

28 October 2025, Australia

Dear Shareholder,

VECTION TECHNOLOGIES LTD (ASX: VR1) 2025 ANNUAL GENERAL MEETING

You are invited to attend the Annual General Meeting (Meeting) of Vection Technologies Ltd (ACN 614 814 041) (Company) to be held at 283 Rokeby Road, Subiaco, WA 6008 on Thursday, 27 November 2025 at 3:00pm (AWST).

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded online as follows:

- You can access the Meeting Materials online at the Company's website: <https://vection-technologies.com/investor-center/market-announcement/>
- A complete copy of the Meeting Materials has been posed to the Company's ASX Market Announcement page at <https://www.asx.com.au/> under the Company's ASX code "VR1"; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the Proxy Form.

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online:	https://investor.automic.com.au/#/loginsah
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

Your Proxy Form must be received by 3:00pm (Perth time) on Tuesday, 25 November 2025, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials are important and should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Yours sincerely

Derek Hall
Company Secretary, Vection Technologies Ltd

■ **VECTION TECHNOLOGIES LTD**

ASX:VR1; OTC:VCTNY | ACN: 614 814 041

■ **GLOBAL OFFICES**■ **PERTH | SYDNEY | SAN FRANCISCO | MILAN | BOLOGNA | ROME | BARI | ABU DHABI | AHMEDABAD**■ **WEBSITE**www.vection-technologies.com■ **REGISTERED OFFICE**Level 4, Building C, Garden Office Park, 355
Scarborough Beach Road,
Osborne Park WA 6017 - Australia

Vection Technologies Limited

(ACN 614 814 041)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Thursday, 27 November 2025

3:00PM AWST

To be held at

283 Rokeby Road, Subiaco WA 6008

The Annual Report is available online at <https://vection-technologies.com/>

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on + 61 8 6558 1894.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Vection Technologies Limited (ACN 614 814 041) (**Company**) will be held at 283 Rokeby Road, Subiaco WA 6008 on Thursday, 27 November 2025 commencing at 3:00PM AWST.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 3:00pm AWST on 25 November 2025.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2025 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Mr Jacopo Merli

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

“That, for the purpose of clause 6.3(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Jacopo Merli, a Director who was appointed on 30 November 2022, retires, and being eligible for re-election, is elected as a Director with immediate effect.”

3. Resolution 3 – Re-election of Director – Mr Umberto Mondello

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

“That, for the purpose of clause 6.3(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Bert Mondello, a Director who was last re-elected on 30 November 2022, retires, and being eligible for re-election, is elected as a Director with immediate effect.”

4. Resolution 4 – Election of Director – Mr Marco Landi

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

“That for the purpose of clause 6.3(j) of the Constitution and for all other purposes, Mr Marco Landi, a Director who was appointed as an additional Director on 20 January 2025, retires, and being eligible, is re-elected as a Director”

5. Resolution 5 – Election of Director – Mr Cameron Petricevic

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

“That for the purpose of clause 6.3(j) of the Constitution and for all other purposes, Mr Cameron Petricevic, a Director who was appointed as an additional Director on 20 January 2025, retires, and being eligible, is re-elected as a Director”

6. Resolution 6 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with 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 Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum.”

7. Resolutions 7(a) and 7(b) – Ratification of Prior Issue of Shares – Listing Rules 7.1 and 7.1A

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of:

- (a) 169,371,177 Shares issued under the Company’s Listing Rule 7.1 capacity; and
 - (b) 180,628,824 Shares issued under the Company’s Listing Rule 7.1A capacity,
- on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

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

8. Resolution 8 – Ratification of Prior Issue of Corporate Advisory Options

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 10,000,000 Options to Peloton Capital on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Peloton Capital Pty Ltd (and/or its nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as 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.

9. Resolution 9 – Approval to issue Director Options

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Director Options to Mr Cameron Petricevic on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

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

- (a) a 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 Company) (namely, Mr Cameron Petricevic (and/or his nominees)); or
- (b) an Associate of that person or those persons.

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

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

Voting Prohibition

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

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

10. Resolution 10 – Approval of Appointment of Auditor

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

“That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Hall Chadwick WA Audit Pty Ltd having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the Effective Date.”

Dated 28 October 2025

BY ORDER OF THE BOARD

Mr Derek Hall
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 283 Rokeby Road, Subiaco WA 6008 on Thursday, 27 November 2025 commencing at 3:00PM AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting in person, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend in person and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

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 and, if it does:

- (a) 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
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) 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).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions 1 and 9 unless you direct them how to do so.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions 1 and 9 by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Automic GPO Box 5193 Sydney NSW 2000
BY EMAIL	meetings@automicgroup.com.au
IN PERSON	Automic Level 5, 126 Phillip Street Sydney NSW 2000
BY FAX	+61 2 8583 3040

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at <https://vection-technologies.com/>;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

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

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Mr Jacopo Merli

5.1 General

Clause 6.3(c) of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors (rounded down to the nearest whole number), must retire from office.

The Directors to retire at an annual general meeting are those who have been longest in the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 6.3(c) of the Constitution is eligible for re-election.

The Company currently has six Directors and accordingly two must retire.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Mr Jacopo Merli, having been last elected on 30 November 2022, will retire in accordance with clause 6.3(c) of the Constitution and being eligible, seeks re-election.

5.2 Background and qualifications

Mr Jacopo Merli is the founder and CEO of JMC Group, acquired by Vection Technologies during 2021. During the last ten years, Mr Merli expanded JMC's focus as an OEM partner for a \$100b tech hardware giant within mission-critical sectors including military, telco, and broadcasting, becoming, in 2019, one of their global suppliers. During his university career in aerospace engineering, Mr Merli joined as a consultant to the Italian branch of a NASDAQ-listed world leader in the design, manufacture and marketing of high-performance analog, mixed-signal and digital signal processor ("DSP") and integrated circuits ("ICs") acquiring key knowledge of large company management processes.

5.3 Independence

If re-elected, the Board considers Mr Jacopo Merli to not be an independent director by virtue of his executive capacity.

5.4 Board recommendation

The Board (excluding Mr Jacopo Merli) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Re-election of Director – Mr Umberto Mondello

6.1 General

Clause 6.3(c) of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors (rounded down to the nearest whole number), must retire from office.

The Directors to retire at an annual general meeting are those who have been longest in the office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 6.3(c) of the Constitution is eligible for re-election.

The Company currently has six Directors and accordingly two must retire.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Mr Umberto Mondello, having been last re-elected on 30 November 2022, will retire in accordance with clause 6.3(c) of the Constitution and being eligible, seeks re-election.

6.2 Background and qualification

Mr Umberto Mondello is an experienced public company director, corporate advisor, and technology expert with 20 years of experience across both the private and public sectors. Mr Mondello has widespread experience spanning retail and institutional sectors and extensive knowledge of marketing communications and investor relations. With deep-rooted expertise across multiple technology sectors, Mr Mondello has provided strategic corporate advice and mentoring to several private and public organisations internationally across multiple industries. He holds a Bachelor of Law from the University of Notre Dame, Australia

6.3 Independence

If re-elected, the Board considers Mr Umberto Mondello to be an independent director.

6.4 Board recommendation

The Board (excluding Mr Umberto Mondello) recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Election of Director – Mr Marco Landi

7.1 General

Clause 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Marco Landi, having been appointed as an additional Board member on 20 January 2025 will retire in accordance with clause 6.3(j) of the Constitution and being eligible seeks re-election.

7.2 Background and qualification

Mr Marco Landi, former worldwide President of Apple Computer, was responsible for operations, marketing, and sales at Apple's Cupertino headquarters. He played a pivotal role in the Apple management team that brought Steve Jobs back after an 11-year absence. Before joining Apple, Mr. Landi spent 20 years at Texas Instruments, leading sales across EMEA and Asia.

7.3 Independence

If elected, the Board considers Mr Marco Landi to be an independent director.

7.4 Board recommendation

The Board (excluding Mr Marco Landi) recommends that Shareholders vote in favour of Resolution 4. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 4.

8. Resolution 5 – Election of Director – Mr Cameron Petricevic

8.1 General

Clause 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Cameron Petricevic, having been appointed as an additional Board member on 20 January 2025 will retire in accordance with clause 6.3(j) of the Constitution and being eligible seeks re-election.

8.2 Background and qualification

Mr Cameron Petricevic has spent over 20 years in the financial industry as an experienced Board member of both private and public companies. He has extensive investment banking experience, including mergers & acquisitions, valuations, initial public offerings and portfolio management coupled with growing early stage companies.

8.3 Independence

If elected, the Board considers Mr Cameron Petricevic to be an independent director.

8.4 Board recommendation

The Board (excluding Mr Cameron Petricevic) recommends that Shareholders vote in favour of Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 – Approval of 10% Placement Facility

9.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(10% Placement Facility).

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company currently has a market capitalisation of approximately \$121 million and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 9.2(c) below).

9.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares (ASX:VR1) and Listed Options (ASX:VR1O).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9, 16 or 17;

(B) plus the number of fully paid ordinary securities issued in relevant period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;

- (C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
 - (1) the agreement was entered into before the commencement of the relevant period; or
 - (2) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
- (E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A 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 its ordinary securities under Listing Rule 7.4.

(d) Listing Rule 7.1A and Listing Rule 7.3A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 2,247,353,999 Shares and therefore has a capacity to issue:

- (i) 337,103,099 Equity Securities under Listing Rule 7.1; and
- (ii) 224,735,399 Equity Securities under Listing Rule 7.1A.

The actual 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 formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

9.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

9.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the 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.

The table 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 or 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		
		\$0.025 50% decrease in Issue Price	\$0.05 Issue Price	\$0.10 100% increase in Issue Price
Current Variable “A” 2,247,353,999 Shares	10% Voting Dilution	224,735,400 Shares	224,735,400 Shares	224,735,400 Shares
	Funds raised	\$5,618,385	\$11,236,770	\$22,473,540
50% increase in current Variable “A” 3,371,030,999 Shares	10% Voting Dilution	337,103,100 Shares	337,103,100 Shares	337,103,100 Shares
	Funds raised	\$8,427,577	\$16,855,155	\$33,710,310
100% increase in current Variable “A” 4,494,707,998 Shares	10% Voting Dilution	449,470,800 Shares	449,470,800 Shares	449,470,800 Shares
	Funds raised	\$11,236,770	\$22,473,540	\$44,947,080

Note

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
3. 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%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder’s holding at the date of the Meeting.
5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

7. The issue price is \$0.05, being the closing price of the Shares on ASX on 17 October 2025.
8. The number of Shares on issue is 2,247,353,999.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), investment into its software platforms and general working capital.
- (e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the 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 issue 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 and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 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.
- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2024. In the 12 months preceding the date of the 2025 Annual General Meeting, the Company issued a total of 180,628,824 Equity Securities under Listing Rule 7.1A, representing 8.3% of the total number of Equity Securities on issue at 28 November 2024. Details of the Equity Securities issued under Listing Rule 7.1A in the preceding 12 month period are set out in Schedule 2.
- (h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 9.4(b) above):
- (i) if Resolution 6 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and
 - (ii) if Resolution 6 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval

under Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no voting exclusion statement has been included in the Notice.

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

10. Resolutions 7(a) and 7(b) – Ratification of Prior Issue of Shares – Listing Rules 7.1 and 7.1A

10.1 General

On 29 September 2025, the Company announced that they received firm commitments from institutional, sophisticated and professional investors (**Placement Participants**) to raise \$21 million (before costs) through the issue of approximately 350 million Shares at an issue price of \$0.06 per Share (**Placement Shares**) (**Placement**).

On 6 October 2025, the Company issued a total of 350,000,001 Placement Shares to the Placement Participants as follows:

- (a) 169,371,177 Placement Shares under the Company's capacity under Listing Rule 7.1 and;
- (b) 180,628,824 Placement Shares under the Company's capacity under Listing Rule 7.1A.

The issue of the Placement Shares did not breach the Company's capacity under Listing Rules 7.1 and 7.1A.

Evolution Capital Pty Ltd, Canaccord Genuity (Australia) Limited and Peloton Capital Pty Ltd acted as joint lead managers to the Placement (**Joint Lead Managers**). The Company will pay the Joint Lead Managers a fee of 6% of the gross amount raised under the Placement, being approximately \$1,260,000. No broker options were issued as part of the Placement.

Funds raised from the Placement will be applied towards increased business development capabilities to drive international expansion with defence, retail and healthcare, assessment of value-accretive opportunities, debt repayments, general working capital and costs of the Placement.

Resolutions 7(a) and 7(b) seek Shareholder ratification under Listing Rule 7.4 for the issue of the Placement Shares.

10.2 ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under ASX Listing Rule 7.1A an eligible entity can seek approval from its members, by way of a special resolutions passed at its annual general meeting, to increase the 15% limit in ASX Listing Rule 7.1 by an extra 10% to a combined 25%.

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

10.3 ASX Listing Rules 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 7(a) and 7(b) seek Shareholder approval to subsequently approve the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

10.4 Technical information required by ASX Listing Rule 14.1A

If Resolutions 7(a) and 7(b) are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 7(a) and 7(b) are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

10.5 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 Resolutions 7(a) and 7(b):

- (a) the Placement Shares were issued to the Placement Participants, being sophisticated, institutional and professional investors (and/or their respective nominees). The Placement Participants were identified through a book build process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company.
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, none of the Placement Participants are:
 - (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) a total of 350,000,001 Placement Shares were issued, as follows

- (i) 169,371,177 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 7(a)); and
- (ii) 180,628,824 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 7(b));
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 6 October 2025;
- (f) the issue price of the Placement Shares was \$0.06 each;
- (g) the purpose of the issue of the Placement Shares was to raise approximately \$21 million (before costs). Funds raised from the issue of the Placement Shares will be used in the manner set out in section 10.1;
- (h) the Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 7(a) and 7(b) of this Notice.

10.6 Board recommendation

The Directors of the Company believe Resolutions 7(a) and 7(b) is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolutions. The Chair intends to vote all undirected proxies in favour of Resolutions 7(a) and 7(b).

11. Resolution 8 – Ratification of Prior Issue of Corporate Advisory Options

11.1 General

On 15 October 2025, the Company issued 10,000,000 Options (exercisable at \$0.04 and expiring three (3) years from the date of issue) (**Corporate Advisory Options**) to Peloton Capital Pty Ltd (or its nominees) under its Listing Rule 7.1 capacity.

The Corporate Advisory Options were issued for the provision of corporate advisory services, such as market support, pursuant to a corporate advisory mandate (**Mandate**).

A summary of the material terms of the Mandate are as follows:

- (a) (**Services**): Peloton Capital Pty Ltd will provide the Company with corporate advisory services on a non-exclusive basis;
- (b) (**Fees**): as consideration for the Services, the Company has agreed to issue to Peloton Capital Pty Ltd 10,000,000 Corporate Advisory Options;
- (c) (**Term**): the engagement will commence from the date of the Mandate until the completion date of the engagement, unless terminated earlier by either party:
 - (i) without cause by giving 30 days written notice to the other party; and

- (ii) in the event of a material default, by the non-defaulting party providing written notice to the defaulting party effective immediately, where the non-defaulting party has previously given the defaulting party written notice and the defaulting party has not remedied the breach within 10 business days of the notice.
- (d) **(Other Services)**: the Company shall offer Peloton Capital Pty Ltd an offer of joint lead manager on any upcoming capital raising for the following 12 months. The terms of any such additional engagements will be set forth in separate agreements containing market-based fees and customary terms and conditions.

The Mandate otherwise contains terms that are considered standard for an agreement of this nature.

Peloton Capital Pty Ltd began providing the Company with corporate advisory services on 25 June 2025 and continues to provide the Company with corporate advisory services as of the date of this Notice. For the avoidance of doubt, the Corporate Advisory Options were issued pursuant to the Mandate for the provision of corporate advisory services within the scope of the Mandate.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Corporate Advisory Options issued to Peloton Capital Pty Ltd under the Company's Listing Rule 7.1 capacity.

11.2 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 and 7.4 is provided at Sections 10.2 and 10.3 respectively.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 8 seeks Shareholder approval to subsequently approve the issue of the Corporate Advisory Options under and for the purposes of Listing Rule 7.4.

11.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 8 is passed, the Corporate Advisory Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8 is not passed, the Corporate Advisory Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

11.4 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 Resolution 8:

- (a) the Corporate Advisory Options were issued to Peloton Capital Pty Ltd;
- (b) 10,000,000 Corporate Advisory Options were issued pursuant to the Company's placement capacity under Listing Rule 7.1;
- (c) the Corporate Advisory Options were issued on the terms and conditions set out in Schedule 3;
- (d) the Corporate Advisory Options were issued on 15 October 2025;

- (e) the Corporate Advisory Options were issued for nil cash consideration;
- (f) the purpose of the issue of the Corporate Advisory Options is to satisfy the Company's obligations under the Mandate;
- (g) the Corporate Advisory Options were issued pursuant to the Mandate, a summary of the material terms of this agreement is set out in Section 11.1 above; and
- (h) a voting exclusion statement is set out in the Notice.

11.5 Board recommendation

The Directors of the Company believe Resolution 8 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolutions. The Chair intends to vote all undirected proxies in favour of Resolution 8.

12. Resolution 9 – Approval to issue Director Options

12.1 General

The Board (excluding Mr Cameron Petricevic) has agreed, subject to Shareholder approval, to issue Mr Cameron Petricevic 20,000,000 listed Options exercisable at \$0.018, expiring on 11 November 2027 (ASX:VR1O) (**Director Options**) as recognition for his service with the Company.

The Director Options are currently “in the money” and if the Director Options granted to Mr Cameron Petricevic are exercised, which will require the payment of \$360,000 from Mr Cameron Petricevic, 20,000,000 Shares would be allotted and issued to Mr Cameron Petricevic, being approximately \$1,000,000 based on the closing price of Shares of \$0.05 on 20 October 2025.

The Company has decided to issue the Director Options to Mr Petricevic as he has played an invaluable key role in the Company's recent strong market performance and contract negotiation, and has contributed to the Company beyond his Director obligations as follows:

Section	Duties
Investor Relations	Lead the preparation of key investor presentations, announcements, press/media function and also execution of investor relations strategy for the Company. The Director also most recently spoke at an Asian based conference for the Company, hosting over 50 meeting during the week.
Networks IP	Introduced the Company to the Director's personal networks which significantly assisted in the growth of the Company, including but not limited to, debt financing, capital market's brokers and both institutional and high net worth investor relationships.
Capital Raising	An integral part of the Company's two most recent capital raises, \$21m announced on 29/09/25 and \$3.55m announced on 29/04/25, including arranging and attending all investor and broker roadshow meetings (an intensive schedule of meetings).

M&A	Lead the Company's global M&A deal origination, screening and closing function for the Company. This includes successfully locating and engaging with several opportunities for the Company, most notably the acquisition of a digital automation business announced on 29/09/25.
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In arriving at this grant value, the Company has benchmarked the Directors roles, contributions and also the success achieved and deemed it to be in-line with market rates and bonuses for these contributions.

Resolution 9 seeks Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of 20,000,000 Director Options.

12.2 Chapter 2E of the Corporations Act

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

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

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

The grant of the Director Options constitutes giving a financial benefit. Mr Cameron Petricevic is a related party of the Company by virtue of being a current Director.

It is the view of the Directors (excluding Mr Cameron Petricevic), each of whom do not have a material personal interest in Resolution 9, that the exception in section 211 of the Corporations Act applies in relation to the proposed issue of Director Options to Mr Cameron Petricevic (and/or his nominees), given that the proposed issue of the Director Options, which will still require payment of \$360,000 to exercise into Shares, is considered to be reasonable remuneration in the circumstances.

Accordingly, Shareholder approval pursuant to section 208 of the Corporations Act is not being sought.

12.3 Listing Rule 10.11

ASX 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 or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to 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 Listing Rules 10.11.1 to 10.11.3; or

- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the Director Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Director Options requires the approval of Shareholders under ASX Listing Rule 10.11.

Accordingly, Resolution 9 seeks Shareholder approval for the grant of the Director Options under ASX Listing Rule 10.11.

12.4 Information Required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Director Options within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Director Options and the Company may consider alternative forms of remuneration in lieu of such issue.

12.5 Information Required by Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 9:

- (a) the Director Options will be issued to Mr Cameron Petricevic (and/or his nominees);
- (b) Mr Cameron Petricevic falls within the category set out in Listing Rule 10.11.1 by virtue of being a current Director of the Company and if applicable, his nominees will fall within the category set out in Listing Rule 10.11.4, by virtue of being associates of a Director;
- (c) up to 20,000,000 Director Options will be issued to Mr Cameron Petricevic;
- (d) the Director Options will be issued on the terms and conditions set out in Schedule 4;
- (e) the Director Options will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Director Options will be issued for nil consideration;
- (g) the purpose of the issue of the Director Options is to reward Mr Cameron Petricevic, and to align him with the long term and short term objectives of the Company, whilst allowing the Company to maintain cash reserves for acquisitions and operations. In addition, the Board considers the issue and the terms of the Director Options to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves ;

- (h) the total remuneration package for Mr Cameron Petricevic for the previous financial year and the proposed total remuneration package for the current financial year (FY26) (on an annualised basis) is set out below:

Director	FY2025	FY2026
Mr Cameron Petricevic	\$33,500	\$67,000

- (i) there is no formal written agreement between the Company and Mr Cameron Petricevic in relation to the issue of Director Options; and
- (j) a voting exclusion statement is included in this Notice.

12.6 Board Recommendation

The Board (except Mr Cameron Petricevic) believes Resolution 9 is in the best interest of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 9. The Chair intends to vote all undirected proxies in favour of Resolution 9.

13. Resolution 10 – Approval of Appointment of Auditor

At the extraordinary general meeting held on 18 August 2025, the Company obtained Shareholder approval for the appointment of Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick WA**) as the Company's auditor.

The appointment of Hall Chadwick WA as the Company's auditor became effective following the receipt of ASIC's consent to the resignation of RSM Australia Partners on 4 July 2025 (**Effective Date**).

Section 327C(2) of the Corporations Act provides that an auditor appointed pursuant to section 327C(1) of the Corporations Act holds office until the Company's next annual general meeting.

Resolution 10 seeks Shareholder approval pursuant to section 327B(1)(b) of the Corporations Act for the appointment of Hall Chadwick WA as auditor of the Company.

Hall Chadwick WA has consented to act as the Company's auditor in accordance with section 328A of the Corporations Act and, as at the date of this Notice, has not withdrawn that consent.

In accordance with section 328B(1) of the Corporations Act, the Company has obtained a notice of nomination from a Shareholder for the appointment of Hall Chadwick WA as the Company's auditor, a copy of which is included at Schedule 5.

The Directors of the Company believe Resolution 10 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 9.1.

10% Placement Period has the meaning given in Section 9.2(f).

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2025.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Vection Technologies Limited (ACN 614 814 041).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporate Advisory Options has the meaning given in Section 11.1.

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

Director means a director of the Company.

Director Options has the meaning given in Section 12.1.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Effective Date has the meaning given in Section 13.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Joint Lead Managers has the meaning given in Section 10.1.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listed Options means listed options of the Company each with an exercise price of \$0.018 and expiry date of 11 November 2027.

Listing Rules means the listing rules of ASX.

Mandate has the meaning given in Section 11.1.

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

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Placement has the meaning in section 10.1.

Placement Participants has the meaning given to it in section 10.1.

Placement Shares has the meaning given to it in section 10.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Two Strikes Rule has the meaning in Section 4.

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Equity Shares Issued under Listing Rule 7.1A in 12 Months Preceding AGM

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount	Rule pursuant to which the Issue is made	Consideration	
6 October 2025	180,628,824	Fully paid ordinary Share issued on the same terms and conditions of the ordinary Shares in the Company	The fully paid ordinary shares were issued to: sophisticated and professional investors as part of a private Placement	Issue Price: \$0.06 per share Discount: 6.69% discount to Vection's 15 day VWAP at date of agreement	Fully paid ordinary shares issued pursuant to Listing Rule 7.1A.	Total cash consideration	\$10,837,729
						Amount of cash consideration spent and Description of what consideration was spent on	\$10,837,729 Funds raised were be applied towards increased business development capabilities to drive internation expansion with defence, retail and healthcare, assessment of value-accretive opportunities, debt repayments, general working capital and costs of the Placement.
						Amount of cash consideration remaining and Intended use for remaining cash consideration	Nil
						Non-cash consideration paid and current value of that non-cash consideration	N/A

SCHEDULE 3 – Terms and Conditions of Corporate Advisory Options

(a) Entitlement

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.04 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AWST) on that date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

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

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

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

Shares issued pursuant to the exercise of the Options.

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

(h) Shares issued on exercise

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

(i) Reconstruction of capital

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

(j) Participation in new issues

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

(k) Transferability

Subject to the Board's discretion, the Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – Terms and Conditions of Director Options

(a) Entitlement

Each Option entitles the holder to subscribe for one (1) fully paid ordinary share (**Share**) upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option is \$0.018 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AWST) on 11 November 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

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

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

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

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

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

(h) Shares issued on exercise

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

(i) Quotation of Shares issued on exercise

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

(j) Reconstruction of capital

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

(k) Participation in new issues

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

(l) Change in exercise price

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

(m) Transferability

The Options are transferable subject to any restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 5 – Nomination of Auditor Letter

28 October 2025

The Directors
Vection Technologies Ltd
Level 4, 355 Scarborough Beach Road
Osborne Park WA 6017

Dear Sirs,

NOMINATION OF AUDITOR

For the purpose of 328B(1) of the Corporations Act 2001, and being a member of Vection Technologies Ltd (**Company**), I hereby nominate Hall Chadwick WA Audit Pty Ltd for appointment as auditor of the Company at the next Annual General Meeting of the Company to be held on 27 November 2025.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'J Merli', written over a horizontal line.

Mr Jacopo Merli

Proxy Voting Form

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

Your proxy voting instruction must be received by **3:00pm (AWST) on Tuesday, 25 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:

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