

3 April 2025

Dear Shareholder

General Meeting of Shareholders

The Company is scheduled to hold a General Meeting on Tuesday, 13 May 2025 at 9.00am (WST) (**Meeting**) for the approval of several resolutions to do with the Placement announced on 17 March 2025.

By virtue of the Corporations Amendment (Meetings and Documents) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders.

The Notice of Meeting can be viewed and downloaded from the Company's platform on the ASX website at www.asx.com.au/markets/company/tri

Shareholders who have a nominated email address and have elected to receive electronic communications from the Company, will receive an email to the nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online and would like to receive a hard copy, please contact the Company Secretary, Stephen Buckley, via email at investors@trivarx.com

Please refer to the Proxy Form enclosed for instructions on how to lodge your proxy votes. The Company encourages shareholders to lodge their proxy form by the closing date of 9.00am (WST) on Sunday, 11 May 2025.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents). Once logged in you can also lodge your proxy vote online by clicking on the "Meetings" tab.

Yours sincerely

Stephen Buckley

Company Secretary

TRIVARX LIMITED
ACN 008 130 336
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (WST)
DATE: Tuesday, 13 May 2025
PLACE: The Registered Office of
TrivarX Limited
647 Beaufort Street
MOUNT LAWLEY WA 6050

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.00am (WST) on Sunday, 11 May 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 56,401,855 Tranche 1 Placement Shares on the terms and conditions set out in the Explanatory Statement."

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 46,417,043 Tranche 1 Placement Shares on the terms and conditions set out in the Explanatory Statement."

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

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO THE TRANCHE 2 PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 47,181,102 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Statement."

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

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 1 PLACEMENT OPTIONS TO THE TRANCHE 1 PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 51,409,449 Tranche 1 Placement Options on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT OPTIONS TO THE TRANCHE 2 PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 23,590,551 Tranche 2 Placement Options on the terms and conditions set out in the Explanatory Statement."

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

6. RESOLUTION 6 – APPROVAL TO ISSUE ADVISOR OPTIONS TO JP EQUITY HOLDINGS PTY LTD (OR ITS NOMINEES)

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 9,000,000 unlisted Advisor Options exercisable at \$0.025 (2.5 cents) per Advisor Option on or before 2.5 years from the date of issue, to JP Equity Holdings Pty Ltd (or its nominees), on the terms and conditions as set out in the Explanatory Statement."

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

Dated: 3 April 2025

By order of the Board

Stephen Buckley, Company Secretary

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1	Tranche 1 Placement Participants (and/or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Placement Shares – 7.1A	Tranche 1 Placement Participants (and/or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to Tranche 2 Placement Shares to the Tranche 2 Placement Participants	Tranche 2 Placement Participants (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval to issue Tranche 1 Placement Options to the Tranche 1 Placement Participants	Tranche 1 Placement Participants (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue Tranche 2 Placement Options to the Tranche 2 Placement Participants	Tranche 2 Placement Participants (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to Issue Options to JP Equity Holdings Pty Ltd (or its Nominees)	JP Equity Holdings Pty Ltd (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

How to vote and ask questions

You may vote by attending the Meeting in person, by proxy, personal representative at the time, date and place set out above.

Shareholders will be able to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting, at 647 Beaufort Street, Mount Lawley WA 6050, Australia.

Voting in person

If you attend the Meeting, please bring your personalised proxy form with you. The proxy form will help you to register at the Meeting. If you do not bring your proxy form with you, you will still be able to attend and vote at the Meeting but representatives from the Share Registry will need to verify your identity.

Voting by proxy

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@automicgroup.com.au;
- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001; or
- By facsimile to +61 (0)2 8583 3040.

All proxy forms must be received by the Company not later than **9.00am (WST) on Sunday, 11 May 2025**.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 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.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **9.00am (WST) on Sunday, 11 May 2025**.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the Company's share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6189 1155.

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.

1. BACKGROUND TO RESOLUTIONS 1 TO 6

1.1 Background to Placement

As announced on 17 March 2025, the Company secured firm commitments from professional and sophisticated investors to raise \$2,250,000 (before costs) via a two-tranche placement by way of the issue of a total of 150,000,000 Shares at an issue price of \$0.015 per Share (**Placement Shares**) and one free attaching Option for every two Shares issued (**Placement**).

On 24 March 2025, the Company completed the issue of 102,818,898 Placement Shares (**Tranche 1 Placement Shares**) to non-related party participants (**Tranche 1 Placement Participants**) utilising its placement capacities under Listing Rules 7.1 (56,401,855) and 7.1A (46,417,043) (being the subject of Resolutions 1 and 2).

The second tranche of the Placement will be issued as follows:

- (a) 47,181,102 Tranche 2 Placement Shares will be issued non-related party participants (**Tranche 2 Placement Participants**);
- (b) 51,409,449 free attaching Placement Options (**Tranche 1 Placement Options**) will be issued to the Tranche 1 Placement Participants; and
- (c) 23,590,551 free attaching Placement Options (**Tranche 2 Placement Options**) will be issued to the Tranche 2 Placement Participants.

1.2 Use of funds

The funds raised under the Placement will be used towards the upcoming clinical trial with the US Department of Veterans Affairs (VA) and other ongoing R&D initiatives.

1.3 Lead Manager

JP Equity Holdings Pty Ltd (ABN 98 626 933 364) (**JP Equity**) was engaged as the lead manager to the Placement under a lead manager mandate (**Lead Manager Mandate**).

In consideration for the provision of the lead manager services and pursuant to the Lead Manager Mandate, the Company agreed to pay JP Equity a placement fee of 6% of the total funds raised under the Placement.

In addition, JP Equity will also receive 9,000,000 Advisor Options with an exercise price of \$0.025 (2.5 cents) and an expiry date of 2.5 years from the date of issue, the subject of Resolution 6.

2. RESOLUTIONS 1 TO 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

As set out in Section 1.1, on 24 March 2025, the Company completed the issue of 102,818,898 Placement Shares to the Tranche 1 Placement Participants.

The Company issued 56,401,855 Placement Shares utilising its placement capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 46,417,043 Placement Shares utilising its placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

Resolutions 1 and 2 seek Shareholder ratification for the purpose of Listing Rule 7.4 for the issue of the 102,818,898 Placement Shares.

2.2 Listing Rule 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders

over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 25 November 2024.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the issue will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the issue will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue of the Placement Shares.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Tranche 1 Placement Participants were identified through a bookbuild process, which involved JP Equity seeking expressions of interest to participate in the capital raising from non-related parties of the Company. For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that neither a related party of the entity, nor any member of the entity's key management personnel, substantial holder in the entity, or adviser to the entity, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the Placement.
Number and class of Securities issued	102,818,898 Tranche 1 Placement Shares were issued.
Terms of Securities	The Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	24 March 2025.
Price or other consideration the Company received for the Securities	\$0.015 per Tranche 1 Placement Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply towards the purpose as set out in Section 1.2.
Summary of material terms of agreement to issue	The Tranche 1 Placement Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to Resolutions 1 and 2.
Compliance	The issue did not breach Listing Rule 7.1 and 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO THE TRANCHE 2 PLACEMENT PARTICIPANTS

3.1 General

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 47,181,102 Tranche 2 Placement Shares to the Tranche 2 Placement Participants.

3.2 Listing Rules 7.1 and 7.2

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of the Tranche 2 Placement Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and will not receive \$707,716.53 in funding which may put at risk the upcoming clinical trial with the US Department of Veterans Affairs (VA) and other ongoing R&D initiatives. In addition, Resolution 5, which is seeking Shareholder approval to issue the Tranche 2 Placement Options, being free attaching options to the Tranche 2 Placement Shares, will be withdrawn.

3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Tranche 2 Placement Participants were identified through a bookbuild process, which involved JP Equity seeking expressions of interest to participate in the capital raising from non-related parties of the Company. For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that neither a related party of the entity, nor any member of the entity's key management personnel, or substantial holder in the entity, or adviser to the entity, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the Placement.
Number of Securities and class to be issued	The maximum number of Tranche 2 Placement Shares to be issued to the Tranche 2 Placement Participants is 47,181,102.
Date(s) on or by which the Securities will be issued	The Tranche 2 Placement 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

REQUIRED INFORMATION	DETAILS
	modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date.
Price or other consideration the Company will receive for the Securities	\$0.015 per Tranche 2 Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply towards the purpose as set out in Section 1.2.
Summary of material terms of agreement to issue	The Tranche 2 Placement Shares were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolution 3.

RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 1 PLACEMENT OPTIONS TO THE TRANCHE 1 PLACEMENT PARTICIPANTS

3.5 General

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 51,409,449 Tranche 1 Placement Options to the Tranche 1 Placement Participants.

3.6 Listing Rules 7.1 and 7.2

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of the Tranche 1 Placement Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.7 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 1 Placement Options. In addition, the issue of the Tranche 1 Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed the Company will seek to grant the Tranche 1 Placement Options to participating investors on a progressive basis in accordance with its available placement capacity under Listing Rule 7.1.

3.8 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Tranche 1 Placement Participants who were identified through a bookbuild process, which involved JP Equity seeking expressions of interest to participate in the capital raising from non-related parties of the Company. For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that neither a related party of the entity, nor any member of the entity's key management personnel, or substantial holder in the entity, or adviser to the entity, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the Placement.
Number of Securities and class to be issued	The maximum number of Tranche 1 Placement Options to be issued to the Tranche 1 Placement Participants is 51,409,449. The terms and conditions of the Placement Options are set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Tranche 1 Placement 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 issue of the Tranche 1 Placement Options will occur on the same date.
Price or other consideration the Company will receive for the Securities	The Tranche 1 Placement Options will be issued at a nil issue price as they are free attaching to the Tranche 1 Placement Shares under the Placement. The Company will not receive any other consideration for the issue of the Tranche 1 Placement Options (other than in respect of funds received on exercise of the Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Tranche 1 Placement Options is to comply with the terms of the Placement.
Summary of material terms of agreement to issue	The Tranche 1 Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolution 4.

4. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT OPTIONS TO THE TRANCHE 2 PLACEMENT PARTICIPANTS

4.1 General

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 23,590,551 Tranche 2 Placement Options to the Tranche 2 Placement Participants.

4.2 Listing Rules 7.1 and 7.2

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue of the Tranche 2 Placement Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Options but only if Resolution 3 is also passed. In addition, the issue of the Tranche 2 Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, by Shareholders have passed Resolution 3, the Company will seek to grant the Tranche 2 Placement Options to participating investors on a progressive basis in accordance with its available placement capacity under Listing Rule 7.1.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Tranche 2 Placement Participants who were identified through a bookbuild process, which involved JP Equity seeking expressions of interest to participate in the capital raising from non-related parties of the Company. For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that neither a related party of the entity, nor any member of the entity's key management personnel,

REQUIRED INFORMATION	DETAILS
	or substantial holder in the entity, or adviser to the entity, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the Placement.
Number of Securities and class to be issued	The maximum number of Tranche 2 Placement Options to be issued to the Tranche 2 Placement Participants is 23,590,551. The terms and conditions of the Placement Options are set out in Schedule 1.
Terms of Securities	The Tranche 2 Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Tranche 2 Placement 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 issue of the Tranche 2 Placement Options will occur on the same date.
Price or other consideration the Company will receive for the Securities	The Tranche 2 Placement Options will be issued at a nil issue price as they are free attaching to the Tranche 2 Placement Shares under the Placement. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Options (other than in respect of funds received on exercise of the Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Tranche 2 Placement Options is to comply with the terms of the Placement.
Summary of material terms of agreement to issue	The Tranche 2 Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolution 5.

5. RESOLUTION 5 - APPROVAL OF ISSUE OF OPTIONS TO JP EQUITY HOLDINGS PTY LTD (OR ITS NOMINEES)

5.1 Background

Details of the Company's Placement are set out above at Section 1.

Perth-based advisory firm, JP Equity Partners acted as lead manager to the Placement (**Lead Manager**) and will receive a 6% capital raising fee on the total funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager and/or its nominee will receive 9,000,000 Advisor Options, with an exercise price of \$0.025 (2.5 cents) and an expiry date that is 2.5 years from the date of issue, subject to the successful completion of the placement and shareholder approval.

The Company is seeking Shareholder approval for the issue of the Advisor Options to JP Equity Holdings Pty Ltd (or its nominees).

5.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. Please also refer to the above Section 2 in relation to Resolution 1 as to the application of the Listing Rules 7.1 and 7.1A.

As the issue of Advisor Options under Resolution 5 (**Resolution 5 Issue**) would, without shareholder approval, exceed that 15% limit, the Company proposes Resolution 5 to seek Shareholder approval under Listing Rule 7.1 for the Resolution 3 Issue.

To this end, Resolution 5 seeks Shareholder approval for the Resolution 5 Issue under and for the purposes of Listing Rule 7.1.

If Shareholders pass Resolution 5, the Company will undertake the Resolution 5 Issue without using up any of its 15% Placement Capacity and retain the flexibility to make future issues of equity securities up to the 15% limit.

If Resolution 5 is not passed, the Company will not be able to undertake the Resolution 5 Issue and in order to comply with the mandate with the Lead Manager, the Company will seek to grant the Advisor Options to JP Equity Holdings Pty Ltd (or its nominees) on a progressive basis in accordance with its available placement capacity under Listing Rule 7.1.

5.3 Information required by Listing Rule 7.3

The following information is provided in relation to this Resolution 3, as required by Listing Rule 7.3:

Listing Rule	Details
7.3.1	The Advisor Options will be issued to JP Equity Holdings Pty Ltd or its nominees.
7.3.2	9,000,000 Advisor Options are proposed to be issued.
7.3.3	The Advisor Options will have an exercise price of \$0.025 (2.5 cents) and an expiry date that is 2.5 years from the date of issue. Please refer to Schedule 2 for further details of the Advisor Options.
7.3.4	The Advisor Options may be issued progressively but no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules)
7.3.5	The Advisor Options are being issued for nil consideration as they are being issued to JP Equity Holdings Pty Ltd (or its nominees) in their capacity as lead manager to the Placement.
7.3.6	No funds will be raised from issuing the Advisor Options.

7.3.7	Perth-based advisory firm, JP Equity Partners acted as lead manager to the Placement under a mandate and will receive a 6% capital raising fee on the total funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager and/or its nominee will receive 9,000,000 advisor options, with an exercise price of \$0.025 (2.5 cents) and an expiry date that is 2.5 years from the date of issue, subject to the successful completion of the placement and shareholder approval. The Lead Manager Agreement contains other terms and conditions considered standard for an agreement of its nature. The Lead Manager is not a related party of the Company.
7.3.8	The Advisor Options are not being issued under, or to fund, a reverse takeover.
7.3.9	A voting exclusion statement for this Resolution 5 is included in this Notice of Meeting.

5.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 5:

GLOSSARY

\$ means Australian dollars.

Advisor Option means an unlisted option to acquire a Share, exercisable at \$0.025 (2.5 cents) on or before 2.5 years from the date of issue, on the terms and conditions set out at Schedule 2.

ASIC means the Australian Securities & Investments Commission.

associate has the meaning given in the Listing Rules.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means TrivarX Limited (ACN 008 130 336).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Placement Options means Tranche 1 Placement Options and Tranche 2 Placement Options, on the terms and conditions set out at Schedule 1.

Placement Securities means Placement Shares and Placement Options.

Placement Shares means Tranche 1 Placement Shares and Tranche 2 Placement Shares.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share or Option.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement has the meaning given in Section 1.1.

Tranche 2 Placement has the meaning given in Section 1.1.

Tranche 1 Placement Options has the meaning given in Section 1.1.

Tranche 2 Placement Options has the meaning given in Section 1.1.

Tranche 1 Placement Participants has the meaning given in Section 1.1.

Tranche 2 Placement Participants has the meaning given in Section 1.1.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Shares has the meaning given in Section 1.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on a date that is 2.5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in Exercise Price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable after the date that is 12 months from the date of issue subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF THE ADVISOR OPTIONS

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) The Options expire on three years from the date of issue.
- (iii) The exercise price per Option is \$0.025 (2.5 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Option holder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to 'TrivarX Limited'.
- (vii) All Options will lapse on the earlier of the:
 - a. receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - b. expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) As at the date of this Notice of Meeting, the Company does not intend to apply for Official Quotation of the Options but may decide to do so at a later date.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.
- (iii) The Options are not transferable until after 12 months from the issue date.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being

conferred on the Option holder which is not conferred on Shareholders of the Company.

- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
- a. in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - b. in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - c. in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - d. in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - e. in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - f. in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on Shareholders.



TrivarX Limited | ABN 58 008 130 336

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 **9.00am (AWST) on Sunday, 11 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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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:

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