



All Registry communications to:
Automic
Group GPO
Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX/AIM Code: CLA

16 April 2026

Addendum to Notice of Meeting

Dear Shareholder,

Celsius Resources limited ACN 009 162 949 (ASX/AIM: CLA or “the **Company**”), advises that a General Meeting will be held in person at Level 5, 191 St Georges Terrace, Perth, Western Australia 6000 on Thursday, 30 April 2026 at 3:00pm AWST (**Meeting**).

Notice of Meeting

The Company has amended the Notice of Meeting and Explanatory Memorandum (**Notice**) announced to ASX on 31 March 2026 to revise Resolutions 2 and 3 in the Notice (**Revised Resolutions**) and to include an additional resolution to approve the issue of Consideration Shares to Managing Director Bardin Davis (**Additional Resolution**). The Revised Resolutions and Additional Resolution, along with the related Explanatory Memorandum disclosure is contained in the Addendum to the Notice of General Meeting (**Addendum**), together with a Replacement Proxy Form, announced to ASX on 16 April 2026. The Addendum for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://celsiusresources.com/announcements> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: CLA).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Online scan the QR code below using your smartphone 	Lodge your Proxy vote online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@celsiusresources.com.au.

Copies of all Meeting related material including the Notice and the Addendum, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by Chairman, Peter Hume.

Celsius Resources Limited
ACN 009 162 949
(Company)

Addendum to Notice of General Meeting

Celsius Resources Limited (ACN 009 162 949) (**Company**) hereby provides this addendum (**Addendum**) to the Notice of General Meeting dated 31 March 2026 (**Notice**).

The Meeting will be held at Level 5, 191 St Georges Terrace, Perth WA 6000 on Thursday, 30 April 2026 at 3.00pm (AWST).

Defined terms in the Notice have the same meaning in this Addendum unless otherwise stated.

This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company Secretary by telephone on +61 (8) 9324 4516.

Shareholders are urged to vote by lodging the replacement Proxy Form.

Amendments

By this Addendum:

- (a) existing Resolution 2 is deleted from the Notice and replaced with a new Resolution 2 detailed below;
- (b) existing Resolution 3 is deleted from the Notice and replaced with a new Resolution 3 detailed below;
- (c) the voting exclusion for Resolution 2 is deleted from the Notice and replaced with a new exclusion detailed below;
- (d) the voting exclusion for Resolution 3 is deleted from the Notice and replaced with a new exclusion detailed below;
- (e) existing Section 3.1 to the Explanatory Memorandum is deleted and replaced with a new Section 3.1 detailed below;
- (f) existing Section 4 the Explanatory Memorandum is deleted and replaced with a new Section 4 detailed below;
- (g) existing Section 5 the Explanatory Memorandum is deleted and replaced with a new Section 5 detailed below;
- (h) a new Resolution 7 detailed below is added to the Notice and will be considered at the Meeting;
- (i) a new voting exclusion for Resolution 7 is added to the Notice;
- (j) a new voting prohibition for Resolution 7 is added to the Notice;

- (k) a new Section 9 is added to the Explanatory Memorandum detailed below;
- (l) amendments to Schedule 1 are added to the Explanatory Memorandum; and
- (m) a new Schedule 4 is added to the Notice.

Replacement Proxy Form

A replacement Proxy Form (**Replacement Proxy Form**) has been made available with this Addendum, which replaces the Proxy Form that was attached to the Notice (**Original Proxy Form**).

Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- if you wish to change your vote on Resolution 2 or Resolution 3, you can submit your proxy in accordance with the instructions on the Replacement Proxy Form;
- if Shareholders wish to have their votes counted by proxy in respect of Resolution 7, Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions;
- if you have already voted and do not wish to change your vote on Resolution 2 or Resolution 3 or vote on additional Resolution 7, you do not need to take any action, as the proxy you previously submitted remains valid.

The Company may accept Proxy Forms dispatched with the original Notice received from Shareholders in the event that a Replacement Proxy Form is not provided by the relevant Shareholder.

BY ORDER OF THE BOARD



Peter Hume
Chairman
Celsius Resources Limited
Dated: 16 April 2026

AGENDA

The Agenda of the Notice is amended by including the following new Resolution 2 and Resolution 3:

Resolution 2 – Approval to issue Placement Options

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 231,625,000 Placement Options on the terms and conditions in the Explanatory Memorandum.’

Important Note: The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

Resolution 3 – Approval to issue Director Placement Securities

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

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,625,000 Director Placement Securities as follows:

(a) *up to 750,000 Director Placement Securities to Neil Grimes; and*

(b) *up to 1,875,000 Director Placement Securities to Bardin Davis,*

(or their respective nominee(s)), on the terms and conditions in the Explanatory Memorandum.’

Important Note: The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

Resolution 7 – Approval to issue Consideration Shares to Bardin Davis

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

‘That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of the Consideration Shares to Bardin Davis (or his nominee/s) under the Plan, on the terms and conditions in the Explanatory Memorandum.’

Important Note: The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of

- (a) **Resolution 2:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (b) **Resolution 3(a):** by or on behalf of Neil Grimes (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

- (c) **Resolution 3(b):** by or on behalf of Bardin Davis (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 7:** by or on behalf of Bardin Davis (or their nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

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

Voting prohibition

Resolution 7: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such 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.

EXPLANATORY MEMORANDUM

Section 3.1 in the Notice is deleted and replaced as follows:

3.1 Background

On 23 February 2026, the Company announced that it had received firm commitments for a \$9.3 million (before costs) placement via the issue of up to 465,000,000 Shares (**Placement Shares**) at an issue price of \$0.02 per Placement Share (**Placement**), with one free attaching option for every two Placement Shares subscribed for and issued in the Placement, expiring 3 years from the date of issue with an exercise price of \$0.035 per option (**Placement Options**).

Evolution Capital Pty Ltd (**Lead Manager**) acted as the sole lead manager and sole bookrunner to the Placement. A summary of the Lead Manager Mandate is set out in Section 6.2.

The Placement is comprised of the following tranches:

- (a) **Tranche 1:** the issue of 463,250,000 Placement Shares to unrelated Placement participants (**Tranche 1 Placement Shares**), which were issued on 27 February 2026 without prior Shareholder approval under Listing Rule 7.1 (the subject of Resolution 1).
- (b) **Tranche 2:** subject to and conditional on the prior receipt of Shareholder approval, the issue of up to 231,625,000 Placement Options to unrelated Placement participants (the subject of Resolution 2); and
- (c) **Tranche 3:** subject to and conditional on the prior receipt of Shareholder approval, the issue of up to 1,750,000 Placement Shares (**Director Placement Shares**) and up to 875,000 Placement Options to Directors Neil Grimes and Bardin Davis (**Director Placement Options**) (collectively, the **Director Placement Securities**), in the following proportions:
 - (i) up to 500,000 Director Placement Shares and 250,000 Director Placement Options to Neil Grimes (or his nominee/s) (the subject of Resolution 3(a)); and
 - (ii) up to 1,250,000 Director Placement Shares and 625,000 Director Placement Options to Bardin Davis (or his nominee/s) (the subject of Resolution 3(b)).

In addition, the Company has agreed to issue up to 58,125,000 Options to the Lead Manager (or its nominee/s) as partial consideration for the provision of lead managerial and bookrunner services in connection with the Placement (**Broker Options**) (the subject of Resolution 4).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the prior issue of the Tranche 1 Placement Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Tranche 1 Placement Shares were agreed to be issued.

The following new Sections 4 and 5 are added to the Explanatory Memorandum of the Notice in respect of Resolution 2 and Resolution 3 as follows:

4. Resolution 2 – Approval to issue Placement Options

The background to the Placement, including the proposed issue of the Placement Options, is set out in Section 3.1.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of up to 231,625,000 Placement Options.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.2.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the 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 2 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

4.3 Specific 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 the proposed issue of the Placement Options:

- (a) The Placement Options will be issued to professional and sophisticated investors who subscribed for and were issued Tranche 1 Placement Shares, none of whom are a related party of the Company or a Material Investor. The Placement participants were identified through a bookbuild process, which involved the Company and the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and Lead Manager.
- (b) A maximum of 231,625,000 Placement Options will be issued.
- (c) The Placement Options will be exercisable at \$0.035 each and expire 3 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) As the Placement Options are free attaching to the Placement Shares, the Company will not receive any cash consideration for the issue of the Placement Options.
- (f) Refer to Section 3.3(e) for a summary of the intended use of funds raised from the Placement.
- (g) There are no other material terms to the proposed issue of the Placement Options.

- (h) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary resolution.

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

5. Resolution 3 – Approval to issue Director Placement Securities

5.1 General

The background to the Placement, including the proposed issue of the Director Placement Securities, is set out in Section 3.1.

The Company has received firm commitments from Directors Neil Grimes and Bardin Davis (together, the **Participating Directors**) of up to \$35,000 (before costs) on the same terms as other unrelated Placement participants, subject to Shareholder approval, being the issue of up to 1,750,000 Director Placement Shares and 875,000 Director Placement Options, in the following proportions:

Participating Director	Amount committed to the Placement	Director Placement Shares	Director Placement Options
Neil Grimes	\$10,000	500,000	250,000
Bardin Davis	\$25,000	1,250,000	625,000
Total	\$35,000	1,750,000	875,000

Resolution 3(a) and Resolution 3(b) respectively seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to Mr Grimes and Mr Davis (or their respective nominee/s).

5.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

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

The Participating Directors are each a related party of the Company by virtue of being Directors of the Company.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with the Participating Directors abstaining) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities to the Participating Directors (or their respective nominee/s) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3(a) will be to allow the Company to issue those Director Placement Securities to Mr Grimes (or his nominee/s), raising a further \$10,000 (before costs) under the Placement.

If Resolution 3(a) is not passed, the Company will not be able to proceed with the issue of those Director Placement Securities and will not raise the additional \$10,000 (before costs) committed by Mr Grimes.

The effect of Shareholders passing Resolution 3(b) will be to allow the Company to issue the Director Placement Securities to Mr Davis (or his nominee/s), raising a further \$25,000 (before costs) under the Placement.

If Resolution 3(b) is not passed, the Company will not be able to proceed with the issue of those Director Placement Securities and will not raise the additional \$25,000 (before costs) committed by Mr Davis.

Resolution 3(a) and Resolution 3(b) are each separate Resolutions and are not conditional on each other and Shareholders may approve one of these Resolutions in which case, the Director Placement Securities the subject of the relevant Resolution will be issued, even though Shareholders have not approved both of these Resolutions.

5.3 Specific 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 the Director Placement Securities:

- (a) The Director Placement Securities will be issued to the Participating Directors (and/or their respective nominee/s) in the proportions set out in Section 5.1 above.
- (b) The Participating Directors each fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Securities are issued to a nominee of a Participating Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 1,750,000 Director Placement Shares and 875,000 Director Placement Options will be issued to the Participating Directors (and/or their respective nominee/s) in the proportions set out in Section 5.1 above.
- (d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue. The Director Placement Options will be exercisable at \$0.035 each and expire 3 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (e) The Director Placement Securities will be issued no later than 1 month after the date of

the Meeting.

- (f) The Director Placement Shares will be issued at a price of \$0.02 each, being the same price as those Placement Shares issued to non-related party participants in the Placement. As the Director Placement Options are free attaching to the Director Placement Shares, the Company will not receive any cash consideration for the issue of the Director Placement Options.
- (g) Refer to Section 3.3(e) for a summary of the intended use of funds raised from the Placement.
- (h) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Participating Directors.
- (i) There are no other material terms to the proposed issue of the Director Placement Securities.
- (j) A voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to a related party of the Company.

The Board (with the Participating Directors abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

5.5 Additional information

Resolution 3(a) and Resolution 3(b) are each separate ordinary resolutions.

The Board (with the Participating Directors abstaining due to their personal interest in the outcome of these Resolutions) recommends that Shareholders vote in favour of Resolution 3(a) and Resolution 3(b).

9. Resolution 7 – Approval to issue Consideration Shares to Bardin Davis

9.1 General

On 9 January 2026, the Company announced that it had engaged Mr Bardin Davis as a consultant to the Board on matters of strategy, financing and project development (**Services**). Pursuant to that engagement, the Company agreed to pay 50% of the fees for services provided to the Company in Shares pursuant to the Plan (**Consideration Shares**).

A summary of the material terms of the engagement of Mr Bardin pursuant to that consultancy agreement is in Section 9.2 below (**Consultancy Agreement**).

The Company is proposing, subject to obtaining Shareholder approval, to issue Consideration Shares pursuant to the Plan to Mr Bardin (or his nominee/s) for the provision of Services provided to the Company during the period January 2026 to March 2026 in the amount of A\$7,615.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 10.14 to approve the issue of the Consideration Shares.

9.2 Consultancy Agreement

The key terms of the Consultancy Agreement are as follows:

- (a) **Term:** 3 months, unless extended.
- (b) **Consideration:** A\$200 per hour (capped at \$1,400 per day). 50% is payable in cash and 50% is payable in Shares based on the 5-day volume weighted average price of the Company's shares prior to the date of issue.
- (c) **Scope of services:** Mr Bardin was engaged to provide certain consulting services, including: strategic repositioning of the Company; equity market positioning and investor relations; equity capital raisings; project funding; and; strategic partnering.

The Consultancy Agreement contains various other provisions which are considered customary for an agreement of its nature.

9.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

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

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Consideration Shares as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Consideration Shares to Mr Davis (or his nominee/s) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue the Consideration Shares to Mr Davis (or his nominee/s).

9.4 Specific 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 the proposed issue of the Consideration Shares:

- (a) The Consideration Shares will be issued under the Plan to Mr Davis (or his nominee/s).
- (b) Mr Davis falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company. In the event the Consideration Shares are issued to a nominee of Mr Davis, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The number of Consideration Shares to be issued is not fixed or subject to any floor price. The number of Consideration Shares to be issued will be based on the 5-day volume weighted average price of the Company's shares prior to the date of issue. By way of illustration only, the following table shows the number of Consideration Shares that could be issued based on:
 - (i) the current market price (\$0.012, being the latest closing price of Shares on ASX prior to dispatch of this Notice);
 - (ii) twice the current market price (\$0.024); and
 - (iii) half the current market price (\$0.006).

Issue price	Number of Consideration Shares to be issued
\$0.012	634,583
\$0.024	317,292
\$0.006	1,269,167

- (d) The current total remuneration package for Mr Davis is \$530,000 (inclusive of superannuation). A\$100,000 of this base salary will be paid after deducting any amount required to be withheld on account of any tax payable in relation to the issuance of shares (including any PAYG amount required to be withheld) via the issue of Shares in equal quarterly instalments and within 120 days of the end of each relevant quarter, subject to receipt of Shareholder approval.
- (e) No Equity Securities have previously been issued under the Plan to Mr Davis.
- (f) A summary of the material terms of the Plan is in Schedule 4.
- (g) The value of the Consideration Shares to be issued will be \$7,615.
- (h) The Consideration Shares will be issued to Mr Davis (or his nominee/s) as soon as practicable following the Meeting and, in any event, not later than 3 years after the date of the Meeting.
- (i) The Consideration Shares will be issued for nil cash consideration and are being issued as part consideration for the provision of Services provided to the Company pursuant to the Consultancy Agreement for the period January 2026 to March 2026.

- (j) No loan will be provided in relation to the issue of the Consideration Shares.
- (k) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (l) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after the Resolutions are approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (m) A voting exclusion statement is included in the Notice.

9.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

The proposed issue of the Consideration Shares constitutes giving a financial benefit to a related party of the Company.

The Board (with Mr Davis abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Consideration Shares because the agreement to issue the Consideration Shares was negotiated on an arm's length basis prior to Mr Davis' appointment to the Board and therefore falls within the exception stipulated by section 210 of the Corporations Act.

9.6 Additional information

Resolution 7 is an ordinary resolution.

The Board (with Mr Davis abstaining) recommends that Shareholders vote in favour of Resolution 7.

Schedule 1 Additional Definitions

The following definitions are inserted or amended (as applicable) in Schedule 1 of the Notice:

Addendum	means this addendum to the Notice of Meeting.
Participating Directors	has the meaning given to it in Section 5.1.
Consideration Shares	has the meaning given to it in Section 9.1.
Consultancy Agreement	has the meaning given to it in Section 9.1.
Plan	means the employee securities incentive plan of the Company.
Services	has the meaning given to it in Section 9.1.

The following definitions are deleted in Schedule 1 of the Notice:

- **Tranche 2 Placement Securities;** and
- **Tranche 2 Placement Shares.**

Schedule 4 Summary of material terms of Plan

A summary of the terms of the Employee Securities Incentive Plan (**Plan**) is set out below.

(a) **Awards**

Award means an Option, a Performance Right, a Share Award and/or a Loan Funded Share, as the case may be.

(b) **Eligible Participant**

Eligible Participant means

- any Director or a person who is a full-time or part-time employee of the Company or its Related Bodies Corporate who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Awards under the Plan; or
- any other person providing services to the Group and who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Awards under the Plan.

(c) **Administration of the Plan**

The Plan will be administered by the Board in accordance with the Plan rules.

(d) **Purpose**

The purpose of the Plan is to:

- assist in the reward, retention and motivation of Eligible Participants;
- link the reward of Eligible Participants to Shareholder value creation; and
- align the interests of Eligible Participants with Shareholders by providing an opportunity to Eligible Participants to earn rewards via an equity interest in the Company based on creating Shareholder value.

(e) **Maximum Award Allocation**

Unless prior Shareholder Approval is obtained, the number of Awards which may be granted under the Plan must not at any time exceed in aggregate 10% of the total issued capital of the Company at the date of any proposed new Awards.

(f) **Eligibility, invitation and application**

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination) of the different types of Awards on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Awards the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(g) **Terms of Awards**

The terms and conditions of Awards offered or granted under these Rules to each Eligible Participant will be determined by the Board in its sole and absolute discretion.

(h) **Grant of Awards**

The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number of Awards, subject to the terms and conditions set out in the Invitation, the Plan rules and any ancillary documentation required.

(i) **Terms of Options and Performance Rights**

Each Option and/or Performance Right (**Convertible Security**) represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(j) **Vesting of a Convertible Security**

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(k) **Exercise of Convertible Securities and cashless exercise**

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Options (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

The Board may determine in its sole and absolute discretion that a Participant will not be required to provide payment of the exercise price of Options, but that on exercise of the Options the Company will only allot and issue or transfer that number of Plan Shares to the Participant that are equal in value to the difference between the exercise price otherwise payable in relation to the Options and the then Market Value of the Plan Shares as at the time of the exercise (with the number of Plan Shares rounded down).

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means:

- in relation to Options and Performance Rights, a value determined by application of a valuation methodology approved by the Board; and
- in relation to Share Awards, Loan Funded Shares and Plan Shares, the 'volume weighted average market price' (as that term is defined in the Listing Rules) per Share during the previous five trading days.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

Options must be exercised in multiples of 100 unless fewer than 100 Options are held by a Participant or the Board otherwise agrees.

(l) Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(m) Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly; committed an act which has brought the Company, the Group or any entity within the Group into disrepute, or wilfully breached his or her duties to the Group or where a Participant is convicted of an offence in connection with the affairs of the Group; or has a judgment entered against him or her in any civil proceedings in respect of the contravention by the Participant of his or her duties at law, in equity or under statute, in his or her capacity as an employee, consultant or officer of the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation or vesting notice.

(n) Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event provided that, in respect of Convertible Securities, the maximum number of Convertible Securities (that have not yet been exercised) that the Board may determine will vest and be exercisable into Shares under this Rule is that number of Convertible Securities that is equal to 10% of the Shares on issue immediately following vesting under this Rule, which as far as practicable will be

allocated between holders on a pro-rata basis on the basis of their holdings of Convertible Securities on the date of determination of vesting.

(o) **Adjustment of Convertible Securities**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) **Convertible Securities participation rights**

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) **Share Awards**

The Board may from time to time make an invitation to an Eligible Participant to acquire Share Awards under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Share Award which may be nil. The Share Awards may be subject to performance hurdles and/or vesting conditions as determined by the Board.

Where Share Awards granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Share Awards will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.

Following the issue of a vesting notification to the Participant, the Share Awards held by the Participant will no longer be subject to any restrictions and may be transferred or sold by the Participant, subject to compliance with applicable laws, the Company's Securities Trading Policy and the terms of the Plan.

(r) **Loan Funded Shares**

The Board may from time to time make an invitation to an Eligible Participant to acquire Loan Funded Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Loan Funded Shares which may be nil. The Loan Funded Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.

Where Loan Funded Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Loan Funded Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.

Following the issue of a vesting notification to the Participant, the Loan Funded Shares held by the Participant will no longer be subject to any restrictions and may be transferred or sold by the Participant, subject to compliance with applicable laws, the Company's Securities Trading Policy and the terms of the Plan.

When the Company makes an Invitation to an Eligible Participant to acquire Loan Funded Shares, the Company will also offer the Eligible Participant a Loan on terms and conditions to

be determined by the Board, for the amount of the acquisition price of the Loan Funded Shares, for the purposes of acquiring all or part of the Loan Funded Shares the subject of the invitation.

The loan amount may accrue interest as determined by the Board.

A Participant may repay all or part of a Loan at any time before the expiration of the Loan term, and at the expiration of the Loan term the Participant must immediately repay all of the Loan.

(s) Rights Attaching to Share Awards, Loan Funded Shares and Plan Shares

Any Share Awards, Loan Funded Shares and/or Plan Shares allotted, issued or transferred by the Company to a Participant under the Plan will rank equally with all existing Shares on and from the date of allotment, issue or transfer, including in respect of all rights and bonus issues.

A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on any Share Awards, Loan Funded Shares and/or Plan Shares which, at the record date for determining entitlement to those dividends, are standing to the account of the Participant.

The Participant may also participate in any dividend reinvestment plan operated by the Company in respect of Share Awards, Loan Funded Shares (provided the Loan has been fully repaid) and/or Plan Shares held by the Participant.

(t) Disposal restrictions

If the invitation provides that any Share Awards, Loan Funded Shares and/or Plan Shares held by any Participants are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as Share Awards, Loan Funded Shares and/or Plan Shares held by any Participants are subject to any disposal restrictions under the Plan, the Participant will not:

- transfer, encumber or otherwise dispose of, or have a security interest granted over that security; or
- take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(u) Buy-back

Subject to applicable law, the Company may at any time buy-back Awards and/or Plan Shares in accordance with the terms of the Plan.

(v) Compliance with applicable law

No act will be done or determination made in accordance with the Plan rules where to do so would be a breach of any applicable laws, and where any such act is done or determination made it will be considered void and to the extent possible be unwound and of no effect in respect of Awards and/or Plan Shares.

(w) Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Awards that

have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(x) **Plan duration**

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Awards granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Awards may be cancelled in the manner agreed between the Company and the Participant.

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 **3:00pm (AWST) on Tuesday, 28 April 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://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.



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