

17 October 2025

ANNUAL GENERAL MEETING – SHAREHOLDER ACCESS LETTER

Singular Health Group Ltd (ASX: SHG, “Singular Health”, or the “Company”), advises that the 2025 Annual General Meeting of the Company will be held in person at Automic Group, Level 5, 191 St Georges Terrace, Perth, Western Australia on Wednesday, 19 November 2025 at 12:30pm (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (Notice) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (Shareholders) from Singular Health’s website at <https://singular.health/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: SHG).

In accordance with section 110D of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the Notice of Meeting to Shareholders, unless a shareholder has requested a hard copy of the Notice of Meeting or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. If you have any difficulties obtaining a copy of the Notice, please contact the Company’s Share Registry, Automic Registry Services, at meetings@automicgroup.com.au.

Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.

Completed proxy forms must be returned to and received by the Company’s Share Registry, Automic Registry Services, by 12:30pm (AWST) on Monday, 17 November 2025, by following the lodgement instructions on the proxy form.

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 2 9299 9690 between 8:30am and 5:00pm (AWST) Monday to Friday or via email at support@singular.health. Copies of all Meeting related material including the Notice, are available to download from Singular Health’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 Singular Health’s website.

Authorised for ASX release by the Company Secretary.

Ends

For further information contact:

Denning Chong
Managing Director & CEO
support@singular.health
1300 167 795

Paul Berson
Investor Relations
paul@corporatestorytime.com
+61 421 647 445



SINGULAR HEALTH GROUP LIMITED

ACN 639 242 765

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 12.30PM AWST

DATE: Wednesday, 19 November 2025

PLACE: Level 5, 191 St Georges Tce, Western Australia

This Notice of Meeting and Explanatory Statement 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 8072 1400.

TIME AND PLACE OF MEETING AND HOW TO VOTE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 12.30 PM (AWST) on Wednesday, 19 November 2025 at Level 5, 191 St Georges Terrace, Perth, Western Australia.

ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Meeting if you are registered as a Shareholder of the Company as at 4:00pm (AWST) on Monday, 17 November 2025. This is because, in accordance with the *Corporations Regulations 2001* (Cth), the Board has determined that the Shares on issue and quoted on the ASX at that time will be taken, for the purposes of determining voting entitlements at the Meeting, to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Shareholding, and your vote is important.

HOW TO VOTE

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's share registry at least 48 hours prior to the commencement of the Meeting.

Voting by proxy

A Shareholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the Meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received by the Company's share registry no later than 12.30 PM (AWST) on Monday, 17 November 2025, being 48 hours before the time of the Meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

To vote by proxy, please complete and sign the enclosed proxy form. Shareholders can return the physical proxy form via the below methods:

By post to:	Singular Health Group Limited C/- Automic Group GPO Box 5193 SYDNEY NSW 2001
By facsimile to:	08 9322 7602
By email:	meetings@automicgroup.com.au

Alternatively, shareholders may lodge their proxy vote electronically via the Automic investor platform:

Online at:	https://investor.automic.com.au/#/loginsah
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For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box for the proposed Resolution.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the Meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution, the Chairman intends to vote in favour of each proposed Resolution as proxy for that Shareholder on a poll.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Singular Health Group Limited (**Singular Health** or the **Company**) will be held at 12.30PM (AWST) on Wednesday, 19 November 2025 at Level 5, 19 St Georges Terrace, Perth, Western Australia to consider and, if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document. The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

BUSINESS OF THE ANNUAL GENERAL MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report, directors' report, and auditor's report for the Company for the year ended 30 June 2025.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2025."

Voting Exclusion Statement for Resolution 1 – Corporations Act

Pursuant to section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company's annual remuneration report, or a Closely Related Party of any such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction on the Proxy Form how to vote on the Resolution; or
- (b) it is cast by the Chair as proxy for a person who is permitted to vote and the Proxy Form:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair in favour of Resolution 1 in accordance with, and subject to, compliance with the Corporations Act.

RESOLUTION 2: RE-ELECTION OF MR ANDREW JUST AS A DIRECTOR

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

“That for the purpose of Listing Rule 14.5 and in accordance with article 15.3(b)(iii) of the Constitution, Mr Andrew Just, retires as a Director and, being eligible, be re-elected as a Director.”

No voting exclusion applies to this Resolution.

RESOLUTION 3: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

To consider and, if thought fit, pass the following resolution as a special **resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued share capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting”

A voting exclusion and voting prohibition applies to this Resolution, see page 8 below.

RESOLUTION 4: RATIFICATION OF PLACEMENT SHARES UNDER THE COMPANY’S ASX LISTING RULE 7.1A CAPACITY

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

“That, the issue of 22,857,143 Shares under the Company’s ASX Listing Rule 7.1A capacity and pursuant to the Placements is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”

A voting exclusion applies to this Resolution, see page 8 below.

RESOLUTION 5: ISSUE OF DIRECTOR OPTIONS TO MANAGING DIRECTOR MR DENNING CHONG (OR NOMINEE)

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 Director Options to Managing Director Mr Denning Chong (or his nominee(s)), on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 5 – Corporations Act

Pursuant to section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 5 by or on behalf of Managing Director Mr Denning Chong (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and an associate of that person or those persons.

However, the Company will not disregard any votes cast on Resolution 5 by such person if:

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

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

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

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

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair in favour of Resolution 5 in accordance with, and subject to, compliance with the Corporations Act.

A voting exclusion applies to this Resolution, see page 8 below.

RESOLUTION 6: APPROVAL OF POTENTIAL TERMINATION BENEFITS TO MANAGING DIRECTOR MR DENNING CHONG (OR HIS NOMINEE)

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

“That, for the purposes of ASX Listing Rule 10.19 and section 200E of the Corporations Act and for all other purposes, Shareholders approve the potential termination benefits to be given, provided or paid to Managing Director Mr Denning Chong (or his nominee) as further described in the Explanatory Memorandum”.

Voting Exclusion Statement for Resolution 6 – Corporations Act

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Managing Director Mr Denning Chong (or his nominee) or any Associate of that person or persons. However, the Company will not disregard any votes cast on Resolution 6 by such person if:

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

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

- (a) the proxy is either:
 - (iii) a member of the Key Management Personnel; or
 - (iv) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

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

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair in favour of Resolution 6 in accordance with, and subject to, compliance with the Corporations Act.

A voting exclusion applies to this Resolution, see page 8 below.

VOTING EXCLUSIONS

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of a Resolution set out below by or on behalf of any 'Excluded Person' (as set out in the table below with respect to each Resolution subject to this Notice) or any Associates of that person or those persons.

Resolution:	Excluded Person:
Resolution 3	A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue or (except a benefit solely in the capacity of a holder of ordinary securities) or an associate of that person or those persons. The Company has no current intentions to make an issue of Equity Securities pursuant to Listing Rule 7.1A.2 and therefore has not identified any person who is excluded from voting.
Resolution 4	A person who participated in the issue or is a counter-party to the agreement being approved or any Associates of that person or those persons. The Company has identified that Marin & Sons LLC and Provider Network Solutions LLC and their Associates are excluded from voting.
Resolution 5	the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) The Company has identified that Mr Denning Chong and his Associates are excluded from voting.
Resolution 6	Any officer of the or any of its child entities who is entitled to participate in a termination benefit. The Company has identified that Mr Denning Chong and his Associates are excluded from voting.

However, such voting exclusion does not apply to a vote cast in favour of a 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 Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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

In accordance with the Corporations Act, the Company will also disregard any votes cast on Resolutions 1, 5 and 6 by a member of the Key Management Personnel of the Company or their Closely Related Parties, acting as proxy for another person, where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing where the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Key Management Personnel of the Company, will not be excluded.

Dated: 17 October 2025

BY ORDER OF THE BOARD

[signed by Howard Digby]

MR HOWARD DIGBY
Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement and not otherwise defined, are defined in the glossary to the Notice.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

A proxy form is located at the end of this Explanatory Statement.

1 ANNUAL FINANCIAL STATEMENTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2025 are included in the Company's 2025 Annual Financial Report, a copy of which can be accessed online at <https://singular.health/>.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and management of the Company.

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

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 12.30 PM (AWST) on Wednesday, 12 November 2025 to Pitcher Partners BA&A Pty Ltd, Level 11/12-14 The Esplanade, Perth WA 6000.

2 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2025 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives, and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 30 June 2025 Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2025.

The remuneration levels for Directors, executives, and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a 'no' vote of 25% or more of the votes cast at the Annual General Meeting, the Company's subsequent annual remuneration report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Company notes that the Board will take into account the outcome of the vote on Resolution 1 when considering the remuneration policy in future, even if it receives a 'no' vote less than 25% on this Resolution.

In addition, sections 250U and 250V of the Corporations Act sets out a 'two strikes' re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company did not receive a strike at its 2024 Annual General Meeting in respect of its 2024 Remuneration Report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more votes cast in respect of the 2025 Remuneration Report are against the adoption of the 2025 Remuneration Report as that would be the Company's first 'strike.'

2.3 Board Recommendation

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

3 RESOLUTION 2: RE-ELECTION OF MR ANDREW JUST AS A DIRECTOR

3.1 Background

In accordance with ASX Listing Rule 14.4 and pursuant to Article 15.3(b) of the Constitution there must be an election of Directors at each annual general meeting of the Company. Under both the ASX Listing Rules and Constitution, a Director (excluding the Managing Director, if any) must not hold office without re-election past the third annual general meeting following the Director's last election. Further, pursuant to Listing Rule 14.5, a listed entity, such as the Company, which has directors must hold at least one election of directors at each annual general meeting. While none of the Company's Directors have held office for longer than the period prescribed by ASX Listing Rule 14.4, the Company is required to put one Director up for re-election in accordance with Listing Rule 14.5.

Mr Andrew Just, having agreed to stand for re-election, will retire in accordance with the Constitution and ASX Listing Rule 14.5 and being eligible, seeks re-election from Shareholders.

3.2 Biography

3.3 With Bachelor's degrees in Economics & Health Economics from Macquarie University and Monash University and an MBA from UNSW, Andrew Just has held senior management roles in multiple Tier 1 health companies. Andrew has prior ASX experience having been the CEO and MD of Paragon Care Ltd.

3.4 Board Recommendation

The Directors (other than Mr Just, who abstains) unanimously recommend that Shareholders vote in favour of Resolution 2.

4 RESOLUTION 3: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

4.1 Background to Resolution 3

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under Listing Rule 7.1A however, an eligible entity may seek approval from its member, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Listing Rule 7.1A, when duly approved, permits an eligible entity to issue Equity Securities of up to 10% of its issued ordinary securities through placements over a 12-month period following the entity's annual general meeting (**Additional 10% Placement Facility**).

An eligible entity for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company has a market capitalisation of approximately \$89 million as at 10 October 2025 (at a closing share price of \$0.285) and is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of a special resolution to enable the Company to issue Equity Securities under the Additional 10% Placement Facility without Shareholder approval throughout the 12 months after the Annual General Meeting.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 4.3(d) of this Explanatory Statement below).

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

4.2 Regulatory Requirements – Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the Additional 10% Placement Facility, meaning it will be limited to its ordinary 15% placement capacity under Listing Rule 7.1. and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Regulatory Requirements - Listing Rule 7.3A

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) Issue Period

If Shareholders approve Resolution 3, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date on the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **Additional 10% Placement Period**).

Approval will cease to be valid in the event that holders of ordinary securities approve a transaction under Listing Rule 11.1.2 of rule 11.2. The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

(b) Minimum Issue Price

Any Equity Securities issued under Rule 7.1A.2 must be in an existing quoted class of the eligible entity's Equity Securities and the issue price (which must be cash consideration) of each security must be no less than 75% of the volume weighted average market price for 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 securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the securities are issued.

(c) Purpose of Issues

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed a fixed intention to offer any Equity Securities under Listing Rule 7.1A, however if Shareholders approve Resolution 3 and the Company did raise funds from the issue of Equity Securities utilising the Additional 10% Placement Facility, based on existing plans the Company intends to use the funds raised towards expenses associated with continued business development, design, build and further commercialisation of technology, marketing and promotion, the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(d) Risk of Economic and Voting Dilution

If this Resolution 3 is approved, and the Company issues Equity Securities under Listing Rule 7.1A, existing Shareholders economic and voting power in the Company will be diluted (as discussed in detail below).

As at the date of this Notice of Annual General Meeting, the Company has 312,556,213 Shares on issue. Accordingly, if Shareholders approve Resolution 3, the Company will have the capacity to issue approximately 31,255,621 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

Listing Rule 7.1A Formula:

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

Where:

A is the number of fully paid shares on issue at the commencement of the relevant period (see definition below):

- **plus** the number of fully paid ordinary shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- **plus** the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- **plus** the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- **plus** the number of any other fully paid ordinary shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4,
- **plus** the number of partly paid ordinary securities that became fully paid in the relevant period,
- **less** the number of fully paid ordinary securities cancelled in the relevant period.

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

D is 10%

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

Note: 'relevant period' means, in the context of the Company which has been admitted to the official list of ASX for more than 12 months (having been admitted on 10 February 2021), the 12 period immediately preceding the date of the issue or agreement.

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting. The table also shows:

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

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.1425 50% decrease in Issue Price	\$0.285 Issue price	\$0.57 100% increase in Issue Price
Current Variable A 312,556,213 Shares	Shares issued (10% voting dilution)	31,255,621 New Shares	31,255,621 New Shares	31,255,621 New Shares
	Funds raised	\$4,453,926	\$8,907,852	\$17,815,704
50% increase in current Variable A App. 468,834,319 Shares	Shares issued (10% voting dilution)	46,883,432 New Shares	46,883,432 New Shares	46,883,432 New Shares
	Funds raised	\$6,680,889	\$13,361,778	\$26,723,556
100% increase in current Variable A App. 625,112,426 Shares	Shares issued (10% voting dilution)	62,511,242 New Shares	62,511,242 New Shares	62,511,242 New Shares
	Funds raised	\$8,907,851	\$17,815,704	\$35,631,408

The table has been prepared on the following assumptions:

1. Variable A is 312,556,213 being the number of ordinary securities on issue at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.

3. *No Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities;*
4. *The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting*
5. *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 as 10%.*
6. *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.*
7. *The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.*
8. *The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.*
9. *The issue price is \$0.285, being the closing price of the Shares on ASX on 10 October 2025.*

(e) **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and, or, new Shareholders who are not related parties or associates of a related party of the Company.

(f) **Previous Issues of Equity Securities Under Listing Rule 7.1A**

The Company last obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held 14 November 2024 (**2024 AGM**).

On 19 June 2025, the Company announced that it had received binding commitments to raise \$8 million from institutional, sophisticated and professional investors via the issue of 22,857,143 Shares at \$0.35 per share (**Placement**),

The Company engaged Wallabi Group Pty Ltd (ABN 70 673 684 403) (**Lead Manager**) to manage and identify participants to the Placement pursuant to the lead manager mandate (**Mandate**). Under the terms of the Mandate, the Company agreed to issue 10 million options in the Company at a price of \$0.0001 per option, exercisable at \$0.55 per share expiring on or before the date which is 3 years from the date of issue, in exchange for the Lead Manager achieving a capital raise of at

least \$8 million via the Placement. The remaining terms of the Mandate are those standard terms found in a Mandate of like kind.

Under the Additional 10% Placement Facility approved at the 2024 AGM, the Company issued the following Shares pursuant to the Placement:

- 428,571 fully paid Shares issued to Marin & Sons on 26 June 2025;
- 22,000,001 fully paid Shares issued to unrelated sophisticated and professional investors identified by the Lead Manager on 26 June 2025; and
- 428,571 fully paid Shares issued to Provider Network Solutions LLC on 10 September 2025,

(7.1A Placement Shares).

The issue of the 7.1A Placement Shares equated to not more than 11.3% of the shares on issue as at the date of the 2024 AGM, and 8.4% of the shares on issue as at the date of the Placement. The 7.1A Placement Shares were issued to institutional, sophisticated and professional investors identified by the Lead Manager.

The 7.1A Placement Shares issued on 26 June 2025 had an issue price of \$0.35 per share, representing a 2.7% discount to the 15-day VWAP on 16 June 2025 (the day before the Company entered a trading halt for the capital raise) of \$0.3589 per share.

The 7.1A Placement Shares issued on 10 September 2025 had an issue price of \$0.35 per share, representing a 10.9% premium to the 15-day VWAP on 10 September 2025 (the day the shares were issued) of \$0.3155 per share.

The Company received a total of approximately \$8,000,000 for the issue of the 7.1A Placement Shares. The funds raised by the Company are to be used to accelerate the Company's national roll out of 3DICOM platform and software across the United States and working capital requirements. No funds have been spent and all funds remain from the 7.1A Placement Shares as at the date of this notice.

(g) Voting Exclusion Statement

A voting exclusion statement for Resolution 3 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

4.4 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5 RESOLUTION 4: RATIFICATION OF PLACEMENT SHARES UNDER THE COMPANY'S ASX LISTING RULE 7.1A CAPACITY

5.1 Background to Resolution 4

Resolution 4 seeks ratification for the purposes of Listing Rule 7.4 for the issue of 22,857,143 Shares under the Placements which were issued pursuant to the Company's capacity under Listing Rule 7.1A.

The Company obtained shareholder approval for an additional 10% placement capacity under Listing Rule 7.1A at its last annual general meeting held on Thursday, 14 November 2024 (AGM), increasing its total placement capacity to 25% under Listing Rules 7.1 and 7.1A.

5.2 Listing Rule 7.1 and Listing Rule 7.1A

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

However, under Listing Rule 7.1A, an eligible entity can seek approval from its shareholders by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

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

5.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A. Accordingly, the Company is seeking ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

5.4 Technical Information Required by Listing Rule 14.1A

If Resolution 4 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 4 is not passed, the issue of Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the

number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the Placement Shares issue date.

The Placement Shares, for which approval and ratification is sought under Resolution 4 comprises approximately 7.45% of the Company's issued capital (based on the number of Shares on issue as at the date of this Notice).

5.5 Information Required for the Purpose of Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 4.

- (a) The Company issued 22,857,143 Placement Shares to institutional, sophisticated and professional investors identified by the Lead Manager, specifically:
 - (i) 428,571 Placement Shares issued to Marin & Sons;
 - (ii) 22,000,001 Placement Shares issued to unrelated sophisticated and professional investors identified by the Lead Manager; and
 - (iii) 428,571 Placement Shares issued to Provider Network Solutions LLC.
- (b) None of the unrelated sophisticated and professional investors identified by the Lead Manager in paragraph 5.5(a)(ii) are considered material investors for the purposes of section 7.4 of ASX Guidance Note 21. In particular, the Company confirms that none of these participants are:
 - (i) related parties to the Company;
 - (ii) key management personnel;
 - (iii) substantial holders of the Company; advisors to the Company (or an associate of any adviser) receiving securities as part of their remuneration or for services provided in connection with the Placement; or
 - (iv) associates of any of the above persons,and that none of the unrelated sophisticated and professional investors were issued more than 1% of the Company's current issued capital.
- (c) The 22,857,143 Placement Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4).
- (d) The Placement Shares are fully paid ordinary shares in the Company and rank equally in all respects with all existing Shares on issue in the Company.
- (e) 22,857,143 Placement Shares were issued by the Company and quoted on ASX on 26 June 2025 and 428,571 Placement Shares were issued by the Company and quoted on ASX on 10 September 2025.
- (f) The Placement Shares were issued at an issue price of \$0.35 per Placement Share under the issue of Shares pursuant to Listing Rule 7.1A, raising a total of approximately \$8 million.

- (g) The funds raised by the Company are to be used for the purposes set out in section 4.3(f) above.
- (h) Placement Shares were issued under specific placement letters entered into between the Lead Manager, Marin & Sons, Provider Network Solutions LLC, and sophisticated and professional investors participating in the Placement on standard terms for a placement of such kind. The Placement was undertaken in connection with Mandate, the material terms of which are summarised in section 4.3(f) above.
- (i) A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

5.6 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6 RESOLUTION 5: GRANT OF DIRECTOR OPTIONS TO MR DENNING CHONG (OR HIS NOMINEE)

6.1 Background to Resolution 5

The Board intends to issue 6,000,000 options (**Director Options**) to Managing Director Mr Denning Chong (or his nominee), a related party to the Company for the purposes of Listing Rule 10.11, as part of his remuneration. The Director Options shall have an exercise price of \$0.55 to exercise those Director Options into fully paid ordinary shares in the Company. Further information regarding the issue of Director Options to Mr Chong is summarised in section 6.5 below.

In summary, the 6,000,000 Director Options awarded to Mr Denning Chong are subject to the following vesting conditions:

Tranche	Number of Director Options	Exercise Price	Expiry	Vesting Condition
A	3,000,000	\$0.55	5:00 pm (WST) on 30 November 2029	- Company achieves a 20-day VWAP of \$0.65; and - Continuous employment or engagement to 30 June 2026
B	3,000,000	\$0.55	5:00 pm (WST) on 30 November 2029	- Company achieves a 20-day VWAP of \$0.80; and - Continuous employment or engagement to 30 June 2027

Other than the vesting condition specified above, the Director Options are otherwise issued on terms set out in Annexure A.

Further background to the issue of the Director Options is set out in section 6.5. The Company notes that, as set out in section 6.5, the Director Options are being issued to Mr

Chong as part of his Incentive Package for the period from 1 July 2025 in respect of his role as CEO and Managing Director of the Company.

Mr Chong is a related party of the Company for the purposes of the ASX Listing Rules by virtue of being a Director. Accordingly, Shareholder approval is required before the Director Options can be issued to Mr Chong.

6.2 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:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue, a substantial (10%+) holder 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;
- (d) an associate of a person referred to in (a) through (c) above; or
- (e) a person whose relationship with the company or a person referred to in (a) through (d) above is such that, in ASX's opinion, the issue should be approved by shareholders,

unless it obtained the approval of its shareholders.

The issue of Director Options to Mr Denning Chong falls within Listing Rule 10.11.1, by virtue of being a Director, and does not fall within any of the exceptions in Listing Rule 10.12. The issue of Director Options therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Accordingly, Resolution 5 seeks the required Shareholder approval to issue Director Options under and for the purposes of Listing Rule 10.11.

6.3 Regulatory Requirements – Chapter 2E of the Corporations Act

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

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

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

The grant of Director Options constitutes giving a financial benefit and Mr Chong is a related party of the Company by virtue of being a Director. If his nominee receives the Director Options they will also be a related party by virtue of each being an associate of Mr Chong.

The Directors (other than Mr Chong who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options because the grant of the Director Options, reached as part of the remuneration package for Mr Chong, is considered reasonable remuneration in the circumstances.

Accordingly, the proposed grant of the Director Options to Mr Chong (or his nominee) is considered to fall within the “reasonable remuneration” exception set out in section 211 of the Corporations Act so that member approval is not required for the purposes of Chapter 2E of the Corporations Act.

6.4 Technical Information Required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Director Options to Mr Denning Chong as partial remuneration and incentivisation in connection with his role as Managing Director and CEO of the Company. In addition, the issue of the Director 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, given Resolution 5 is approved for all other purposes, including Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Director Options to Mr Denning Chong and the Company will need to explore alternate means of adequately remunerating Mr Chong, which may include increased cash payments where possible.

6.5 Information Required for the Purpose of Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) The Director Options will be issued to Mr Chong (or his nominee).
- (b) Mr Chong is a related party of the Company by virtue of being a Director and is accordingly captured under Listing Rule 10.11.1.
- (c) The Director Options comprise 6,000,000 options and have an exercise price of \$0.55. 3,000,000 Director Options shall vest if the Company’s share price reaches \$0.65 based on a 20-day VWAP and Mr Chong maintains continuous employment or engagement up to 30 June 2026. 3,000,000 Director Options shall vest if the Company’s share price reaches \$0.80 based on a 20-day VWAP and Mr Chong maintains continuous employment or engagement up to 30 June 2027.
- (d) A summary of the material terms of the Director Options are set out in Annexure A to this Notice
- (e) The Company intends to issue the Director Options to Mr Denning Chong within 5 Business Days of the Meeting and, in any event, no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The issue price will be nil per Director Option and no funds will be raised by the issue of the Director Options.
- (g) the purpose of the issue is to provide a performance linked incentive component in the remuneration package for Mr Chong to motivate and reward his performance as a Director and to provide cost effective remuneration to Mr Chong, enabling the

Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Chong;

- (h) The Director Options are being issued to Mr Denning Chong in respect of his role as Chief Executive Officer and Managing Director as part of his long-term incentive package to incentivise future services to the Company for the period from 1 July 2025 to financial year 2028. Mr Denning Chong's current total remuneration package (excluding the Director Options proposed to be issued in connection with Resolution 5) is as follows:

Current financial year to 30 June 2026 (estimate) ¹	Financial year Ended 30 June 2025 ²	Financial year Ended 30 June 2024 ³
\$359,760	\$2,539,867	\$565,615

Notes:

1. Comprising \$250,000 salary and fees, \$18,939 in annual leave, \$30,000 in superannuation and \$60,810 in Share-based payments
2. Comprising \$250,000 salary and fees, \$150,000 cash bonus, \$38,777 in annual leave, \$28,750 in superannuation and \$2,072,340 in Share-based payments.
3. Comprising (\$30,000) salary and fees, \$100,000 cash bonus, \$23,682 in annual leave, \$27,399 in superannuation and \$444,534 in Share-based payments.

The value of the Director Options to be issued to Mr Chong is \$867,537. The value of the Director Options is calculated internally using a Black & Scholes valuation methodology, the details of which are set out in Annexure B to this Notice.

- (i) A voting exclusion statement for Resolution 5 is included in the Notice of Meeting preceding this Explanatory Statement.

6.6 Board Recommendation

The Directors, other than Mr Denning Chong who abstains due to his personal interest in the outcome of Resolution 5, unanimously recommend that Shareholders vote in favour of Resolution 5.

7 RESOLUTION 6: APPROVAL OF POTENTIAL TERMINATION BENEFITS TO MANAGING DIRECTOR MR DENNING CHONG (OR HIS NOMINEE)

7.1 Potential Termination Benefits

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold, or have held in the last three years, a 'managerial or executive office'.

The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

Resolution 5 seeks Shareholder approval to issue Director Options to Director Mr Chong (or his nominee) (the **Related Parties**).

The terms and conditions of the Director Options proposed to be granted contain a number of provisions which may constitute the provision of potential termination benefits to be paid or

given to a Related Party upon the cessation of Mr Chong as an officer or employee of the Company or a related body corporate (**Potential Termination Benefits**).

For example, if Mr Chong ceases to be an officer or employee of the Company or a related body corporate (**Company Group**):

- (a) some terms may operate to entitle the holder of the Director Options to an earlier vesting than might otherwise be the case when; and
- (b) some of the Director Option terms provide the Board with a discretion to waive vesting conditions or extend the period for vesting or resolving that unvested Director Options do not lapse when otherwise they would.

The use of these provisions could be considered “termination benefits” under the Corporations Act and the ASX Listing Rules.

Resolution 6 seeks Shareholder approval, including for the purposes of section 200E of the Corporations Act and Listing Rule 10.19, for Potential Termination Benefits that the Related Parties may be entitled to receive upon Mr Chong ceasing to be an officer or employee of the Company Group.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is approved at the Meeting, the Related Parties will be entitled to receive the Potential Termination Benefits, and the value may exceed the 5% threshold in ASX Listing Rule 10.19 and the value of the Potential Termination Benefit may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the benefits will not count towards the statutory caps that apply to benefits that may be given without shareholder approval).

If Resolution 6 is not approved at the Meeting, the Related Parties will not be entitled to receive any Potential Termination Benefits, unless they fall within an exception under the Corporations Act or do not breach the 5% threshold in Listing Rule 10.19.

Director Mr Chong has advised that he has no current intention to resign as a Director of the Company.

7.3 Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which can be given to individuals who hold, or have held in the three years before retirement, a managerial or executive office (as defined in the Corporations Act) in connection with the retirement from their position in the Company or its related bodies corporate, unless an exception applies.

The term ‘benefit’ has a wide operation and includes any automatic and accelerated vesting of incentive securities upon termination or cessation of office or employment in accordance with their terms, or the exercise of any Board discretion to determine such automatic or accelerated vesting will occur.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person’s retirement from an office or employment, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Provided shareholder approval is given, the value of the potential termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the Corporations Act).

7.4 Listing Rule 10.19

Listing Rule 10.19 provides that, without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to the ASX under the Listing Rules.

7.5 Value of Potential Termination Benefits

The value of any such Potential Termination Benefits which may be given to a Related Party cannot presently be ascertained but matters, events and circumstances that may, or will, affect the calculation of that value include:

- (a) the number of Director Options held by the Related Party;
- (b) the number of Director Options that vest early or do not lapse when otherwise they would;
- (c) the price of Shares on the ASX on the date Director Mr Chong ceases to hold office, employment or engagement with the Company Group;
- (d) the status of any vesting conditions or other conditions for Options and the Board's assessment of the performance of Director Mr Chong up to the date he ceases to hold office, employment or engagement with the Company Group;
- (e) the length of service of Director Mr Chong and the extent to which he has served any applicable notice period;
- (f) the reasons or circumstances in which Director Mr Chong ceases to hold office, employment or engagement with the Company Group;
- (g) the fixed remuneration of Director Mr Chong at the time the Director Options were issued, and at the time Director Mr Chong may cease office, employment or engagement; and
- (h) any other factors the Board considers relevant when exercising its discretion, including, where appropriate, its assessment of the performance of Director Mr Chong up to the date of cessation.

GLOSSARY

Term	Meaning
\$	Australian dollars
Additional 10% Placement Facility	Has the meaning given in section 4.1 of the Explanatory Statement
Additional 10% Placement Period	Has the meaning given in section 4.3(a) of the Explanatory Statement
Associate	Has the meaning given in the ASX Listing Rules
ASX	Australian Stock Exchange
Board	The board of Directors of the Company
Chairman	The chairman of the Meeting
Closely Related Party	Closely Related Party of a member of the Key Management Personnel means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (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 dealings with the Company; or (e) a company that the member controls; or (f) a person prescribed by the relevant regulations applicable for the purposes of this definition under the Corporations Act.
Company or Singular Health	Singular Health Group Limited (ACN 639 242 765)
Company Secretary	The company secretary of the Company
Constitution	Constitution of the Company
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the regulations of that act
Directors	The directors of the Company
Director Options	Has the meaning given to that term in paragraph 6.1.
Equity Securities	Includes a Share or any Option or convertible security issued by the Company or any other security that ASX decides to classify as an Equity Security
Explanatory Statement	The explanatory statement accompanying the Notice of Meeting
Incentive Package	Has the meaning given to that term in paragraph 6.1.
Key Management Personnel	Key management personnel of the Company (as defined in Section 9 of the Corporations Act)
Listing Rules or ASX Listing Rules	Official listing rules of the ASX

Term	Meaning
Marin & Sons	Marin & Sons LLC
Meeting or Annual General Meeting	The Annual General Meeting of Shareholders to be held on Wednesday, 19 November 2025
Notice of Meeting or Notice	The notice accompanying the Explanatory Statement for the Meeting
Option	An Option in the Company convertible upon exercise into one Share
Pitcher Partners	Pitcher Partners BA&A Pty Ltd
Placement	The placement detailed in paragraph 4.3(f) of the Explanatory Statement.
Proxy Form	The proxy form accompanying this booklet
Resolution	A resolution contained in the Notice of Meeting
Shareholders	The holders of Shares in the Company
Shares	The ordinary shares of the Company
2024 AGM	The annual general meeting of the Company held on 14 November 2024.
7.1A Placement shares	The Placement Shares issued under the Additional 10% Placement Facility.

The plural includes the singular and vice versa and words denoting any gender includes all genders.

Annexure A – Terms of Director Options

The material terms of the Director Options the subject of Resolution 5 are as follows:

Term	Description						
Definitions	Company means Singular Health Group Ltd (ACN 639 242 765). Market Value means the volume weighted average market price for a Share traded on the ASX during the 5 most recent trading days on which Shares were traded up to and including the date the Market Value is to be determined. Share means a fully paid, ordinary share in the capital of the Company.						
Options acquisition and issue price	Options will be granted for nil consideration. An Option is a right to be issued or transferred a Share, subject to the satisfaction (or waiver) of applicable Vesting Conditions (as detailed below) and payment of the Option Exercise Price (unless and to the extent the Board allows the use of the Cashless Exercise Facility).						
Exercise Price	Subject to these terms, the amount payable upon exercise of each Option will be A\$0.55.						
Expiry Date	5:00 pm (WST) on 30 November 2029						
Vesting Conditions	Options that have not lapsed will vest and become exercisable on the date on which each Vesting Conditions applicable to the Options, as set out below, have been satisfied or waived. <table border="1"> <thead> <tr> <th>Number of Options</th><th>Vesting Conditions</th></tr> </thead> <tbody> <tr> <td>3,000,000</td><td> - You remain employed or engaged by the Company Group until 30 June 2026; and - The volume weighted average price (VWAP) of the Company's Shares on the ASX over 20 consecutive trading days is equal to or greater than AUD\$0.65. </td></tr> <tr> <td>3,000,000</td><td> - You remain employed or engaged by the Company Group until 30 June 2027; and - The VWAP of the Company's Shares on the ASX over 20 consecutive trading days is equal to or greater than AUD\$0.80. </td></tr> </tbody> </table>	Number of Options	Vesting Conditions	3,000,000	- You remain employed or engaged by the Company Group until 30 June 2026; and - The volume weighted average price (VWAP) of the Company's Shares on the ASX over 20 consecutive trading days is equal to or greater than AUD\$0.65.	3,000,000	- You remain employed or engaged by the Company Group until 30 June 2027; and - The VWAP of the Company's Shares on the ASX over 20 consecutive trading days is equal to or greater than AUD\$0.80.
Number of Options	Vesting Conditions						
3,000,000	- You remain employed or engaged by the Company Group until 30 June 2026; and - The volume weighted average price (VWAP) of the Company's Shares on the ASX over 20 consecutive trading days is equal to or greater than AUD\$0.65.						
3,000,000	- You remain employed or engaged by the Company Group until 30 June 2027; and - The VWAP of the Company's Shares on the ASX over 20 consecutive trading days is equal to or greater than AUD\$0.80.						
Vesting and Board Discretion	The number of Options that have vested will be communicated to the holder upon the Vesting Conditions applicable to those Options having been satisfied or waived. Options will lapse at the Expiry Date if an applicable Vesting Condition is not able to be achieved and is not waived. Subject to the ASX Listing Rules, the Board has the discretion to waive in whole or in part the Vesting Conditions, and may also adjust the Vesting Conditions to take into account any significant non-cash items (for example impairment losses), safety or environmental incidents, acquisitions or divestments, revenue received in the form of government grants, rebates or other payments, reconstruction of the Company and one-off events/non-recurring items where appropriate. The Board may have regard to any matters it considers relevant (including any adjustments that the Board or its delegate considers appropriate to address external factors, such as external stakeholder expectations), and its decision will be final and binding.						
Disposal Restrictions	Options may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, except with the approval of the Board.						

Term	Description
Exercise of Vested Options	A holder may exercise vested Options by lodging with the Company, before the Expiry Date, a completed Exercise Notice specifying the number of vested Options being exercised and, except to the extent the Board approves the use of the Cashless Exercise Facility, payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised.
Cashless Exercise Facility	If, at the time of exercise of Options, subject to Board approval in its discretion at that time and these terms, the Optionholder may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will issue or transfer to the Optionholder that number of Shares equal in value to the positive difference between the then Market Value of the Shares up to the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) (Cashless Exercise Facility). If the Option Exercise Price otherwise payable in respect of the Options being exercised is the same or higher than the Market Value of a Share at the time of exercise, then an Optionholder will not be entitled to use the Cashless Exercise Facility.
Acquisition of Share	On receipt of a valid Exercise Notice, and payment of the Option Exercise Price (unless and to the extent the Cashless Exercise Facility is used) the Company will, in compliance with applicable law, issue or transfer a Share to the holder (or, if the Cashless Exercise Facility is used, the number of Shares determined under that facility) for each vested Option validly exercised.
Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company (except to the extent the Cashless Exercise Facility is used); (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
Shares acquired on exercise	Shares issued or transferred on the exercise of Options will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.
Quotation of Shares	The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.
Ceasing engagement	If you cease to be engaged by the Company: (a) any unvested Options will lapse unless and to the extent the Board otherwise resolves in its discretion; and (b) any vested Options that are not exercised may be retained depending on the circumstances of ceasing employment, engagement or office.

Term	Description
Change of Control or Business Sale	If a Change of Control of the Company or a Business Sale occurs, or the Board reasonably determines will occur, all unvested Options will automatically vest in full. A "Change of Control" means: (a) a bona fide Takeover Bid (as defined in the Corporations Act) is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares; (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) for the purposes of, or in connection with, a scheme for the reconstruction of Company's or its amalgamation with any other company or companies; or (c) in any other case, an entity obtains Voting Power in the Company of at least 50.1% other than as a result of a Reconstruction of the Company. A "Business Sale" means the Company disposes, directly or indirectly, of its interest in all or substantially all of its assets or business.
Takeover Limitations	If the conversion of the Options into the Shares would result in contravention of section 606(1) of the Corporations Act, then the conversion of Options shall be into such number of Shares that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach. The holder shall give notification to the Company in writing if the conversion of Options may result in the contravention of section 606(1) failing which the Company shall assume that the conversion of Options will not result in any person being in contravention of section 606(1).
Forfeiture/ Lapse	Unless otherwise determined by the Board, an Option will lapse: (a) where the Board determines that any Vesting Condition applicable to the Options cannot be satisfied (and is not waived); or (b) on the Expiry Date applicable to the Options; (c) if you cease to be engaged by the Company Group; (d) if the Board determines that the Option is liable to clawback (see 'Misconduct and Clawback' below); and (e) where the holder purports to dispose of the Options or enter any arrangement in respect of the Options, in breach of any disposal or hedging restrictions.
Participation and anti-dilution rights	Options do not confer the right to participate in new issues of Shares or other securities in the Company. An Option does not confer the right to a change in Option Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
Re-organisation	If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
No hedging	A Participant is prohibited from entering into arrangements to protect the value of unvested Options. This includes entering into contracts to hedge the exposure to Options or Shares granted.
Misconduct and Clawback	The Board has misconduct and clawback powers which it may exercise in circumstances including if the Board becomes aware of a material misstatement in the Company's financial statements, that a Participant has committed an act of fraud, negligence or gross misconduct or failed to comply with any restrictive covenant or

Term	Description
	that some other event has occurred which, as a result, means that a Participant's Options should be reduced or extinguished, or should not vest. The Board then may, amongst other rights, lapse or adjust any such Options, or buyback and cancel any Shares acquired on exercise of Options, at its discretion to ensure no unfair benefit is derived by the holder. The holder irrevocably appoints the Company and any person nominated from time to time by the Company (each an attorney), severally, as the holder's attorney to complete and execute any documents, including without limitation Shareholder voting proxy forms, to do all acts or things on behalf of and in the name of the holder which may be convenient or necessary for the purpose of enforcing a holder's obligations, or exercising the Company's rights, in this regard and agrees to ratify and confirm any act or thing done pursuant to this power.
Other	Options do not entitle the holder to: (a) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (b) receive any dividends of the Company, whether fixed or at the Directors' discretion; (c) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; or (d) any right to participate in the surplus profits or assets of the Company upon a winding up.

Annexure B – Valuation of Director Options

The assumptions and inputs used to determine the value of the Director Options are as follows:

Dividend Yield	Valuation Date	Expected Volatility	Risk-free Interest Rate	Expiry	Underlying Share Price	Value per option (\$)
0%	30 September 2025	90%	3.483%	4 years	\$0.275	\$0.1446

Your proxy voting instruction must be received by **12:30pm (AWST) on Monday, 17 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:

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GPO Box 5193
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IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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