24,600,000	24,600,000
Convertible Loan Shares[2]	0	20,000,000
Service Shares	1,000,000	1,000,000
Total[3]	**297,959,537**	**426,478,611**
Options		
Existing Options	0	0
Underwriter Options[4]	23,333,333	23,333,333
Convertible Loan Options[5]	20,000,000	20,000,000
Total	**43,333,333**	**43,333,333**

[14] To the extent more than $7.5 million in cash subscriptions are received under the Entitlement Offer, the Subordinated Sub-underwriting will be discharged, resulting in less than $5.0 million of Deferred Cash being converted into Shares. The Company and NAB have agreed that this is acceptable.

Performance Rights		
Existing Performance Rights	6,975,865	6,975,865

Notes:

1 Being $1.23 million of Deferred Shares to be issued to the Blue Hire Vendors with a deemed issue price of $0.05 per Share.

2 Up to a maximum additional total of ~36,000 Shares will be issued if accrued and unpaid interest on $1.0 million in Convertible Loans is converted by election of the Convertible Loan Lenders. Refer to Section 2.1 for further details.

3 If Resolutions 9(a) – 9(c) are approved, up to an aggregate maximum total of 4,766,660 Director Fee Shares may be issued with the actual number depending on the extent, if any, to which Non-Executive Directors agree to be issued Director Fee Shares in satisfaction of Director fees for calendar year 2026.

4 Inclusive of 1.0 million Underwriter Options issued to the Cullen Related Party for its Convertible Loan Sub-underwriting. If Shareholders do not approve Resolution 4 for the issue of the Underwriter Options, the deemed value of the Underwriter Options (being 1.885 cents each) will be payable to the Underwriter (or its nominees).

5 If Shareholders do not approve Resolution 2 and/or 3 for the issue of the Convertible Loan Options, the deemed value of the Convertible Loan Options (being 1.885 cents each) will be added to the applicable Convertible Loan Advances and be repayable after 1 July 2027 subject to the NAB Subordination Deed.

1.8 Indicative Timetable

An indicative timetable for the Entitlement Offer is detailed below.

Action	**Date**
Notice of Meeting dispatched to Shareholders	Wednesday 22 July 2026
Ex-date for Entitlement Offer	Friday 24 July 2026
Record Date for determining Entitlements	7.00pm (AEST) Monday 27 July 2026
Prospectus and personalised Application Forms made available and announced to ASX Offer opens	Thursday 30 July 2026
Last day Company can extend Entitlement Offer Closing Date	Before 12.00pm (AEST) Wednesday 19 August 2026
Shareholder meeting date	Friday 21 August 2026
Closing Date of the Entitlement Offer*	5.00pm (WST) Monday 24 August 2026
Unless otherwise determined by ASX, Shares quoted on a deferred settlement basis from market open	Tuesday 25 August 2026
Announcement of results of the Entitlement Offer* Issue date of Shares under the Entitlement Offer to Eligible Shareholders and to Underwriter or nominees / Issue of Shortfall Shares* Lodge Appendix 2A and Appendix 3G*	Friday 28 August 2026

* The above timetable is indicative only and is subject to change. The Directors may extend the closing

date of the Entitlement Offer by giving at least three business days' notice. Accordingly, the date that shares are expected to commence trading on Shares may vary. Any Shortfall Shares will be issued progressively by the Company, with Shortfall Shares subscribed for prior to the issue date of Shares under the Entitlement Offer intended to be issued at the same time as the Entitlement Offer Shares. The Shortfall Shares may be placed by the Directors in accordance with the Prospectus within three months after the Closing Date, at the Directors' discretion.

1.9 Effect on Company's financial position

Schedule 1 provides an unaudited pro forma statement of financial position of the Company on a Minimum Subscription and Full Subscription basis on management accounts as at 31 May 2026 assuming Shareholders approve Resolutions 1 – 9 and all applicable Securities are issued.

1.10 Effect on Control of the Company

If Shareholders approve Resolutions 1 – 9 and all applicable Securities are issued, the anticipated effect on substantial shareholders of the Company is set out below on both a Minimum Subscription and Full Subscription basis (and assuming no other Securities are issued).

The Minimum Subscription assumes all Convertible Loans are fully discharged by Convertible Loan Sub-underwriting and substantial shareholders do not take up any Entitlements.

As at the Last Practicable Date, the Company expects substantial Shareholders will take up only a portion of, or none of, their Entitlements. To the extent they do take up Entitlements, their total Shareholding and Voting Power will increase from that set out below. Their maximum potential Voting Power (which the Company does not consider will occur) is noted below.

The Full Subscription assumes the Convertible Loans are not discharged by Convertible Loan Sub-underwriting but instead are fully converted at election of the Convertible Loan Lenders, and that substantial shareholders take up their full Entitlements such that the Subordinated Sub-underwriting is fully relieved.

Substantial Shareholder	Existing		Minimum Subscription		Full Subscription	
	Shares	Voting Power	Shares	Voting Power	Shares	Voting Power
Geoff Lord & Associates	31,486,953	24.80%	36,486,953[1]	12.25%[2]	99,460,859	23.32%
Cumulus Wealth	15,397,409	12.13%	15,397,409	5.17%[3]	46,192,227	10.83%
Byron Ynema & Associates	11,000,000	8.66%	116,000,000[4]	38.93%[5]	53,375,000	12.79%

Notes:

1. Comprising 31,486,953 existing Shares and 5,000,000 Shares issued as a result of discharge of the $250,000 Lord Convertible Loan via Convertible Loan Sub-underwriting. If the Lord Convertible Loan lender elects to convert, up to an additional ~9,000 Shares will be issued on conversion of accrued and unpaid interest.
2. The maximum possible Voting Power of Geoff Lord & Associates on a Minimum Subscription basis will arise if they apply for their full Entitlements of $3,148,695, the $250,000 Lord Convertible Loan is fully converted ($87,826 via Convertible Loan Sub-underwriting and $162,174 via conversion by election), and no other Shares are issued other than 5,269,571 Shares via Converting Loan Sub-underwriting of $263,479 in other Convertible Loans, 24,600,000 Deferred Shares to the Blue Hire Vendors, and 1.0 million Service Shares to Jamie Cullen (or his nominee). In this scenario (which the Company does not consider will occur in practice), total Shares held by Geoff Lord & Associates

will increase to 99,460,859 Shares, and their Voting Power will increase to 32.45%.

3. The maximum possible Voting Power of Cumulus Wealth on a Minimum Subscription basis will arise if it applies for its full Entitlement of $1,539,741, and no other Shares are issued other than 39,205,182 Shares from General Sub-underwriting (including 20,000,000 Shares via Converting Loan Sub-underwriting of $1.0 million of Convertible Loans), 24,600,000 Deferred Shares to the Blue Hire Vendors, and 1.0 million Service Shares to Jamie Cullen (or his nominee). In this scenario, total Shares held by Cumulus Wealth will increase to 46,192,227 Shares, and its Voting Power will increase to 15.50%.
4. Comprising 11,000,000 existing Shares, 5,000,000 Shares issued as a result of discharge of the $250,000 Ynema Convertible Loan via Convertible Loan Sub-underwriting, 75,400,000 Shares issued via Subordinated Sub-underwriting by the Blue Hire Vendors in discharge of $3.77 million of Deferred Cash and 24,600,000 Deferred Shares. If the Ynema Convertible Loan lender elects to convert, up to an additional ~9,000 Shares will be issued on conversion of accrued and unpaid interest.
5. The maximum possible Voting Power of Byron Ynema and his Associates on a Minimum Subscription basis will arise if they apply for their full Entitlements of $1,100,000, the $250,000 Ynema Convertible Loan is fully converted, and no other Shares are issued other than 43.0 million Shares from General Sub-underwriting (including 15,000,000 Shares via Converting Loan Sub-underwriting of $750,000 in other Convertible Loans), 24,600,000 Deferred Shares to the Blue Hire Vendors, and 1.0 million Service Shares to Jamie Cullen (or his nominee). In this scenario (which the Company does not consider will occur in practice), total Shares held by Byron Ynema & his Associates will increase to 138,000,000 Shares and their Voting Power will increase to 46.32%.

2. Resolution 1 - ASX Listing Rule 7.4 ratification of agreements to issue Shares – Unrelated Convertible Loans

2.1 General

As announced on 21 July 2026, the Company has executed agreements with Unrelated Convertible Loan Lenders under which a total amount of $850,000 has been lent to the Company (**Unrelated Convertible Loan Agreements**).

Each Unrelated Convertible Loan Lender has also executed:

(a) a Subordination Deed with the Company's senior secured lender, National Australia Bank Limited (**NAB Subordination Deed**); and

(b) a Convertible Loan Sub-Underwriting Agreement with the Underwriter to sub-underwrite the Entitlement Offer by way of debt for equity conversion up to the amount advanced under their Unrelated Convertible Loan Agreement (**Advance**), with the Advance deemed to be reduced to the extent discharged by the sub-underwriting.

The material terms of the Unrelated Convertible Loan Agreements are as follows:

(a) **Conversion**: Subject to compliance with the ASX Listing Rules and the Corporations Act, the Convertible Loan Lender may elect to convert their Advance on completion of the Entitlement Offer, at the Conversion Price, with any accrued and unpaid interest capitalised into the Advance and converted into Shares at the same price[15].

(b) **Effect of Convertible Loan Sub-underwriting**: The Advance will be deemed to be reduced to the extent discharged by the Convertible Loan Sub-underwriting.

[15] If the Entitlement Offer is not completed by 31 October 2026, the Convertible Loan may be converted at the issue price of Shares under the next Share equity capital raise completed by the Company that raises at least $3.0 million before costs, subject to a floor price of $0.05.

(c) **Interest**: Interest of 11% per annum is payable. Any interest not paid when due will be capitalised. In the event of a default, default interest of 15% per annum is payable.

(d) **Repayment Date**: Any outstanding Convertible Loan amount, if not converted into Shares, is repayable (subject to the NAB Subordination Deed) the earlier of:

(i) 3 July 2027 or any other date as is agreed in writing between the parties; and

(ii) any date on which the Convertible Loan Lender requires repayment following an event of default,

(**Repayment Date**).

(e) **Early Repayment**: If the Unrelated Convertible Loan Agreement has not been converted by the 31 October 2026, the Company may, subject to the NAB Subordination Deed, prepay the whole or part of the outstanding moneys on any day prior to the Repayment Date upon giving not less than 7 days prior written notice to the Convertible Loan Lender.

(f) **Security**: The Unrelated Convertible Loan Agreement is unsecured.

(g) **Events of Default**: Standard events of default apply, including failure to pay, material breach, insolvency, appointment of an administrator or receiver, and cross-default.

(h) **Convertible Loan Options**: Subject to Shareholder approval, the Company will issue the Convertible Loan Lender with Convertible Loan Options with the number determined by dividing the Convertible Loan amount by the Conversion Price, rounded down to the nearest whole Option. The Convertible Loan Options will be issued on the earlier of:

(i) completion of the Entitlement Offer; and

(ii) within 10 days of Shareholder approval being obtained.

(i) **Failure to obtain Shareholder approval for Convertible Loan Options**: If Shareholder approval is not obtained for the issue of Convertible Loan Options, their value (agreed to be $0.01885 cents per Convertible Loan Option) will be added to the Advance and will be repayable after 1 July 2027 subject to the NAB Subordination Deed.

As summarised in Section 1.2, Resolution 1 seeks Shareholder approval under ASX Listing Rule 7.4 to ratify the Company's agreement to issue Shares on conversion of up to $850,000 in Unrelated Convertible Loans (**Issue**) entered into between 29 June 2026 and the Last Practicable Date (**Issue Dates**).

2.2 ASX Listing Rules 7.1 and 7.4

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

The Issue does not fit within any of the exceptions and, as it has not yet been approved by the Company's shareholders, it has effectively used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the applicable Issue Dates.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities if can issue without shareholder approval over the 12 month period following the applicable Issue Dates.

If Resolution 1 is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities if can issue without shareholder approval over the 12 month period following the applicable Issue Dates.

2.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1.

(a) Shares will be issued to Unrelated Convertible Loan Lenders (or their nominees) who elect to convert their Convertible Loans, being (as at the Last Practicable Date) the following parties. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, except as noted below, none of the issuees are:

(i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

(ii) issued more than 1% of the issued capital of the Company.

Unrelated Convertible Loan Lender	**Convertible Loan Advanced**
TH Rose & Sons Pty Ltd (Ynema Convertible Loan)[1]	$250,000
Belgravia Strategic Equities Pty Ltd (**Belgravia**) (Lord Convertible Loan)[2]	$250,000
Jasper Hill Resources Pty Ltd (**Jasper Hill**)[3]	$175,000
Other unrelated Convertible Loan Lenders[4]	$175,000
Total	**$850,000**

Notes:

1. TH Rose & Sons Pty Ltd is an Associate of Byron Ynema who, with his Associate Royal Haze Pty Ltd, hold an 8.7% Shareholding.

2. Belgravia Strategic Equities Pty Ltd is an associate of Geoff Lord who, with his Associates, hold a 24.8% Shareholding.
3. Associate of Mr Aaron Constantine, a director of Leeuwin Wealth, Underwriter and Joint Lead Manager to the Entitlement Offer.
4. Unassociated clients of Cumulus Wealth, a Joint Lead Manager to the Entitlement Offer.

(b) The maximum number of Shares that the Company has agreed to issue is set out below.

Unrelated Convertible Loan Lender	**Shares[1]**
TH Rose & Sons Pty Ltd (Ynema Convertible Loan)	5,000,000
Belgravia (Lord Convertible Loan)	5,000,000
Jasper Hill	3,500,000
Other Unrelated Convertible Loan Lenders	3,500,000
Total	**17,000,000**

Notes:

1. The exact number of Shares issued if a Convertible Loan Lender elects to convert will depend if and to what extent their Advance is deemed to be discharged by Convertible Loan Sub-underwriting. If an Unrelated Convertible Loan Lender elects to convert their Convertible Loan, they will also be issued Shares in satisfaction of accrued and unpaid interest determined by dividing the interest by the Conversion Price. It is anticipated that up to a maximum aggregate total of ~36,000 Shares may be issued if all $1.0 million in Convertible Loans are converted.

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

(d) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date as, and subject to, the successful completion of the Entitlement Offer.

(e) The Shares will be issued in consideration for the conversion of Advances under Unrelated Convertible Loan Agreements and as such no funds will be raised from the Issue.

(f) The purpose of the Issue is to convert Advances under the Unrelated Convertible Loan Agreements.

(g) The Shares will be issued in accordance with the Unrelated Convertible Loan Agreements as summarised in Section 2.1.

2.5 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

The Board recommends that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – ASX Listing Rule 7.1 approval to issue Unrelated Convertible Loan Options

3.1 General

As summarised in Sections 1.2 and 2.1, Resolution 2 seeks Shareholder approval for the issue of up to 17,000,000 unlisted Convertible Loan Options (exercise price $0.10, expiring 3 years from the issue date) to the Unrelated Convertible Loan Lenders as part consideration for their provision of Unrelated Convertible Loans in accordance with the Unrelated Convertible Loan Agreements (**Issue**).

3.2 Listing Rule 7.1

Refer to Section 2.2 for a summary of ASX Listing Rule 7.1.

The Issue does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. The Company therefore requires approval of its Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the proposed Issue for the purpose of Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the proposed Issue. In addition, the Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

The issue of the Shares upon conversion of the Unrelated Convertible Loan Options will dilute existing Shareholders by approximately 11.8% (assuming no further Shares are issued).

If Resolution 2 is not passed, the Company will not be able to proceed with the Issue and the deemed value of the Convertible Loan Options (being $0.01885 each for an aggregate total value of $320,450) will be added to the Advances under the Unrelated Convertible Loan Agreements and be repayable after 1 July 2027 subject to the NAB Subordination Deed.

3.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2.

(a) The Convertible Loan Options will be issued to the Unrelated Convertible Loan Lenders (or their nominees) being (as at the Last Practicable Date) the following parties. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, except as noted below, none of the issuees are:

    (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

    (ii) issued Options exercisable into more than 1% of the issued capital of the Company.

Unrelated Convertible Loan Lender	Convertible Loan Options
TH Rose & Sons Pty Ltd (Ynema Convertible Loan)[1]	5,000,000
Belgravia (Lord Convertible Loan)[2]	5,000,000
Jasper Hill[3]	3,500,000
Other Unrelated Convertible Loan Lenders[4]	3,500,000
Total	**17,000,000**

Notes:

1. TH Rose & Sons Pty Ltd is an Associate of Byron Ynema who, with his Associate Royal Haze Pty Ltd, hold an 8.7% Shareholding.
2. Belgravia is an associate of Geoff Lord who, with his Associates, hold a 24.8% Shareholding.
3. Associate of Mr Aaron Constantine, a director of Leeuwin Wealth, Underwriter and Joint Lead Manager to the Entitlement Offer.
4. Unassociated clients of Cumulus Wealth, a Joint Lead Manager to the Entitlement Offer.

(b) The Company has agreed to issue to a maximum of 17,000,000 Convertible Loan Options to Unrelated Convertible Loan Lenders.

(c) Convertible Loan Options will be issued on the terms and conditions set out in Schedule 2.

(d) The Convertible Loan Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Convertible Loan Options will occur on the same date, being the earlier of 10 Business Days after the General Meeting and the completion date of the Entitlement Offer.

(e) The Convertible Loan Options are being issued for a nil issue price, being part consideration for the Unrelated Convertible Loan Lenders providing the Unrelated Convertible Loans, and as such no funds will be raised from the issue.

(f) The purpose of the Issue is to provide part consideration for the Unrelated Convertible Loan Lenders providing the Unrelated Convertible Loans.

(g) The Convertible Loan Options are being issued under the Unrelated Convertible Loan Agreements as summarised in Section 2.1.

3.5 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

The Board recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 - ASX Listing Rule 10.11 approval to issue Convertible Loan Securities to Related Party

4.1 Background

The Company has entered into a Convertible Loan Agreement with Kahala Holdings Pty Ltd, an entity controlled by Director Jamie Cullen (**Cullen Related Party**) for an Advance of $150,000 (**Cullen Convertible Loan Agreement**).

The Cullen Convertible Loan is on the same terms as the Unrelated Convertible Loan Agreements save that the conversion into Shares at the lender's election is subject to Shareholder approval.

The Cullen Related Party has also executed an NAB Subordination Deed and a Convertible Loan Sub-Underwriting agreement.

Resolution 3 seeks Shareholder approval for the Company to issue Shares on conversion of the Cullen Convertible Loan and the issue of 3,000,000 Convertible Loan Options (together, the **Convertible Loan Securities**) in accordance with the Cullen Convertible Loan Agreement.

4.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of Convertible Loan Securities constitutes giving a financial benefit and the Cullen Related Party is a related party of the Company by virtue of being controlled by Director Jamie Cullen.

The Directors (other than Jamie Cullen who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Convertible Loan Securities because the Securities will be issued to the Cullen Related Party on the same terms as Convertible Securities will be issued under the Unrelated Convertible Loan Agreements, and, as such, the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, shareholder approval must be obtained where an entity issues, or agrees to issue, equity securities to any of the following:

(a) 10.11.1 – a related party.

(b) 10.11.2 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company.

(c) 10.11.3 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to sit on the board of the Company) pursuant to a relevant agreement which gives them a right or expectation to do so.

(d) 10.11.4 – an associate of any of the above.

(e) 10.11.5 – a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders.

The Cullen Related Party meets the category under Listing Rule 10.11.1 as it is controlled by Director Jamie Cullen.

The Company considers that none of the exceptions in Listing Rule 10.12 apply.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Cullen Related Party may elect to convert the Advance under the Cullen Convertible Loan (if it is not fully discharged by Convertible Loan Sub-underwriting) into Shares upon completion of the Entitlement Offer, removing the need for the Company to repay any outstanding Advance (and accrued interest) with cash after 1 July 2027 (subject to the NAB Subordination Deed).

If Resolution 3 is not passed, the Cullen Related Party will not be able to elect to convert the Advance under the Cullen Convertible Loan (if it is not fully discharged by Convertible Loan Sub-underwriting) into Shares upon completion of the Entitlement Offer, and the Company will need to repay any outstanding Advance (and accrued interest) and the deemed value of the Convertible Loan Options (being 1.885 cents each for total value of $56,560) in cash after 1 July 2027 (subject to the NAB Subordination Deed).

4.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the issue of Securities to the Cullen Related Party on conversion of the Cullen Convertible Loan:

(a) Convertible Loan Securities will be issued to the Cullen Related Party, which falls within the category in Listing Rule 10.11.1 as it is controlled by Director Jamie Cullen;

(b) if the Cullen Related Party elects to convert its Advance, the number of Shares issued will be determined by dividing the outstanding Advance amount on completion of the Entitlement Offer (after deducting any amount discharged by Convertible Loan Sub-underwriting and including any accrued and unpaid interest) by the Conversion Price. If the $150,000 Advance is fully converted, a total of 3,000,000 Share will be issued, plus up to ~5,500 Shares for capitalised interest[16];

(c) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) 3,000,000 Convertible Loan Options will be issued to the Cullen Related Party on the terms and conditions set out in Schedule 2;

(e) the Convertible Loan Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Convertible Loan Securities will occur on the same date, being completion of the Entitlement Offer;

(f) the Shares will be issued for nil cash in consideration for the conversion of the Advance under the Cullen Convertible Loan Agreement and as such no funds will be raised from the issue;

(g) the Convertible Loan Options are being issued for a nil issue price, being part consideration for the Cullen Related Party providing the Cullen Convertible Loan, and as such no funds will be raised from the issue;

(h) the purpose of the Share issue is to convert the Advance under the Unrelated Cullen Convertible Loan Agreement while the purpose of the Convertible Loan Option issue is to provide part consideration for the Cullen Related Party providing the Cullen Convertible Loan; and

(i) the Convertible Loan Securities will be issued in accordance with the Cullen Convertible Loan Agreement, the material terms of which are summarised in Sections 2.1 and 4.1.

4.6 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

The Board, excluding Mr Cullen, recommends that Shareholders vote in favour of

[16] Assuming interest accrues to 31 August 2026.

Resolution 3.

5. Resolution 4 – Approval to issue Equity Securities under Entitlement Offer

5.1 General

As set out in Section 1.3 above, the Company is proposing to undertake the Entitlement Offer to:

(a) overcome the working capital shortfall;

(b) satisfy the NAB Conditions applying to the Company's revised NAB facilities; and

(c) restructure the Company's balance sheet to materially reduce debt.

Following discussions with the Joint Lead Managers and Underwriter, the Company is proposing an issue price under the Entitlement Offer of $0.05 per Shares (**Issue Price**), a ~35% discount to the closing price of $0.077 on 19 April 2026 when the Company's Shares were suspended from trading.

The Company has chosen an Entitlement Offer ratio of two (2) Shares for every one (1) Share held (**Ratio**) for the following reasons:

(a) if a ratio of 1:1 was used, the Company would only be able to raise (based on the Issue Price, which was selected in consultation with the Joint Lead Managers), up to a maximum of ~$6.35 million (before costs);

(b) this would not allow the Company to raise sufficient funds to meet the NAB Conditions given:

   (i) at least $2.5 million in cash (before costs) is required to overcome a working capital shortfall and to repay NAB $1.20 million as required by the NAB Conditions; and

   (ii) a shortfall to the Rights Issue of at least $5.0 million is required for the Blue Hire Vendors to sub-underwrite and convert up to $5.0 million in Deferred Consideration to meet the NAB Conditions;

(c) in addition, a ratio of 1:1 would not allow the Company to raise additional amounts in excess of the above to fund capital expenditure required to pursue growth opportunities in the Company's water equipment hire business; and

(d) a ratio of 2:1 allows sufficient capacity for the Company to achieve the above objectives.

5.2 Listing Rule 7.11.3

Listing Rule 7.11.3 provides that the ratio of securities offered for a pro rata issue (such as the Entitlement Offer) must not be greater than 1 for 1 unless the offer is renounceable and the issue price is not more than the average market price for the securities calculated over the last 5 days on which sales in the securities were recorded before the date on which the pro rata issue was announced.

As the Company is currently suspended from trading on ASX, it cannot make the Entitlement Offer renounceable as it is not possible for Shareholders to trade rights that would be issued under a renounceable offer. As such, the Entitlement Offer is being made on a non-renounceable basis.

The Company has obtained a waiver from the requirements of Listing Rule 7.11.3 to enable the Entitlement Offer to be made on a non-renounceable basis (**Entitlement Offer Waiver**).

It is a condition of the Entitlement Offer Waiver that Shareholders approve the Entitlement Offer. Resolution 4 seeks this approval.

The Company has also been granted a waiver of ASX Listing Rule 7.15 to permit the Company to undertake the Entitlement Offer with a record date that is prior to the shareholders' meeting to approve the Entitlement Offer, conditional upon the Company's securities not being reinstated to trading prior to that meeting.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the Entitlement Offer.

If Resolution 4 is not passed, Company will not be able to proceed with the Entitlement Offer, which may in turn prevent the Company meeting the NAB Conditions and result in the Company breaching its revised NAB facilities and NAB exercising its rights as senior secured lender to the Company.

5.4 Entitlement Offer Terms

The terms of the Entitlement Offer are summarised in Section 1.3 above.

The Company also intends to make, at the same time as the Entitlement Offer, an offer to Eligible Shareholders (and other investors) to apply for Shares not applied for and issued under the Entitlement Offer (**Shortfall Shares**) at an issue price of $0.05 per Share and otherwise on the same terms as the Entitlement Offer (**Shortfall Offer**).

5.5 Joint Lead Managers

Under the JLM Mandate, the Company has appointed Leeuwin Wealth and Cumulus Wealth (a 12.13% Shareholder) as Joint Lead Managers and Corporate Advisors for the Entitlement Offer.

The Company has agreed to pay the Joint Lead Managers (on a 50:50 basis):

(a) a 3.0% plus GST fee on up to $1.0 million in Convertible Loan amounts (excluding an agreed Chairman's list that includes the Cullen Convertible Loan, Ynema Convertible Loan and Lord Convertible Loan);

(b) of corporate advisory of $120,000 plus GST upon the successful completion of the Offer, only payable if the Company has received cash subscriptions in excess of $3.62 million under the Entitlement Offer;

(c) a 2.0% plus GST management fee on gross cash proceeds from the Entitlement Offer; and

(d) a $120,000 plus GST success fee if the Entitlement Offer raises more than $7.5 million in cash subscriptions.

The JLM Mandate is otherwise considered to be on industry standard terms.

5.6 Partial underwriting and sub-underwriting

The Company has appointed Leeuwin Wealth (**Underwriter**) as the partial underwriter to the Entitlement Offer under an underwriting agreement dated 20 July 2026 (**Underwriting Agreement**).

In accordance with the Underwriting Agreement:

(a) the Underwriter has agreed to underwrite $7.23 million of the Entitlement

Offer, increasing to $8.5 million if Shareholders do not approve Resolution 7 such that $1.23 million in Deferred Shares are not issued to the Blue Hire Vendors;

(b) the first $3.5 million of underwriting commitment will be discharged by the first $3.5 million in cash subscriptions received under the Entitlement Offer. The remaining underwriting commitment[17] will only be relieved by cash subscriptions above $7.5 million received under the Entitlement Offer;

(c) the Company has agreed to pay the Underwriter (or its nominees) an underwriting/lodgement fee of 4.0% plus GST on gross cash proceeds raised under the Entitlement Offer (excluding an agreed Chairman's list);

(d) subject to Shareholder approval and successful completion of the Entitlement Offer, the Company has agreed to issue the Underwriter (or its nominees) 23,333,333 Underwriter Options[18]; and

(e) the Underwriter may terminate the Underwriting Agreement for events considered to be industry standard, including:

(i) (**Indices fall**): either of the All Ordinaries Index or the S&P/ASX Small Ordinaries Index as published by ASX is at any time after the date of this Agreement, at a level that is 10% or more below its respective level as at the close of business on the Business Day prior to the date of this Agreement;

(ii) (**Share Price**): the Shares of the Company that trade on the ASX under the ASX code of "BPP" close lower than the Issue Price for three consecutive days; and

(iii) (**Hostilities**): hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States, the United Kingdom, Singapore, Hong Kong, the People's Republic of China, Iraq, North Korea, South Korea, Taiwan, any member state of the European Union or any of the following countries or territories: Bahrain, Egypt, Iraq, Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia, Syria, Turkey, United Arab Emirates, Yemen, Gaza and the West Bank (**Middle East Countries**), or a major terrorist act is perpetrated in any of those countries or any diplomatic establishment of any of those countries.

The Underwriter has secured sub-underwriters for part of the Entitlement Offer as follows:

(a) $3.5 million in General Sub-underwriting, including $1.0 million in Convertible Loan Sub-underwriting[19]; and

[17] Being $3.77 million if Shareholders approve Resolution 7 and the Deferred Shares are issued and, if not, $5.0 million,

[18] If Shareholders do not approve the issue of the Underwriter Options, the Company has agreed to pay the Underwriter (or its nominees) the deemed value of the Underwriter Options, being $0.01885 each based on a Black & Scholes valuation with a Share price of $0.05, for a total value of $439,833.

[19] The Convertible Loan Lenders (including the Cullen Related Party) have executed sub-underwriting agreements with the Underwriter to sub-underwrite the Entitlement Offer up to the amount of their Convertible Loan, by way of debt for equity swap. The General Sub-underwriters (excluding the Convertible Loan Sub-underwriters) will be relieved by the first $2.5 million in cash subscriptions received under the Entitlement Offer. The Convertible Loan Sub-underwriters will be relieved by cash subscriptions in excess of $2.5 million received under the Entitlement Offer.

(b) $3.77 million[20] in Subordinated Sub-underwriting[21] by the Blue Hire Vendors.

The Underwriter has agreed with the General Sub-underwriters that, subject to Shareholder approval, each General Sub-underwriter will be issued (as nominee of the Underwriter) one (1) Underwriter Option for every three (3) Shares they sub-underwrite, being an aggregate total of 23,333,333 Underwriter Options.

5.7 Minimum Subscription

The Company intends to set the Minimum Subscription under the Entitlement Offer of 145,400,000 Shares anticipated to consist of at least $2.5 million in cash subscriptions and up to $4.77 million by way of debt for equity conversion[22].

5.8 Condition of the Entitlement Offer

The Entitlement Offer is conditional on Shareholders approving the Entitlement Offer under Resolution 4.

In accordance with the Entitlement Offer Waiver, the Company will disregard any votes cast by any of its substantial shareholders, any part that underwrites or sub-underwrites the Entitlement Offer, any brokers or managers to the Entitlement Offer, and any of their respective associates.

5.9 Use of funds

The funds raised from the Entitlement Offer are planned to be used in accordance with the table set out below on a Minimum Subscription basis (assuming $3.5 million in cash subscriptions) and Full Subscription basis:

Proceeds of the Offer	Minimum Subscription	%	Full Subscription	%
NAB debt repayment	$1,200,000	34%	$1,200,000	9%
Capital Expenditure	$0	0%	$6,000,000	47%
Working capital	$2,014,285	58%	$4,350,137	34%
Expenses of the Offer	$285,715	8%	$1,145,817	9%
Total	**$3,500,000**	**100%**	**$12,695,954**	**100%**

If only $2.5 million in cash subscriptions are received under the Minimum Subscription, the Company's working capital will be reduced by $1.0 million while the Company's debt will be reduced by $1.0 million via Convertible Loan Sub-underwriting.

To the extent more than the Minimum Subscription is achieved, the Company currently intends to apply additional funds towards current creditors and the acquisition of capital equipment, in particular water pumps for its hire business (up to ~$4.0 million) and water testing business (up to ~$2.0 million), together with general working capital and potentially additional debt reduction.

If the Full Subscription is raised, this will present the Company with the opportunity to invest in additional equipment over the next 12 months to support longer-term

[20] Increasing to up to $5.0 million if Shareholders do not approve Resolution 7 such that the Deferred Shares are not issued as detailed in Section 1.5

[21] The sub-underwriting is subordinated as it will not be relieved by the first $7.5 million of cash subscriptions received under the Entitlement Offer.

[22] Comprising conversion of up to $1.0 million in Convertible Loans and $3.77 million in Deferred Cash owed to the Blue Hire Vendors.

growth of the hire business and ensure an appropriate level of additional working capital is maintained in the business to support such growth.

5.10 Capital Structure

Refer Section 1.7 for the anticipated effect on the capital structure of the Company on a Minimum Subscription and Full Subscription basis.

5.11 Timetable

An indicative timetable for the Entitlement Offer is set out in Section 1.8 above.

5.12 Financial Information

Set out in Schedule 1 is a pro forma statement of financial position for the Company assuming completion of the Entitlement Offer on a Minimum Subscription and Full Subscription basis.

5.13 Effect of the Entitlement Offer on control of the Company

Refer to Section 1.10 for the potential effect on control of the Company of the Entitlement Offer on a Minimum Subscription and Full Subscription basis.

5.14 Issue price of Shares

Shares under the Entitlement Offer will be offered at an issue price of $0.05 per Share, being a ~35% discount to the closing price of $0.077 on 19 April 2026 when the Company's Shares were suspended from trading.

5.15 Terms of the Shares

The Shares offered under the Entitlement Offer will be fully paid ordinary shares in the capital of the Company. A summary of the rights and liabilities attaching to the Shares offered under the Entitlement Offer will be detailed in the Prospectus.

5.16 Persons to whom Shares will be issued under the Entitlement Offer

(a) Eligible Shareholders who will take up their entitlements (either in full or in part);

(b) Shareholders who apply for additional Shares (in the event of shortfall in application due to other Shareholders not taking up their entitlements); and

(c) the Underwriters (and sub-underwriters) (in the event that there is further shortfall).

5.17 Advantages and disadvantages of the Entitlement Offer

The advantage of passing Resolution 4 is that it will permit the Company to undertake the Entitlement Offer.

If the Entitlement Offer is successfully completed (assuming only the Minimum Subscription is achieved):

(a) the Company will raise $2.5 million in cash (before costs) to repay $1.20 million to NAB and make up a shortfall in working capital;

(b) there will be a material reduction in the Company's debt levels (with $4.77 million converted into Shares[23]);

(c) the Company will meet the NAB Conditions imposed by NAB on the Company's revised facilities; and

[23] Increasing to $6.0 million if Resolution 7 is not passed by Shareholders and the Deferred Shares not issued such that the Underwriter's commitment and Subordinated Sub-underwriting is increased by $1.23 million.

(d) the Company's Shares are expected to be reinstated to trading on the ASX (noting any reinstatement is in the sole discretion of the ASX).

The principal disadvantages of passing Resolution 4 are that:

(a) existing Shareholders will have their holdings diluted following the issue of the Shares the subject of this Resolution if they do not participate in the Entitlement Offer; and

(b) if only the Minimum Subscription is achieved, the Blue Hire Vendors will increase their Voting Power in the Company from 8.7% to up to 38.93% (refer Section 1.10 for details).

5.18 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

Having regard to all the considerations detailed in this Notice, the Directors consider that the expected advantages of the Entitlement Offer outweigh its potential disadvantages and risks. After considering these factors, the Directors recommend that Shareholders vote in favour of Resolution 4 to approve the Entitlement Offer.

6. Resolution 5 – ASX Listing Rule 7.1 approval to issue Underwriter Options to Underwriter (or unrelated nominees)

6.1 General

As summarised in Section 1.4, Resolution 5 seeks Shareholder approval for the issue of 22,333,333 Underwriter Options to the Underwriter (or its nominees who are not related parties of the Company) on successful completion of the Entitlement Offer (**Issue**).

6.2 Listing Rule 7.1

Refer to Section 2.2 for a summary of ASX Listing Rule 7.1.

The Issue does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. The Company therefore requires approval of its Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required Shareholder approval for the proposed Issue for the purpose of Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the proposed Issue. In addition, the Issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

The issue of the Shares upon conversion of the Underwriter Options will dilute existing Shareholders by approximately 15.0% (assuming no further Shares are issued).

If Resolution 5 is not passed, the Company will not be able to proceed with the Issue and the deemed value of the Underwriter Options (being $0.01885 each for a total value of ~$421,000) will be payable by the Company to the Underwriter (or its nominees who are unrelated parties).

6.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5.

(a) The Underwriter Options will be issued to Leeuwin Wealth (or its nominee/s). The Underwriter has agreed with the General Sub-underwriters that they will be nominated by the Underwriter to be issued one (1) Underwriter Option for every three (3) Shares they sub-underwrite. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, except as noted below, none of the issuees are:

   (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

   (ii) issued Options exercisable into more than 1% of the issued capital of the Company;

General Sub-underwriter	Underwriter Options
TH Rose & Sons Pty Ltd (Ynema Convertible Loan)[1]	1,666,667
Belgravia (Lord Convertible Loan)[2]	1,666,667
Jasper Hill Resources Pty Ltd (**Jasper Hill**)[3]	1,166,667
Other unrelated General Sub-underwriters[4]	16,666,667
Total	**22,333,333**

Notes:

1. TH Rose & Sons Pty Ltd is an Associate of Byron Ynema who, with his Associate Royal Haze Pty Ltd, hold an 8.7% Shareholding.
2. Belgravia is an associate of Geoff Lord who, with his Associates, hold a 24.8% Shareholding.
3. Associate of Mr Aaron Constantine, a director of Leeuwin Wealth, Underwriter and Joint Lead Manager to the Entitlement Offer.
4. Unassociated clients of the Underwriter and Cumulus Wealth.

(b) The Company has agreed to issue to a maximum of 22,333,333 Underwriter Options.

(c) Underwriter Options will be issued on the terms and conditions set out in Schedule 2.

(d) The Underwriter Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Underwriter Options will occur on the same date as, and subject to, the successful completion of the Entitlement Offer.

(e) The Underwriter Options are being issued for a nil issue price, being part consideration for Leeuwin Wealth acting as Underwriter to the Entitlement Offer, and as such no funds will be raised from the issue of Underwriter Options.

(f) The purpose of the Issue is to provide part consideration for Leeuwin Wealth acting as Underwriter to the Entitlement Offer.

(g) The Underwriter Options are being issued under the Underwriting Agreement as summarised in Section 5.6.

6.5 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

The Board recommends that Shareholders vote in favour of Resolution 5.

7. Resolution 6 – ASX Listing Rule 10.11 approval to issue Underwriter Options to Cullen Related Party

7.1 General

As noted in Section 1.4, the Cullen Related Party has executed a Convertible Loan Sub-underwriting Agreement dated 17 July 2026 on industry standard terms under which:

(a) the Cullen Related Party has agreed to provide Convertible Loan Sub-underwriting of the Entitlement Offer by way of debt for equity swap of the $150,000 Cullen Convertible Loan, being a sub-underwriting of 3,000,000 Shares;

(b) the Underwriter has agreed, subject to Shareholder approval, to issue the Cullen Related Party on successful completion of the Entitlement Offer with one (1) Underwriter Option for every three (3) Shares sub-underwritten, being 1,000,000 Underwriter Options;

(c) the Sub-underwriter has no termination rights under the Master ECM Terms, dated 4 May 2026.

Resolution 6 seeks Shareholder approval for grant of 1,000,000 Underwriter Options to the Cullen Related Party (or its nominee) for providing Convertible Loan Sub-underwriting in respect of 3,000,000 Shares under the Entitlement Offer (**Issue**).

7.2 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 grant of the Underwriter Options constitutes giving a financial benefit and the Cullen Related Party is a related party of the Company by virtue of being controlled by Director Jamie Cullen.

The Directors (other than Jamie Cullen who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Underwriter Options because the Securities will be issued to the Cullen Related Party on the same terms as Underwriter Options will be issued to the Underwriter and unrelated Sub-underwriters under the Entitlement Offer, and, as such, the giving of the financial benefit is on arm's length terms.

7.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is provided in Section 4.3..

The Cullen Related Party meets the category under Listing Rule 10.11.1 as it is controlled by Director Jamie Cullen.

The Company considers that none of the exceptions in Listing Rule 10.12 apply.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the Issue.

If Resolution 6 is not passed, the Company will be able to proceed with the Issue and the Company will instead be obliged to pay the Cullen Related Party (as nominee of the Underwriter) the deemed value of the 1,000,000 Underwriter Options, being $0.01885 each for a total value of $18,850.

7.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the issue of Underwriter Options to the Cullen Related Party:

(a) the Underwriter Options will be issued to the Cullen Related Party (or its nominee), which is a related party as it meets category 10.11.1 by virtue of being an entity controlled by Director Jamie Cullen. If its nominee receives the Underwriter Options, the nominee will be a related party as it meets the category under Listing Rule 10.11.4;

(b) 1,000,000 Underwriter Options will be granted on terms and conditions set out in Schedule 2;

(c) the Underwriter Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the grant of all Options will occur on one date being the successful completion of the Entitlement Offer;

(d) the issue price will be nil per Underwriter Option;

(e) the Underwriter Options be issued for a nil issue price, being part consideration for the Cullen Related Party acting as Sub-underwriter to the Entitlement Offer (as nominee of the Underwriter);

(f) no funds will be raised from the issue of the Underwriter Options as the Underwriter Options are being issued in consideration for the Cullen Related Party acting as sub-Underwriter to the Entitlement Offer; and

(g) the Underwriter Options are being issued under the Sub-Underwriting Agreement as summarised in Section 7.1.

7.6 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

The Board, excluding Mr Cullen, recommends that Shareholders vote in favour of Resolution 6.

8. Resolution 7 – ASX Listing Rule 7.1 approval to issue Deferred Shares to Blue Hire Vendors

8.1 Background

As announced to ASX on 2 June 2025 and 1 August 2025, the Company has acquired the Blue Hire business from the Blue Hire Vendors under the Blue Hire share sale agreement (**Blue Hire SSA**).

On completion of the Blue Hire SSA on 1 August 2025, the Blue Hire Vendors were paid $16.35 million and issued $1.65 million worth of Shares (being 11 million

Shares).

Under the Blue Hire SPA, the Blue Hire Vendors are entitled, subject to necessary Shareholder approval, to deferred consideration of up to $8.2 million (**Deferred Consideration**) comprising up to $6.97 million in cash (**Deferred Cash**) and up to $1.23 million in Shares (**Deferred Shares**) contingent on the 12 month revenue of the Blue Hire business to 30 June 2026.

Under the Blue Hire SPA, the Deferred Consideration is to be calculated as follows:

$$x = [1+ [[(D) - (A)] / (A)]] * \$7,100,000$$

Where:

x = the amount payable by the Company

A = B + C

B = revenue of Blue Hire for the 12 month period ending on the day of completion of the Company's acquisition of Blue Hire (being 1 August 2025)

C = rental business unit revenue of the Company and its Related Bodies Corporate (excluding Blue Hire), for the avoidance of doubt excluding revenue from test pumping and industrial services, for the 12 month period ending on the day of completion of the acquisition of Blue Hire (as reasonably determined by the Company)

D = rental business unit revenue of the Company and its Related Bodies Corporate (including Blue Hire), for the avoidance of doubt excluding revenue from test pumping and industrial services, for the financial year ending 30 June 2026 (as reasonably determined by the Company)

subject to the payment being for a minimum of $6,000,000 and a maximum of $8,200,000, and to comprise of 85% cash and 15% Company Shares based on the 5-day VWAP preceding the date of issue.

The Company anticipates that the full $8.2 million in Deferred Consideration will be earned in August 2026 $6.97 million of Deferred Cash and $1.23 million of Deferred Shares.

Under the Blue Hire SSA, the Deferred Shares are to be issued within 10 Business Days of the Deferred Consideration being agreed subject to the Blue Hire Vendors executing 2 year voluntary restriction agreements in respect of the Deferred Shares.

The Company sought and obtained Shareholder approval under ASX Listing Rule 7.1 for the issue of the Deferred Shares to the Blue Hire Vendors at a meeting held on 15 July 2025. The background to the acquisition of Blue Hire business (which was completed on 1 August 2025) is set out in the Notice of Meeting lodged with ASX on 10 June 2025. The approval has since lapsed.

The Company and the Blue Hire Vendors have agreed that, subject to Shareholder approval, the Deferred Shares will be issued on completion of the Entitlement Offer, with a deemed issue price of $0.05 per Share, being the same issue price of Shares under the Entitlement, rather than the 5 day VWAP to the date of issue given the Company's Shares are suspended. On that basis, a total of 24,600,000 Deferred Shares will be issued.

The Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Deferred Shares to the Blue Hire Vendors in accordance with the Blue

Hire SPA (**Issue**).

8.2 Listing Rule 7.1

Refer to Section 2.2 for a summary of ASX Listing Rule 7.1.

The Issue does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. The Company therefore requires approval of its Shareholders under Listing Rule 7.1.

Resolution 7 seeks the required Shareholder approval for the proposed Issue for the purpose of Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the proposed Issue. In addition, the Issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

The issue of the Deferred Shares will dilute existing Shareholders by 16.2%.

If Resolution 7 is not passed, the Company will not be able to proceed with the Issue and the Deferred Cash the Company is expected to owe the Blue Hire Vendors in August 2026 will increase by $1.23 million from $6.97 million to $8.2 million.

As noted in Section 1.4 above, the Blue Hire Vendors have agreed with the Underwriter to provide up to $3.77 million in Subordinated Sub-underwriting of the Entitlement Offer by way of debt for equity swap of the Deferred Cash.

As noted in Section 1.5 above, the Underwriter and the Blue Hire Vendors have agreed that, if Shareholders do not approve Resolution 7:

(a) the Underwriter's underwriting obligation will increase by $1.23 million from $7.27 million to $8.0 million; and

(b) the Subordinated Sub-underwriting will increase by $1.23 million from $3.77 million to $5.0 million.

As a result, if Shareholders do not approve Resolution 7:

(a) if the Subordinated Sub-underwriting is fully effected, the Deferred Cash owed by the Company will be deemed to be reduced by $5.0 million to $3.2 million, with the remaining amount of Deferred Cash payable on 3 July 2027; and

(b) if the Subordinated Sub-underwriting is not fully effected[24], the Deferred Cash owed by the Company will be deemed to be reduced by the amount actually discharged by the Subordinated Sub-underwriting, with the remaining amount of Deferred Cash payable on 3 July 2027.

8.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7.

(a) The Deferred Shares will be issued to the Blue Hire Vendors, who currently hold 11.0 million Shares for an 8.7% Shareholding in the proportions as follows:

[24] To the extent more than $7.5 million in cash subscriptions are received under the Entitlement Offer, the Subordinated Sub-underwriting will be discharged, resulting in less than $5.0 million of Deferred Cash being converted into Shares. The Company and NAB have agreed that this is acceptable.

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Blue Hire Vendor	Proportion	Existing Shares	Max Deferred Shares	Total Shares
Byron Ynema	31.12%	3,423,200	7,655,520	11,078,720
Royal Haze Pty Ltd	68.88%	7,576,800	16,944,480	24,521,280
Total	**100.00%**	**11,000,000**	**24,600,000**	**35,600,000**

(b) The Company has agreed to issue to a maximum of 24,600,000 Deferred Shares, with the number determined by dividing the Deferred Cash earned by $0.05 per Share. It is anticipated that 24,600,000 Deferred Shares will be issued.

(c) The Deferred Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) The Deferred Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Deferred Shares will occur on the same date as completion of the Entitlement Offer.

(e) The Deferred Shares are being issued as part of the Deferred Consideration owed to the Blue Hire Vendors under the Blue Hire SSA and as such no funds will be raised from the issue of the Deferred Shares.

(f) The purpose of the Issue is to provide part of the Deferred Consideration owed to the Blue Hire Vendors under the Blue Hire SSA.

(g) The Deferred Shares are being issued under the Blue Hire SPA as summarised in Section 8.1.

8.5 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

The Board recommends that Shareholders vote in favour of Resolution 7.

9. Resolution 8 – ASX Listing Rule 10.11 approval to issue Shares to Director Jamie Cullen for services

9.1 Background

The Company is seeking Shareholder approval for the issue of 1,000,000 Shares to Director Jamie Cullen (or his nominee) as consideration for services rendered in relation to the Proposed Transaction.

Mr Cullen provided significant advisory and transactional services to the Company in connection with Proposed Transaction that were are beyond the scope of his ordinary duties as a Non-Executive Director.

The Board (excluding Mr Cullen) considers that the nature, extent and duration of these services constituted special exertion beyond what could reasonably be expected of a Non-Executive Director in the ordinary performance of their role. Non-Executive Directors are generally engaged to attend board meetings, serve on committees and provide oversight and governance. The services performance by Mr Cullen went materially beyond this scope and required a substantial commitment of time and expertise over an extended period in connection with the largest transaction in the Company's history.

Resolution 8 seeks Shareholder approval for the issue of 1,000,000 Shares to Mr Jamie Cullen (or his nominee) in consideration for services provided in relation to the Proposed Transaction (**Issue**).

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act has been summarised in Section 7.2 above.

The Issue constitutes giving a financial benefit and Mr Cullen is a related party of the Company virtue of being a Director. If his nominee receives the Shares, they will also be a related party by virtue of being an associate of Mr Cullen.

The Directors (other than Mr Cullen who has a material personal interest in this Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Issue because Mr Cullen has performed services beyond the scope of his duties as a Non-Executive Director in connection with the Proposed Transaction, and the issue is considered reasonable remuneration in the circumstances. Accordingly, the proposed Issue is to considered to fall within the "reasonable remuneration" exception set out in section 211 of the Corporations Act so that member approval is not required for the purpose of Chapter 2E of the Corporations Act.

9.3 Listing Rule 10.11

A summary of Listing Rule 10.11 can be found in Section 7.3.

Mr Cullen meets the category under Listing Rule 10.11.1 because he is a Director. If his nominee receives the Shares, the nominee will meet the category under Listing Rule 10.11.4.

The Company considers that none of the exceptions in Listing Rule 10.12 apply.

9.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the Issue.

If Resolution 8 is not passed, the Company will be able to proceed with the Issue and the Company will need to consider whether to provide a cash payment to Mr Cullen for his additional services provided in respect of the Proposed Transaction.

9.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares under Resolution 8:

(a) the Shares will be issued to Mr Cullen (or his nominee). Mr Cullen meets category 10.11.1 by virtue of being a Director. If his nominee receives the Shares, the nominee will meet the category under Listing Rule 10.11.4;

(b) 1,000,000 Shares are proposed to be issued under Resolution 8;

(c) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;

(e) the issue price will be nil;

(f) the purpose of the issue is to compensate Mr Cullen for his services provided in connection with the Proposed Transaction;

(g) the remuneration and emoluments from the Company to Mr Cullen for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below (excluding the Service Shares the subject of Resolution 8):

Related Party	FY27 Financial Year (est)	FY26 Financial Year
Jamie Cullen	$134,400*	$56,000**

* Comprising $120,000 in Director fees (except to the extent satisfied by Director Fee Shares under Resolution 9(a)) and $14,400 in superannuation.

** Comprising $50,000 in Director fees (except to the extent satisfied by Director Fee Shares under Resolution 9(a)) and $6,000 in superannuation.

(h) the Shares will not be issued pursuant to an agreement.

9.6 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

The Board, excluding Mr Cullen, recommends that Shareholders vote in favour of Resolution 8.

10. Resolutions 9(a) to 9(c) – ASX Listing Rule 10.14 approval to issue Shares to Non-Executive Directors in lieu of Director Fees

10.1 Background

The Non-Executive Directors of the Company, Messrs Jamie Cullen, Patrick Maingard and Chris Radin (**Non-Executive Directors**), by agreement with the Company to conserve cash reserves, have not been paid their Director fees to date in respect of the 2026 calendar year (**CY2026**) in order to conserve the Company's cash.

The Company wishes to have the ability to settle Non-Executive Director fees payable for CY2026 (**CY26 Director Fees**) through the issue of Shares under the Company's Incentive Award Plan (**Director Fee Shares**), subject to agreement with the relevant Non-Executive Director.

The proposed issue of Director Fee Shares in lieu of the payment of CY26 Director Fees is intended to assist the Company in managing its cash reserves.

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of the Director Fee Shares constitutes giving a financial benefit and the Non-Executive Director are related parties by virtue of being Directors. If their nominee receives the Director Fee Shares, they will also be a related party by virtue of being an associate of the Directors.

The Directors (other than Mr Cullen who has a material personal interest in

Resolution 9(a)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Director Fee Shares issued to Mr Cullen or his nominee) because the proposed Issue is considered to fall within the "reasonable remuneration" exception set out in section 211 of the Corporations Act so that member approval is not required for the purpose of Chapter 2E of the Corporations Act.

The Directors (other than Mr Maingard who has a material personal interest in Resolution 9(b)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Director Fee Shares issued to Mr Maingard or his nominee) because the proposed Issue is considered to fall within the "reasonable remuneration" exception set out in section 211 of the Corporations Act so that member approval is not required for the purpose of Chapter 2E of the Corporations Act.

The Directors (other than Mr Radin who has a material personal interest in Resolution 9(c)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Director Fee Shares issued to Mr Radin or his nominee) because the proposed Issue is considered to fall within the "reasonable remuneration" exception set out in section 211 of the Corporations Act so that member approval is not required for the purpose of Chapter 2E of the Corporations Act.

10.3 Listing Rule 10.14

The Company is proposing to issue the Director Fee Shares to the Non-Executive Directors under the Company's Incentive Awards Plan.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive plan unless it obtains shareholder approval:

(a) a director of the company (Listing Rule 10.14.1);

(b) an associate of a director of the company (Listing Rule 10.14.2); or

(c) a person whose relationship with the company, or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, that the acquisition should be approved by its shareholders.

As the issue of the Director Fee Shares under Resolutions 9(a) to 9(c) involves the issue of securities to Directors of the Company (or their nominees) it therefore falls within Listing Rule 10.14.1 and 10.14.2.

10.4 Technical information required by Listing Rule 14.1A

If Resolutions 9(a) to 9(c) are passed, the Company will be able to proceed with the issue of the Director Fee Shares under those Resolutions.

If any of Resolutions 9(a) to 9(c) are not passed, the Company will not be able to issue the Director Fee Shares the subject of the Resolution and will need to pay the accrued and unpaid CY26 Director Fees in cash, reducing the Company's cash reserves.

10.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolutions 9(a) to 9(c):

(a) the Director Fee Shares are proposed to be issued:

    (i) under Resolution 9(a) – to Mr Jamie Cullen who falls within Listing Rule 10.14 by virtue of being a Director or his permitted nominee who falls within Listing Rule 10.14.2 as an associate of Mr Cullen;

(ii) under Resolution 9(b) – to Mr Patrick Maingard who falls within Listing Rule 10.14 by virtue of being a Director or his permitted nominee who falls within Listing Rule 10.14.2 as an associate of Mr Maingard;

(iii) under Resolution 9(c) – to Mr Chris Radin who falls within Listing Rule 10.14 by virtue of being a Director or his permitted nominee who falls within Listing Rule 10.14.2 as an associate of Mr Radin;

(b) the number of Director Fee Shares that will be issued will be calculated by dividing the CY26 Director Fees that a Non-Executive Director agrees are to be satisfied through the issue of Director Fee Shares by:

(i) for CY26 Director Fees accrued and unpaid during the first 6 months of CY2026, $0.05 per Director Fee Share, being the proposed issue price of Shares under the Entitlement Offer; and

(ii) for CY26 Director Fees accrued and unpaid during the quarters ending 30 September 2026 and 31 December 2026, by the 10 day VWAP Share price to the end of the relevant quarter, subject to a floor price of $0.05 per Share;

(c) the maximum amount of CY26 Director Fees that may accrue, and the maximum number of Director Fee Shares that may be issued in respect of each Non-Executive Director, are set out below.

Non-Executive Director	CY26 Director Fees to 30 June 2026	CY26 Director Fees to 31 December 2026	Total CY26 Director Fees (excl super)	Maximum Director Fee Shares
Jamie Cullen	$50,000	$60,000	$110,000	2,200,000
Patrick Maingard	$30,800	$30,800	$61,600	1,232,000
Chris Radin	$35,933	$30,800	$66,733	1,334,660
Total	**$116,733**	**$121,600**	**$238,333**	**4,766,660**

(d) the current total remuneration package of the Non-Executive Directors is set out below:

Non-Executive Director	FY27 Financial Year (est)[1]	FY26 Financial Year[1]
Jamie Cullen	$134,400[2]	$56,000[3]
Patrick Maingard	$62,207	$74,457[4]
Chris Radin	$62,207	$74,457[5]

Notes:

1. Which may be satisfied by Director Fee Shares to the extent provided for under Resolutions 9(a), (b) and (c).
2. Exclusive of 1,000,000 Service Shares the subject of Resolution 8.
3. Comprising $50,000 in Director fees (of which $50,000 are accrued and unpaid),

$6,000 in superannuation.

4. Comprising $50,000 in Director fees (of which $30,800 are accrued and unpaid), $6,000 in superannuation and $18,457 of performance rights expense.
5. Comprising $50,000 in Director fees (of which $35,933 are accrued and unpaid), $6,000 in superannuation and $18,457 of performance rights expense

(e) the Non-Executive Directors have previously been granted the following incentives under the Incentive Awards Plan:

(i) Mr Patrick Maingard (and his associates) have previously been issued 444,445 Performance Rights at a nil acquisition cost; and

(ii) Mr Chris Radin (and his associates) have previously been issued 444,445 Performance Rights at a nil acquisition cost

(f) the Director Fee Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(g) the Director Fee Shares will be issued no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Shares will be issued:

(i) in respect of Director Fee Shares for the first 6 months of CY2026, within the within 10 Business Days of Shareholder approval or such other date as agreed with the Non-Executive Director; and

(ii) in respect of Director Fee Shares for the second 6 months of CY2026, within 10 Business Days of the end of the relevant quarter ending 30 September 2026 and 31 December 2026;

(h) the Director Fee Shares issued pursuant to the Incentive Award Plan will be issued for nil cash consideration, as they will be issued in satisfaction of CY26 Director Fees;

(i) a summary of the material terms of the Incentive Award Plan is provided in Schedule 3;

(j) there is not a loan being provided to Non-Executive Directors in respect of the Director Fee Shares;

(k) details of any securities issued under the Incentive Award Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and

(l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Award Plan after Resolutions 9(a) to 9(c) are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

GLOSSARY

$ means Australian dollars.

Advance has the meaning given in Section 1.2 of this Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Blue Hire SSA means the share sale agreement between the Company and the Blue Hire Vendors dated on or around 1 June 2025 as varied.

Blue Hire Vendors means Mr Byron Ynema and Royal Haze.

Board means the 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.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

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'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).

Company, **BPP** or **Babylon** means Babylon Pump & Power Limited (ACN 009 436 908).

Company Group means the Company and each of its subsidiaries.

Constitution means the Company's constitution.

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

Conversion Price has the meaning given in Section 1.2 of this Notice of Meeting.

Convertible Loan has the meaning given in Section 1.2 of this Notice of Meeting.

Convertible Loan Lenders has the meaning given in Section 1.2 of this Notice of Meeting.

Convertible Loan Options means Options on the terms and conditions set out in Schedule 2.

Convertible Loan Sub-Underwriting has the meaning given in Section 1.4 of this Notice of Meeting.

Convertible Loan Sub-Underwriting Agreements has the meaning given in Section 1.4 of this Notice of Meeting.

Cullen Convertible Loan means the Convertible Loan provided under the Cullen Convertible Loan Agreement.

Cullen Convertible Loan Agreement has the meaning given in Section 4.1 of this Notice of

Meeting.

Cullen Related Party means Kahala Holdings Pty Ltd ACN 067 459 027 ATF Cullen Family Trust.

Cumulus Wealth means Cumulus Wealth Pty Ltd (ACN 634 297 279) (AFSL 524 450).

Deferred Cash has the meaning given in Section 1.5 of this Notice of Meeting.

Deferred Consideration has the meaning given in Section 1.1 of this Notice of Meeting.

Deferred Shares has the meaning given in Section 1.5 of this Notice of Meeting.

Director Fee Shares has the meaning given in Section 1.6 of this Notice of Meeting.

Directors means the current directors of the Company.

Entitlement Offer has the meaning given in Section 1.3 of this Notice of Meeting.

Entitlement Offer Waiver has the meaning given in Section 5.1 of this Notice of Meeting.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

General Sub-underwriting has the meaning given in Section 1.4 of this Notice of Meeting.

JLM Mandate has the meaning given in Section 1.3 of this Notice of Meeting.

Joint Lead Managers means Leeuwin Wealth and Cumulus Wealth.

Kahala Holdings Pty Ltd means Kahala Holdings Pty Ltd (ACN 067 459 027) as trustee for the Cullen Family Trust**.**

Key Management Personnel has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes 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, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

Last Practicable Date means 20 July 2026, being the last practicable date before finalisation of this Notice of Meeting.

Leeuwin Wealth means Leeuwin Wealth Pty Ltd (ACN 679 320 720) AFSL 561 674).

Lord Convertible Loan has the meaning given in Section 1.2 of this Notice.

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

NAB Subordination Deed has the meaning given in Section 2.1 of this Notice of Meeting.

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

Officer has the same meaning, as the context requires, given in paragraphs (a) and (b) of the definition of 'officer' of a corporation, or in paragraphs (a) and (b) of the definition of 'officer' of an entity that is neither an individual nor a corporation, in each case in section 9 of the Corporations Act.

Option means an option to acquire a Share.

Optionholder means a holder of an Option or Related Party Option as the context requires.

Proposed Transaction has the meaning given in Section 1.1 of this Notice of Meeting.

Proxy Form means the proxy form accompanying the Notice.

Repayment Date has the meaning given in Section 2 of this Notice of Meeting.

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

Royal Haze means Royal Haze Pty Ltd (ACN 657 944 360).

Schedule means a schedule to this Explanatory Statement.

Service Shares means 1,000,000 Shares proposed to be issued for services under Resolution 8.

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

Shareholder means a holder of a Share.

Shortfall Offer has the meaning given in Section 5.3 of this Notice of Meeting.

Subordinated Sub-underwriters means the Blue Hire Vendors.

Subordinated Sub-underwriting has the meaning given in Section 1.4 of this Notice of Meeting.

Underwriter means Leeuwin Wealth.

Underwriter Options means Options on the terms and conditions set out in Schedule 2.

Underwriting Agreement has the meaning given in Section 5.6 of this Notice of Meeting.

Unrelated Convertible Loan Lenders means the Convertible Loan Lenders other than the Cullen Related Party.

Unrelated Convertible Loans has the meaning given in Section 1.2 of this Notice of Meeting.

Unrelated Convertible Loan Agreements has the meaning given in Section 2.1 of this Notice of Meeting.

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

Ynema Convertible Loan has the meaning given in Section 1.2 of this Notice of Meeting.

SCHEDULE 1 – PRO-FORMA STATEMENT OF FINANCIAL POSITION

	AUDIT REVIEWED 31/12/2025	UNAUDITED 31/05/2026	UNAUDITED PRO-FORMA 31/05/2026 Minimum Subscription	UNAUDITED PRO-FORMA 31/05/2026 Full Subscription
Current Assets				
Cash and cash equivalents	1,186,994	1,048,243	4,262,528	13,597,426
Trade receivables	5,661,647	3,726,777	3,726,777	3,726,777
Inventories	6,484,009	6,136,599	986,120	986,120
Prepayments and other assets	553,968	324,146	324,146	324,146
Assets held for sale	2,800,000	-	-	-
Total Current Assets	**16,686,618**	**11,235,765**	**9,299,571**	**18,634,469**
Non-Current Assets				
Property, plant and equipment	20,098,646	18,774,323	18,138,645	18,138,645
Goodwill	11,228,013	11,228,114	11,228,114	11,228,114
Right-of-use assets	2,678,406	2,341,264	2,341,264	2,341,264
Total Non-Current assets	**34,005,065**	**32,343,701**	**31,708,022**	**31,708,022**
Total Assets	**50,691,683**	**43,579,465**	**41,007,894**	**50,342,492**
Current Liabilities				
Trade and other payables	10,869,255	13,597,588	8,597,588	12,367,588
Employee liabilities	864,907	837,970	837,970	837,970
Borrowings	7,737,158	6,084,156	6,084,156	6,084,156
Borrowings - related to assets held for sale	1,547,471	-	-	-
Lease liabilities	837,067	803,245	803,245	803,245
Total Current Liabilities	**21,855,858**	**21,322,959**	**16,322,959**	**20,092,959**
Non-Current Liabilities				
Employee liabilities	221,959	266,894	266,894	266,894
Borrowings	15,960,020	15,031,704	14,881,704	14,881,704
Lease Liabilities	2,215,192	1,905,952	1,905,952	1,905,952
Total Non-Current Liabilities	**18,397,171**	**17,204,550**	**17,054,550**	**17,054,550**
Total Liabilities	**40,253,029**	**38,527,510**	**33,377,510**	**37,147,510**
Net Assets	**10,438,654**	**5,051,956**	**7,630,084**	**13,194,982**
Equity				

Share Capital	55,866,099	55,866,099	64,080,384	69,645,282
Reserves	766,089	986,254	986,254	986,254
Retained Earnings	(46,193,534)	(51,800,398)	(57,436,555)	(57,436,555)
Total Equity	**10,438,654**	**5,051,956**	**7,630,084**	**13,194,982**

Notes:

1. The Minimum Subscription Pro Forma assumes: (a) $1.0 million cash received from Convertible Loans; (b) 50.0 million Shares issued for $2,500,000 of Offer cash subscriptions; (c) 20.0 million Shares issued to discharge $1.0 million of Convertible Loans by way of Convertible Loan Sub-underwriting; (d) 75,400,000 Shares issued to the Blue Hire Vendors under Subordinated Sub-underwriting, with a corresponding $3.77m reduction in Deferred Consideration liabilities; (e) 24.6 million Shares issued to the Blue Hire Vendors, with a corresponding $1.23m reduction in Deferred Consideration liabilities; and (f) estimated costs of the Offer of $285,715.

2. The Full Subscription Pro Forma assumes: (a) $1.0 million cash received from Convertible Loans; (b) ~253.9 million Shares issued for full cash subscriptions to the Offer at $0.05 per Share; (c) 20.0 million Shares issued to convert $1.0 million of Convertible Loans; (d) 24.6 million Share issued to the Blue Hire Vendors, with a corresponding $1.23m reduction in Deferred Consideration liabilities; (e) $6.97 million of Deferred Cash Consideration remaining due and payable on 3 July 2027 to the Blue Hire Vendors; and (f) estimated costs of the Offer of $1,145,817.

3. The Pro Formas do not reflect reductions in debts (eg NAB debt and trade payables) that will result from the use of cash raised from the Entitlement Offer as set out in the Use of Funds table in Section 5.9 of this Notice of Meeting.

SCHEDULE 2 – TERMS OF UNDERWRITER / CONVERTIBLE LOAN OPTIONS

(a) (**Entitlement**) Each Option gives the Optionholder the right to subscribe for, and be issued, one (1) Share.

(b) (**Exercise Price**) Subject to clause (i) (**Reorganisation**), the amount payable upon exercise of each Option will be $0.10 (**Exercise Price**).

(c) (**Expiry Date**) The Options will expire at 5.00pm (WST) on the date that is three (3) years after the issue date (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) (**Notice of Exercise**) An Optionholder may exercise any Options by lodging with the Company, before the Expiry Date:

   (i) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and

   (ii) electronic funds transfer for the aggregate Exercise Price for the number of Options that are subject to that Exercise Notice.

(e) (**Exercise Date**) An Exercise Notice is only effective when the Company has received the full amount of the aggregate Exercise Price in relation the Options the subject of that Exercise Notice.

(f) (**Timing of issue of Shares on exercise**) Within 5 Business Days of receipt of the Exercise Notice and the aggregate Exercise Price, the Company will allot the applicable Shares to the Optionholder.

(g) (**Shares issued on exercise**) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued fully paid Shares.

(h) (**Quotation of Shares issued on exercise**) If admitted to the official list of the ASX at the time, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days after the date of allotment of those Shares.

(i) (**Reorganisation**) If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements under the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(j) (**Participation in new issues**) There are no participating rights or entitlements inherent in the Options. An Optionholder will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options except to the extent that Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(k) (**Change in exercise price**) An Option does not confer on the holder any right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised except as provided in clause (i) (Reorganisation).

(l) (**Transferability**) The Options are not transferable without prior approval of the board of directors of the Company (at its discretion) and are subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities law.

(m) (**Agreement to be bound**) By lodging an Exercise Notice, the Optionholder agrees to take the applicable Shares and agrees to be bound by the constitution of the Company.

(n) (**Takeover Limitation**) If the conversion of the Options into the Shares would result in contravention of section 606(1) of the Corporations Act, then the exercise of that number of Options as would give rise to such contravention shall be deferred until such time as the exercise would not result in a contravention of section 606(1). The holder shall give notification to the Company in writing if the exercise of Options may result in the contravention of section 606(1) failing which the Company shall assume that the exercise of Options will not result in any person being in contravention of section 606(1).

SCHEDULE 3 – SUMMARY OF INCENTIVE AWARD PLAN

(a) **Eligibility**

The Board may invite full or part time employees and directors of, and consultants to, the Company or an Associated Body Corporate of the Company to participate in the Plan (**Eligible Participant**).

Eligible Participants do not possess any right to participate in the Plan, as participation is solely determined by the Board.

(b) **Offer of Awards**

The Plan will be administered by the Board which may, in its absolute discretion, invite an Eligible Participant to apply for Incentive Options or Performance Rights (each an **Award**) from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

(i) the Eligible Participant's length of service with the Group;

(ii) the contribution made by the Eligible Participant to the Group;

(iii) the potential contribution of the Eligible Participant to the Group; or

(iv) any other matter the Board considers relevant.

(c) **Number of Awards**

The number of Awards to be offered to an Eligible Participant will be determined by the Board in its discretion and in accordance with the rules of the Plan and applicable law.

(d) **Conversion**

Subject to any adjustment permitted under the Plan, each Award is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(e) **Consideration**

Awards issued under the Plan will be issued for no consideration.

(f) **Exercise price**

The exercise price for Awards offered under the Plan (if any) will be determined by the Board.

(g) **Vesting conditions**

The Board may impose vesting conditions, including performance-related conditions, on the right of a participant to exercise Awards granted under the Plan.

The Board may in its absolute discretion, by written notice to a holder, resolve to waive any of the vesting conditions applying to an Award.

(h) **Dealings in Awards**

An Award is non-transferable other than in Special Circumstances (as defined in the Plan) with the consent of the Board (which may be withheld in its discretion).

(i) **Exercise of Awards**

A participant in the Plan will be entitled to exercise their Awards in respect of which the vesting conditions have been met provided the Awards have not lapsed. A holder may exercise Awards by delivering an exercise notice to the Company secretary along with the Awards certificate and paying the applicable exercise price of the Awards (if any) multiplied by the number of Awards proposed to be exercised.

Within ten Business Days of receipt of the required items, the Company will, subject to the ASX Listing Rules and the Plan, issue to the participant the relevant number of Shares.

(j) **Lapse of Awards**

Awards held by a participant in the Plan will lapse if:

(i) the vesting conditions attaching to the Performance Rights are not satisfied or become incapable of satisfaction (and are not waived by the Board);

(ii) in respect of an unvested Award, the Relevant Person ceases to be an Eligible Participant unless any vesting conditions are waived in full or pro rata or allowed to remain on foot subject to any vesting conditions after the Relevant Person ceases to be an Eligible Participant;

(iii) in respect of a vested Award, a holder ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Award must be exercised within one (1) month (or such later date as the Board determines), and the Award is not exercised within that period and the Board resolves, at its discretion, that the Award lapses as a result;

(iv) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Plan;

(v) the Board, in its discretion, resolving an Award lapses as a result of an unauthorised disposal of, or hedging of, the Award;

(vi) in respect of an unvested Award, a winding up resolution or order is made, and the Award does not vest in accordance with rules of the Plan; and

(vii) the Expiry Date of the Award.

(k) **Restrictions on Shares**

The Board may, in its discretion, determine at any time up until exercise of an Award, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Award, up to a maximum of fifteen (15) years from the Acquisition Date of the Award.

Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.

(l) **Limitation on offers**

Where an Invitation is to be made that involves an Applicant or the Participant paying monies to the Company on the issue or exercise of Awards offered under the Invitation (eg an Invitation for Options with an Exercise Price), and the Invitation is not made in reliance on section 708 of the Corporations Act and the Company wishes to rely on the ESS Provisions in respect of the Invitation, the Board must reasonably believe, when making that Invitation, that:

(i) the number of Shares to be issued under the Invitation, or issued on exercise of the Award offered under the Invitation, when aggregated with;

(i) the number of Shares issued or that may be issued as a result of Invitations made under the Plan or any other employee share scheme during the 3 year period prior to the date of the Invitation;

will not exceed 5% of the total number of Shares on issue at the date of the Invitation or such other percentage as specified in the Company's Constitution.

(m) **Additional Terms and Conditions**

(i) An Award does not entitle a participant to vote on any resolutions proposed at a general meeting of Shareholders.

(ii) An Award does not confer any right to a return of capital, whether in a winding up, or upon a return of capital or otherwise, or a right to participate in surplus profit or assets of the Company upon a winding up.

(iii) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Awards have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Awards.

(iv) There are no participating rights or entitlements inherent in the Awards and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of Awards without exercising the Options or Performance Rights, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.

(v) There is no right to a change in the exercise price or in number of underlying Shares over which an Award can be exercised, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.

(vi) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Award to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at the time of the reorganisation.

(vii) Subdivision 83A-C of Chapter 2 of the *Income Tax Assessment Act 1997* (Cth) applies to the Awards except to the extent an Offer provides otherwise.

(viii) No issue or allocation of Awards and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

BABYLON PUMP & POWER LTD

Babylon Pump & Power Limited | ABN 47 009 436 908

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 19 August 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Babylon Pump & Power Limited, to be held at **10:00am (AWST) on Friday, 21 August 2026 at Cottesloe Room, Australian Institute of Company Directors, Level 1, Allendale Square, 77 St Georges Terrace, Perth 6000** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 8, 9a, 9b and 9c (except where I/we have indicated a different voting intention below) even though Resolutions 8, 9a, 9b and 9c are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ASX Listing Rule 7.4 ratification of agreements to issue Shares – Unrelated Convertible Loans			
2	ASX Listing Rule 7.1 approval to issue Unrelated Convertible Loan Options			
3	ASX Listing Rule 10.11 approval to issue Convertible Loan Securities to Related Party			
4	Approval to issue Equity Securities under Entitlement Offer			
5	ASX Listing Rule 7.1 approval to issue Underwriter Options to Underwriter (and unrelated nominees)			
6	ASX Listing Rule 10.11 approval to issue Underwriter Options to Cullen Related Party			
7	ASX Listing Rule 7.1 approval to issue Deferred Shares to Blue Hire Vendors			
8	ASX Listing Rule 10.11 approval to issue Shares to Director Jamie Cullen for services			
9a	ASX Listing Rule 10.14 approval to issue Shares to Non-Executive Director Jamie Cullen in lieu of Director Fees			
9b	ASX Listing Rule 10.14 approval to issue Shares to Non-Executive Director Patrick Maingard in lieu of Director Fees			
9c	ASX Listing Rule 10.14 approval to issue Shares to Non-Executive Director Chris Radin in lieu of Director Fees			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

BPP