



CARETEQ LIMITED
ACN 612 267 857

Notice of Annual General Meeting
Explanatory Memorandum & Proxy Form

Notice is given that the Meeting will be held at:

DATE: Friday 28 November 2025

TIME: 10.00AM (AEDT)

VENUE: Held as a Virtual Meeting

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

This Notice of Meeting 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.



CARETEQ LIMITED

Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**) will be held on **Friday 28 November 2025 at 10.00am (AEDT)** virtually.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences). If a Shareholder has nominated for electronic communications, they will receive the Notice by email. Other Shareholders will receive a postcard with a URL link to the Notice and Proxy Form.

VENUE AND VOTING INFORMATION

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on **“register” and following the prompts**. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click **“register”** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **“Register”** when this appears. Alternatively, click on **“Meetings”** on the left-hand menu bar to join the meeting.
4. Click on **“Join Meeting”** and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to info@careteq.com.au at least 48 hours before the AGM

The Company will also provide Shareholders with the opportunity 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.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au

2. Login using your username and password. If you do not already have an account, click **"Register"** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **"Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on **"Join Meeting"** and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the **"Voting"** dropdown menu on the right-hand side of your screen .
6. Select either the **"Full"** or **"Allocate"** option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

It is recommended that Shareholders wishing to attend the Meeting login 30 mins before the meeting on 28 November 2025.

Shareholders do not need to attend the Meeting to cast their vote/s and are encouraged to submit their votes and appoint the Chairperson as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

Voting on all Resolutions at the Meeting will be conducted by poll.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AEDT on 26 November 2025.

If you have any queries on how to cast your votes, please email Automic at: meetings@automicgroup.com.au.

VOTING BY ATTORNEY

Shareholders intending to attend the Meeting by attorney must ensure that they have provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

VOTING BY PROXY

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

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

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

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- If the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- If the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

If the proxy is not the Chair and at the Meeting, a poll is duly demanded on the Resolution and either of the following applies:

- the proxy is not recorded as attending the Meeting; or
- the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the Meeting.

If you appoint the Chair of the Meeting as your proxy, you can direct the Chair to vote for or against or abstain from voting on the Resolutions.

The Chair intends to vote undirected proxies in favour of Resolutions 2 – 6.

CORPORATE REPRESENTATIVES

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from Automic.

Certificates must be lodged in advance of the Meeting with Automic no less than 24 hours prior to the Meeting.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the Meeting. Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external auditor questions relevant to:

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



Shareholders may submit any written questions addressed to the Company or its external auditor via the address on the proxy form or to Careteq Limited via email at info@careteq.com.au no later than 48 hours prior to the Meeting.

The Company or its external auditor will either answer the questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Shareholders may also submit questions to the Board related to any of the resolutions to be considered. These questions will be responded to by the Board during the Meeting. As above, questions should be submitted to info@careteq.com.au no later than 48 hours prior to the Meeting.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

ENQUIRIES

Shareholders are asked to contact the Company at info@careteq.com.au or the Company Secretary at david.lilja@dlkadvisory.com.au or on +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.



CARETEQ LIMITED

Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting of the Shareholders of Careteq Limited (ACN 612 267 857) (Careteq or the Company) will be held on Friday 28 November 2025 at 10.00am (AEDT) virtually.

The Explanatory Memorandum to this Notice of Meeting (**Notice**) provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

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

No Resolution will be required to be passed on this matter. However, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to each of the aforementioned reports during consideration of these items.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

A voting exclusion statement applies to this Resolution.

RESOLUTION 2 – RE-ELECTION OF NON-EXECUTIVE DIRECTOR – MR STEPHEN MUNDAY

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

“That, for the purposes of clause 20.7 of the Constitution, ASX Listing Rule 14.5, and for all other purposes, Mr Stephen Munday, who retires by rotation and being eligible, offers himself for re-election, be re-elected a Director, effective immediately.”

RESOLUTION 3 – RATIFICATION OF PRIOR CONVERTIBLE NOTES ISSUED

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 355,678 convertible notes that equate to 35,567,808 Shares based on a conversion price of \$0.01 issued to Mr Antanas Guoga, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement applies to this Resolution.

RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MR ANTANAS GUOGA

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given to the Company to issue 20,432,192 Shares to Mr Antanas Guoga, on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice.”

A voting exclusion statement applies to this Resolution.

RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice.”

DATE: 30 October 2025

BY ORDER OF THE BOARD



DAVID LILJA
COMPANY SECRETARY

VOTING EXCLUSION STATEMENTS

Under the Corporations Act and ASX Listing Rule 14.11, voting exclusions apply to the following Resolutions:

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

A vote must not be cast on Resolution 1 by any KMP, details of whose remuneration are included in the Remuneration Report, or their Closely Related Party (in any capacity), unless the vote is cast as a proxy:

- a. for a person who is entitled to vote on Resolution 1 and the vote is cast in accordance with the directions on the proxy form; or
- b. by the Chair as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

RESOLUTION 3 – RATIFICATION OF PRIOR CONVERTIBLE NOTES ISSUED

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. Mr Antanas Guoga;
- b. any other person who participated in the issue or is a counterparty to the agreement being approved; or
- c. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or
- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MR ANTANAS GUOGA

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. Mr Antanas Guoga who participated in the issue;
- b. any other person who will obtain a material benefit as a result of the issue (except a benefit solely derived as a holder of Shares in the entity); or
- c. any Associates of those persons listed above.

However, the Company need not disregard a vote if:

- i. it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the proxy form; or

- ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

KEY MANAGEMENT PERSONNEL

KMP that may have a vested interest in the outcome of a Resolution have restrictions on voting on those Resolutions. KMP include members of the Board and certain senior executives, as set out in the CTQ Annual Report. The Corporations Act restricts KMP and their Closely Related Parties from voting in certain circumstances.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, at the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2025.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.careteq.com.au/investors-centre/>.

No resolutions will be required to be passed on this matter.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

In accordance with section 250R(2) of the Corporations Act, a Resolution adopting the Remuneration Report contained within the Directors' Report must be put to a vote.

Shareholders are advised that in accordance with section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

1.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this non-binding Resolution.

1.3 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEPHEN MUNDAY

2.1 General

Clause 20.6(a) of the Constitution provides that a Director must not hold office (without re-election) past the third annual general meeting following that Director's appointment or three (3) years, whichever is longer. Clause 20.7 of the Constitution provides that the Company must hold an election of Directors at each annual general meeting of the Company.

Pursuant to clause 20.7 of the Constitution and ASX Listing Rule 14.5, Mr Munday, has elected to retire by rotation, and being eligible, seek re-election as a Director of the Company from Shareholders.

2.2 Qualifications

Mr Stephen Munday – Non-Executive Director

Stephen is an experienced financial and governance professional and has more than 25 years' experience on or working directly with Boards in a diverse range of organisations. Stephen has over 40 years business experience in Australia and North America including chief financial officer & company secretary positions in several listed companies over that time. Stephen's experience includes a wide range of responsibilities in a variety of management functions including marketing, business development, supply management, commercial management, financial management and change management. Stephen has been working in the health care sector since 2015. He is currently involved in businesses which supply products, services and technologies to the APAC health care and Australian aged care markets.

Stephen is also a director of Tali Digital Limited (ASX:TD1)

Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Munday.

The Board conducts ongoing reviews in connection with the performance of Board members and considers that Mr Munday's skills and experience continue to enhance the Board's ability to perform its role.

2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 3 – RATIFICATION OF PRIOR CONVERTIBLE NOTES ISSUED

3.1 General

As announced to the market on 10 and 13 June 2025, the Company issued 355,678 convertible notes that equate to 35,567,808 Shares based on a conversion price of \$0.01 to Mr Antanas Guoga pursuant to a binding convertible note agreement. The key terms of the convertible notes are set out in Schedule 1.

Broadly speaking, and subject to a number of exceptions, ASX 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. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies previous issues of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

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 ASX Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the convertible notes.

3.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the convertible notes will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the convertible notes.

If this Resolution is not passed, the convertible notes will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the convertible notes.

3.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- a) 355,678 convertible notes were issued to Mr Antanas Guoga;
- b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - ii. issued more than 1% of the issued capital of the Company;
- c) the convertible notes were issued to Mr Antanas Guoga under a convertible note agreement. A summary of the key terms of the convertible notes are set out in Schedule 1 (each convertible note will be convertible into fully paid ordinary shares at a fixed conversion price of A\$0.01 which equates to 35,567,808 Shares);
- d) the convertible notes were issued on 10 June 2025;
- e) the convertible notes were issued for cash at an issue price of \$1.00 per Convertible Note; and
- f) the purpose of the issue is to fund working capital.

3.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

3.5 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MR ANTANAS GUOGA

4.1 General

As announced to the ASX on 13 June 2025, the Company inadvertently exceeded its placement capacity under ASX Listing Rule 7.1 in relation to the issue of convertible notes to Mr Antanas Guoga as announced on 10 June 2025. The breach occurred due to a misinterpretation of ASX Listing Rule 7.1A, specifically regarding the additional 10% issuance capacity for eligible entities. The convertible notes are a new class of securities that are not quoted and therefore cannot be issued under additional 10% issuance capacity available under ASX Listing Rule 7.1A.

At the time of issuance, the Company's available placement capacity under ASX Listing Rule 7.1 was 35,567,808 securities. Based on the conversion price of \$0.01, this equates to 355,678 convertible notes that were within this placement capacity. Further, 144,322 convertible notes exceeded the ASX Listing Rule 7.1 placement capacity. The excess plus the estimated number of shares relating to conversion of the capitalised interest of 12% per annum represents approximately 20,432,192 securities, which requires shareholder approval in accordance with ASX Listing Rule 7.1.

The convertible note agreement with Mr Antanas Guoga has since been amended in order to comply with the Company's placement capacity requirements.

The funds were received from Mr Antanas Guoga on 10 June 2025 and have been used for working capital purposes.

As the company has used the funds provided, it is no longer in a position to seek shareholder approval for the issue of the convertible notes and therefore must obtain approval the issue of the shares.

This Resolution seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the Shares to Mr Antanas Guoga pursuant to the convertible note agreement. A summary of ASX Listing Rule 7.1 is set out above. The proposed issue falls within exception 17 of ASX Listing Rule 7.2. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

4.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the convertible notes will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the convertible notes.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Shares. In addition, the Company would be obligated to repay Mr Guoga the principal of \$144,322 and accrued interest estimated at \$60,000.

4.3 Technical information required by ASX Listing Rule 7.3

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

- a) 20,432,192 Shares to be issued to Mr Antanas Guoga (the issue of these shares is a result the conversion of 144,322 convertible notes at a fixed conversion price of A\$0.01 and the conversion of capitalised interest at a rate of 12% per annum which equates to an estimated 20,432,192 Shares);
- b) the Shares issued will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;

- c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- d) the Shares will be issued at an issue price of \$0.01 per Share in accordance with the convertible note agreement;
- e) the purpose of the issue of the Shares is to satisfy the Company's obligations under the convertible note agreement; and
- f) the Shares will be issued under the convertible note agreement, a summary of the material terms of which are set out in Schedule 1.

4.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

4.5 Voting Exclusion

A voting exclusion statement applies to this Resolution.

RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A enables eligible entities, subject to shareholder approval by Special Resolution, such as the Company to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this notice, the Company;

- a. is not included in the S&P/ASX300 Index; and
- b. has a market capitalisation equal to or less than the prescribed amount of \$300 million.

The Company is seeking Shareholder approval by way of a Special Resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution will be to allow the Directors to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

A Special Resolution requires a special majority, meaning 75% of the vote validly cast on Resolution 5 must be in favour of the Resolution.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see below).

If this Resolution is passed, the Company will be able to issue Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Shareholders do not approve this Resolution, the Company will not have the capacity to issue additional Equity Securities under the 10% Placement Facility, nor will it issue any Equity Securities under the 10% Placement Facility. The Company will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

5.2 Technical information required by ASX Listing Rule 7.3A

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

a. **Period for which the 7.1A mandate is valid**

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

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

b. **Minimum Price**

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

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph 10.2(b)(i), the date on which the Equity Securities are issued.

c. **Use of funds**

The purposes for which the funds raised by an issue of Equity Securities (for cash consideration only) under Listing Rule 7.1A.2 may be used by the Company include:

- i. consideration for the acquisition/s of new assets and investments, including the expenses associated with such acquisition/s; and
- ii. continued expenditure on the Company's current business and/or general working capital.

d. **Risk of Economic and Voting Dilution**

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 15 October 2025.

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

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.0045 50% decrease in issue price	\$0.009 issue price	\$0.018 100% increase in issue price
Current Variable A 237,118,720 Shares	10% voting Dilution	23,711,872	23,711,872	23,711,872
	Funds raised	\$106,703	\$213,407	\$426,814
50% increase in Variable A 355,678,080 Shares	10% voting Dilution	35,567,808	35,567,808	35,567,808
	Funds raised	\$160,055	\$320,110	\$640,221
100% increase in Variable A 474,237,440 Shares	10% voting Dilution	47,423,744	47,423,744	47,423,744
	Funds raised	\$213,407	\$426,814	\$853,627

The table above uses the following assumptions:

1. There are currently 237,118,720 Shares on issue .
2. The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2025.
3. The company issues the maximum possible number of Equity Securities under ASX Listing Rule 7.1.
4. The issue of Equity Securities under ASX Listing Rule 7.1A consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.

The risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under ASX Listing Rule 7.1A.2 includes the risk that:

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

e. Allocation policy under ASX Listing Rule 7.1A

The allocation policy which will apply will be determined at the relevant time but to the extent that it relates to a private placement capital raising, Equity Securities will be issued to sophisticated and professional investors who are identified by the Company with the assistance of the relevant lead manager (if any). It is not expected that any related party of the Company, member of Key Management Personnel, adviser to the Company or associate of the aforementioned will be issued more than 1% of the Company's issued capital at the time of the issue. Any issue to a related party of the Company will require shareholder approval under ASX Listing Rule 10.11.

f. **Previous approval under ASX Listing Rule 7.1A**

As this is the Company's first annual general meeting, the Company has not previously obtained approval under ASX Listing Rule 7.1A.

5.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

5.4 Voting Exclusion

As at the date of dispatching this notice, the Company is not proposing to issue Equity Securities under ASX Listing Rule 7.1A and has not identified or invited any person to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on this Resolution under ASX Listing Rule 7.3A.7.

DISCLOSURE

The Company considers this Explanatory Memorandum to contain all material information known to it that could reasonably be required by Shareholders in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

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

Annual Financial Report means the 2025 annual report of the Company containing the financial report for the period ended 30 June 2025, a copy of which was lodged by the Company by way of Appendix 4E with ASX on 30 September 2025.

Associate has the meaning given to it in the Corporations Act.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of RSM Australia Partners dated 30 September 2025 as included in the Annual Financial Report.

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

Automic means Automic Registry Services, being the share register for the Company.

Board means the current board of directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the chair of the Meeting.

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

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

Company means Careteq Limited (ACN 612 267 857).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

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

Explanatory Memorandum mean the explanatory memorandum accompanying this Notice.

Key Management Personnel or **KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

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

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Relevant Interest has the meaning given to it in the Corporations Act.

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

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

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF CONVERTIBLE NOTES

Term	Detail
Issuer	Careteq Limited (ACN: 612 267 857)
Noteholder	Antanas Guoga
Amount	A\$500,000
Face Value	A\$1.00 per Convertible Note
Maturity	The Convertible Notes will mature on 4 June 2026
Conversion Price	For all Conversion Events, the Convertible Notes will convert into Conversion Securities at a price of \$0.01 per share
Conversion Events	The Convertible Notes (including capitalised interest) will convert into fully paid ordinary shares in the capital of the Issuer (Conversion Securities) upon the earlier of: a) a trade sale of all, or substantially all, of the business or assets of the Issuer; b) a change of control (as defined in the Corporations Act) of the Issuer; and c) the Maturity Date.
Interest	Convertible Notes will accrue interest at the rate of 12% per annum which is to be capitalised and added to the face value of the Convertible Notes.
Ordinary Shares Ranking:	Shares issued on conversion of the Convertible Notes will be fully paid, will be unencumbered and will rank <i>pari passu</i> in all respects with the fully paid ordinary shares in the Company on issue.
Voting Rights and Participation Rights	a) The Subscriber will be able to attend general meetings of the Company but is not entitled to vote prior to conversion of the Convertible Notes into Shares. b) Before conversion, the Subscriber is not entitled to participate in rights issues, returns of capital, bonus issues or capital reconstructions of the Company

Your proxy voting instruction must be received by **10:00am (AEDT) on Wednesday, 26 November 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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

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