



Zimi Limited
14 Millennium Circuit
Helensvale QLD 4212 Australia

ASX: ZMM
ABN: 25 113 326 524
www.zimi.life

Registered Office Address
Level 1, 2A/300 Fitzgerald Street
North Perth WA 6006 Australia

ASX RELEASE – 1 JUNE 2026

Notice of General Meeting

Zimi Limited (ASX:ZMM) ("Zimi" or the "Company"), confirms release of its Notice of General Meeting ("Notice") to shareholders.

The General Meeting will be held at 1:00pm (WST) on Monday, 29 June 2026 at Bellatrix Corporate, Level 1, 2A/300 Fitzgerald Street, North Perth WA, and virtually through Microsoft Teams.

A copy of the Notice is attached to this announcement.

– Ends –

This release has been approved by the Company Secretary.

Further information:

Jordan Tentori | CEO & Executive Director | jordan@zimi.life | +61 412 589 952

Investor and Media enquiries: investors@zimi.life

About Zimi

Zimi Limited (ASX: ZMM) is an Australian technology company focused on creating smarter living and working environments by connecting everyday electrical products to the Internet and to each other. The company's product lines, including Powermesh and Senoa, feature smarter switches, light dimmers, power points, fan controllers, and garage door controllers, all of which can be installed by electricians and are effortlessly managed through Zimi's intuitive home automation app, designed to provide a seamless and highly positive user experience.

Zimi is capitalising on a multi-billion-dollar opportunity within the Australian market alone, reaching customers through leading wholesale, commercial, retail, and trade channels, with partners such as Trader, Steel-Line, Beacon Lighting, Lighting Illusions and Zencontrol.

Looking ahead, Zimi plans to expand its product offerings into new sectors while continuing to expand its product range. The company is also pursuing global expansion opportunities through partnerships with top manufacturers of electrical appliances for residential and commercial applications. As the Internet of Things (IoT) continues to grow, Zimi is well-positioned to tap into the vast opportunities this rapidly evolving market presents.

To learn more, please visit: www.zimi.life



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Level 1, 2A/300 Fitzgerald Street
North Perth WA 6006 Australia

Dear Shareholder

ZIMI LIMITED – GENERAL MEETING

Zimi Limited (**Company**) advises that a general meeting of shareholders (**Meeting**) will be held at 1:00pm (WST) on Monday, 29 June 2026 at Level 1, 2A/300 Fitzgerald Street, North Perth, Western Australia, and virtually through Microsoft Teams.

The Company will not be dispatching physical copies of the notice of Meeting, unless a member has elected to receive a physical notice of Meeting. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: <https://zimi.life/>.
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "ZMM".
- 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 voting instruction form.

Your personalised proxy form accompanies this letter. To vote by proxy, please complete and submit your proxy form by one of the following methods:

By email: meetings@automicgroup.com.au
By post: Automic, GPO Box 5193, Sydney NSW 2001
By hand: Automic, Level 5, 126 Philip Street, Sydney NSW 2000
By fax: (02) 8583 3040 (within Australia)
+61 2 8583 3040 (outside Australia)

Your completed proxy form must be received not later than 48 hours before the commencement of the Meeting, being **1:00pm (WST) on Saturday, 27 June 2026**. Proxy forms received later than this time will be invalid.

The Company intends to hold a hybrid meeting. Details of how to attend the Meeting virtually are included in the notice of Meeting. The Company will notify any changes to this by way of announcement on ASX and the details will also be made available on the Company's website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully

Catherine Grant-Edwards
Company Secretary



Zimi Limited
ACN 113 326 524

**Notice of General Meeting,
Explanatory Statement and Proxy Form**

**General Meeting to be held at 1:00pm (WST) on Monday, 29 June
2026 as a hybrid meeting at**

**Bellatrix Corporate
Level 1, 2A / 300 Fitzgerald Street
North Perth, WA, 6006**

and

virtually through Microsoft Teams

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 1:00pm (WST) on 28 June 2026, the day prior to the Meeting, by email to the Company Secretary at cath@bellatrixcorp.com.au, including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to attend the virtual Meeting via Microsoft Teams. Shareholders may logon and ask questions through an online platform, but online voting facilities will not be provided through the platform.

Important Notice

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Important Information

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Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	1:00pm (WST) on Saturday, 27 June 2026
Snapshot date for eligibility to vote	5:00pm (WST) on Saturday, 27 June 2026
General Meeting	1:00pm (WST) on Monday, 29 June 2026

Voting

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the General Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of General Meeting in accordance with the instructions set out on that form by no later than 1:00pm (WST) on 27 June 2026.

Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

Notice of General Meeting

Notice is hereby given that a General Meeting of Zimi Limited ACN 113 326 524 (**Company**) will be held at **Bellatrix Corporate, Level 1, 2A / 300 Fitzgerald Street, North Perth, Western Australia, 6006, and virtually through Microsoft Teams**, on **Monday, 29 June 2026 at 1:00pm (WST)** for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

Resolution 1 – Ratification of prior issue of T1 Placement Shares – Listing Rule 7.1

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 109,380,618 T1 Placement Shares to T1 Placement Participants, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Resolution 2 – Ratification of prior issue of T1 Placement Shares – Listing Rule 7.1A

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 75,619,382 T1 Placement Shares to T1 Placement Participants, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Resolution 3 – Approval to issue T2 Placement Shares

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 166,250,000 T2 Placement Shares to T2 Placement Participants, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Resolution 4 – Approval to issue Placement Options

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 175,625,000 Placement Options to the unrelated Placement Participants, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Resolution 5 – Approval of Director participation in T2 Placement – Simon Gerard

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

“That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve, the issue of up to 38,264,250 T2 Placement Shares and 19,132,125 Placement Options to Simon Gerard (or his nominees) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Resolution 6 – Approval to issue Lead Manager Options – Cerberus

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 37,000,000 Lead Manager Options to Cerberus Investments Pty Ltd (ACN 107 652 737) trading as Cerberus Advisory (or its nominees), for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

By order of the Board.



Catherine Grant-Edwards
Company Secretary

1 June 2026

Voting Prohibitions and Voting Exclusion Statements

Listing Rule voting exclusion statements

Resolution	Excluded Parties	Exceptions
Resolutions 1 and 2	Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates. In relation to Resolutions 1 and 2, this includes any T1 Placement Participants (including the person named as a Material Investor in section 2.5 of the Explanatory Statement) or an associate of that person or those persons.	The Company need not disregard a vote cast in favour of the Resolution if it is cast by: a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
Resolution 3	Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), or an associate of such persons, or any of their respective associates. In relation to Resolution 3, this includes any T2 Placement Participants (including the person named as a Material Investor in section 3.5 of the Explanatory Statement) or an associate of that person or those persons.	- the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting Chair decides; or - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and - the holder votes on the Resolution in accordance with
Resolution 4	Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), or an associate of such persons, or any of their respective associates. In relation to Resolution 4, this includes the unrelated Placement Participants (including the person named as a Material Investor in section 4.5 of the Explanatory Statement) or an associate of that person or those persons.	- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and - the holder votes on the Resolution in accordance with

Resolution 5	Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the Resolution by or on behalf of 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 entity), or an 'associate' (as defined in the Listing Rules) of such person. In relation to Resolution 5, this includes Simon Gerard (and his nominee) or an associate of that person or those persons.	directions given by the beneficiary to the holder to vote in that way.
Resolution 6	Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), or an associate of such persons. In relation to Resolution 6, this includes Cerberus Investments Pty Ltd (ACN 107 652 737) trading as Cerberus Advisory (or its nominee) or an associate of that person or those persons.	

Proxy Appointment and Voting Instructions

Participation

The Meeting will be held as a hybrid meeting. Shareholders may attend:

- and participate (including to vote), in person at Bellatrix Corporate, Level 1, 2A / 300 Fitzgerald Street, North Perth, WA, 6006; or
- virtually through Microsoft Teams.

Shareholders may register to attend the Meeting virtually as follows:

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than **1:00 (WST) on Sunday, 28 June 2026**, being the day prior to the Meeting, by email to the Company Secretary at cath@bellatrixcorp.com.au, including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to attend the virtual Meeting via Microsoft Teams. Shareholders may logon and ask questions through an online platform, but online voting facilities **will not** be provided through the platform. Shareholders are therefore encouraged to appoint a proxy to attend and vote at the Meeting on their behalf.

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below by **1:00pm (WST) on Saturday, 27 June 2026**, being not later than 48 hours before the commencement of the Meeting. A Proxy Form received after that time will not be valid.

By post: Automic Group
GPO Box 5193
Sydney NSW 2001

By hand: Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

By email: meetings@automicgroup.com.au

By fax: (02) 8583 3040 (within Australia)
+61 2 8583 3040 (outside Australia)

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form, or an additional Proxy Form may be obtained by telephoning the Company on +61 8 6166 9107.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations

Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the Notice Date, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on Saturday, 27 June 2026**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be emailed to cath@bellatrixcorp.com.au and must be received by no later than **1:00pm (WST) on Saturday, 27 June 2026**.

The board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover business of the Meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General 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 General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Background to Resolutions 1 – 6

1.1 Placement

On 4 May 2026, the Company announced it received binding commitments from institutional and sophisticated investors, to raise approximately \$1.46 million before costs (**Placement**). On 12 May 2026, the Company announced that the Placement had increased to \$1.56 million before costs, as the Company had received additional binding commitments of \$100,000 from institutional and sophisticated investors.

The Placement comprises the issue of fully paid ordinary Shares in the Company (**Placement Shares**) at an issue price of \$0.004 each, in two tranches together with attaching Options, as outlined below.

Tranche 1 Placement

Tranche 1 of the Placement was completed on 12 May 2026, with 185,000,000 Placement Shares (**T1 Placement Shares**) being issued to unrelated institutional and sophisticated investors (**T1 Placement Participants**) using the Company's existing placement capacity under Listing Rules 7.1 and 7.1A, raising \$740,000 (before costs).

Tranche 2 Placement

Tranche 2 of the Placement (**T2 Placement Shares**) seeks to raise \$818,057 (before costs), is subject to Shareholder approval and comprises:

- (a) up to 166,250,000 T2 Placement Shares to unrelated institutional and sophisticated investors (**T2 Placement Participants**) to raise \$665,000; and
- (b) up to 38,264,250 T2 Placement Shares to Director Simon Gerard, for a value of up to \$153,057.

Participants in the Placement, whether under Tranches 1 or 2 (together, the **Placement Participants**), will receive one (1) attaching unlisted Option (exercisable at \$0.006 on or before 30 March 2029) for every two (2) Placement Shares subscribed for (**Placement Options**). The terms and conditions of the Placement Options are outlined in Schedule 1. Approval for the issue of Placement Options is the subject of Resolutions 4 and 5.

1.2 Use of funds

The Company intends to apply the proceeds from the Placement to fund the Company's working capital to fund manufacturing costs associated with sales orders and investment into new sales activities.

1.3 Lead Manager Mandate

The Company engaged Cerberus Investments Pty Ltd (**Lead Manager**) to assist the Company in relation to the Placement (**Mandate**).

The material terms of the Mandate are set out below.

In consideration for the service provided by Cerberus in connection with the Placement, Cerberus is entitled to receive:

- (a) A cash fee equal to:
 - (i) 2% advisory fee on the gross proceeds of the Placement; and
 - (ii) 5% selling fee on the gross proceeds of the Placement (excluding Director participation), and
- (b) Up to a maximum of 37,000,000 unlisted options at an issue price of \$0.000001 each with an exercise price of \$0.006 expiring on 30 March 2029 (subject to receipt of Shareholder approval) (**Lead Manager Options**). The number of Lead Manager Options to be issued will be calculated on a pro-rata basis (with 37,000,000 being issued upon the Company raising at least \$1.1 million under the Placement).

The Company will reimburse Cerberus for all reasonable out-of-pocket expenses (including travel, accommodation, printing and administrative fees). No individual expense or series greater than \$1,000 will be incurred without prior approval of the Company.

The Mandate is otherwise contained terms and conditions considered standard for agreements of this nature.

In accordance with the terms of the Mandate, the Company proposes to issue the Lead Manager (or its nominees) up to 37,000,000 Lead Manager Options at \$0.006 expiring on 30 March 2029. The issue of the Lead Manager Options is subject to receipt of shareholder approval in accordance with Listing Rule 7.1 (being the subject of Resolution 6).

1.4 Resolutions

The Company is seeking Shareholder approval to:

- (a) ratify the issue of 185,000,000 T1 Placement Shares to the T1 Placement Participants under Resolutions 1 and 2 so as to restore the capacity of the Company to issue further securities under Listing Rules 7.1 and 7.1A (respectively) in the next 12 months;
- (b) approve for the purposes of Listing Rule 7.1 the issue of:
 - (i) up to 166,250,000 T2 Placement Shares to unrelated T2 Placement Participants under Resolution 3;
 - (ii) up to 175,625,000 Placement Options to unrelated Placement Participants under Resolution 4; and
 - (iii) up to 37,000,000 Lead Manager Options under Resolution 6; and
- (c) approve for the purposes of Listing Rule 10.11 the issue of up to 38,264,250 T2 Placement Shares and 19,132,125 Placement Options to Simon Gerard under Resolution 5.

2. Resolutions 1 and 2 – Ratification of prior issue of T1 Placement Shares under Listing Rules 7.1 and 7.1A

2.1 General

As announced on 12 May 2026, the Company issued 185,000,000 T1 Placement Shares pursuant to the Placement to the T1 Placement Participants, using the Company's existing placement capacity under Listing Rules 7.1 and 7.1A, as follows:

- (a) 109,380,618 T1 Placement Shares pursuant to Listing Rule 7.1, the subject of Resolution 1; and
- (a) 75,619,382 T1 Placement Shares pursuant to Listing Rule 7.1A, the subject of Resolution 2.

Refer to Section 1 for further information regarding the Placement.

The Company engaged Cerberus as Lead Manager in connection with the Placement. A summary of the material terms of Cerberus's engagement is set out in Section 1.3 above.

2.2 Resolutions

Resolution 1 is an ordinary resolution to ratify the issue of 109,380,618 T1 Placement Shares to the T1 Placement Participants to restore the capacity of the Company to issue further securities under Listing Rule 7.1 in the next 12 months.

Resolution 2 is an ordinary resolution to ratify the issue of 75,619,382 T1 Placement Shares to T1 Placement Participants to restore the capacity of the Company to issue further securities under Listing Rule 7.1A in the next 12 months.

2.3 Listing Rule requirements

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 issued at the start of that period.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A at its annual general meeting may issue or agree to issue during the period the approval is valid an additional number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the date of the approval, as adjusted in accordance with the formula in Listing Rule 7.1A. Having obtained Shareholder approval at the Company's annual general meeting on 28 November 2025, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

The issue of T1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

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. Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1 can be approved subsequently under Listing Rule 7.4.

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 Rules 7.1 and 7.1A.

2.4 Information required by Listing Rule 14.1A

If Resolution 1 is passed, the issue of 109,380,618 T1 Placement Shares 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 1 is not passed, the issue of 109,380,618 T1 Placement Shares 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 under that rule.

If Resolution 2 is passed, the issue of 75,619,382 T1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the issue of 75,619,382 T1 Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval under that rule.

2.5 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

(a) **Names of persons to whom the Company issued or agreed to issue securities or basis on which they were identified**

The T1 Placement Shares were issued to the T1 Placement Participants, being various sophisticated and professional investors identified by the Lead Manager.

Other than RB Holdings Australia Pty Ltd <Homecorp Australia A/C>, who is considered to be a Material Investor, by virtue of being a substantial shareholder of the Company who was issued more than 1% of the Company's issue capital, none of the T1 Placement Participants were a Related Party of the Company or a Material Investor.

(b) **The number and class of securities issued**

Under Tranche 1 of the Placement, the Company issued 185,000,000 T1 Placement Shares under Listing Rules 7.1 and 7.1A, in the following proportions:

- (i) 109,380,618 T1 Placement Shares were issued pursuant to Listing Rule 7.1, being the subject of Resolution 1; and
- (ii) 75,619,382 T1 Placement Shares were issued pursuant to Listing Rule 7.1A, being the subject of Resolution 2.

(c) **Summary of material terms of the securities**

Each T1 Placement Share is a fully paid ordinary shares in the Company which ranks equally with all other Shares on issue.

(d) **The date on which the securities were issued**

The T1 Placement Shares were issued on 12 May 2026.

(e) **The price at which the securities were issued**

The issue price was \$0.004 per T1 Placement Share, to raise \$740,000 before costs.

(f) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the Placement was to raise up to approximately \$1.56 million. The purpose of the issue the subject of Resolutions 1 and 2 is to raise \$740,000 before costs.

The Company intends to apply the proceeds from the Placement to fund the Company's working capital to fund manufacturing costs associated with sales orders and investment into new sales opportunities.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The T1 Placement Shares were issued to each participant under placement letters which set out the issue price and the number of T1 Placement Shares and Placement Options to be issued to that participant – the other standard terms are not material.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolutions 1 and 2 is included in the Notice preceding this Explanatory Statement.

2.6 Directors' recommendation

The Board considers that the ratification of the issue of the Placement Shares under Resolutions 1 and 2 is beneficial for the Company as it will allow the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months under Listing Rule 7.1, and up to 10% annual placement capacity under Listing Rule 7.1A, without requiring prior Shareholder approval.

Accordingly, the Directors unanimously recommend Shareholders vote in favour of Resolutions 1 and 2.

3. Resolution 3 – Approval to issue T2 Placement Shares

3.1 General

As detailed in Section 1.1, the Company proposes to issue 166,250,000 T2 Placement Shares to T2 Placement Participants to raise an additional \$665,000 (before costs).

As at the date of the Notice, the Company does not have sufficient placement capacity under Listing Rules 7.1 and 7.1A for the issue of the T2 Placement Shares. Accordingly, Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the T2 Placement Shares.

3.2 Resolution

Resolution 3 is an ordinary resolution to approve the issue of 166,250,000 T2 Placement Shares to the T2 Placement Participants for the purpose of Listing Rule 7.1.

3.3 Listing Rule requirements

As summarised in Section 2.3 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Company does not presently have sufficient placement capacity to issue the T2 Placement Shares pursuant to the 15% limit under Listing Rule 7.1. In addition, the proposed issue of T2 Placement Shares pursuant to Resolution 3 does not fall into any of the exceptions under Listing Rule 7.2. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

3.4 Information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of T2 Placement Shares to the T2 Placement Participants. In addition, the T2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1. The Company will also raise \$665,000 (before costs) from the issue.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of T2 Placement Shares and will not be able to raise \$665,000 (before costs) from the issue.

3.5 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) **Names of persons being issued securities or basis on which they were identified**

The T2 Placement Shares will be issued to the T2 Placement Participants, being unrelated professional and sophisticated investors identified by Cerberus.

Other than RB Holdings Australia Pty Ltd <Homecorp Australia A/C>, who is considered to be a Material Investor, by virtue of being a substantial shareholder of the Company who will receive Equity Securities which constitute more than 1% of the Company's issued capital, none of the T2 Placement Participants are a Related Party of the Company or a Material Investor.

(b) **The number and class of securities to be issued**

The Company intends to issue up to 166,250,000 T2 Placement Shares to the T2 Placement Participants.

(c) **Summary of material terms of the securities**

The T2 Placement Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The Company will apply to ASX for official quotation of the T2 Placement Shares.

(d) **The date on which the securities will be issued**

The Company expects to issue the T2 Placement Shares as soon as possible following Shareholder approval. In any event, the Company will not issue any T2 Placement Shares later than 3 months (or such later date permitted by ASX) from the date of the Meeting.

(e) **The price at which the securities were issued**

The issue price is \$0.004 per T2 Placement Share.

(f) **The purpose of the issue and intended use of any funds raised**

The purpose of the issue the subject of this Resolution 3, is to raise up to \$665,000 under the Placement.

The Company intends to apply the proceeds from the Placement to fund the Company's working capital to fund manufacturing costs associated with sales orders and investment into new sales opportunities.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The T2 Placement Shares will be issued to each participant under placement letters which set out the issue price and the number of T2 Placement Shares and Placement Options to be issued to that participant, subject to Shareholder approval – the other standard terms are not material.

(h) **Voting exclusion statement**

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

3.6 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3, as it will enable the Company to issue the T2 Placement Shares to the T2 Placement Participants to raise up to approximately \$665,000 before costs.

4. Resolution 4 – Approval to issue Placement Options

4.1 General

In connection with the Placement detailed in Section 1.1, the Company proposes to issue a total of 175,625,000 attaching Options exercisable at \$0.006 and expiring on 30 March 2029 (**Placement Options**) to the Placement Participants on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for and issued under the Placement. The material terms of the Placement Options are set out in Schedule 1.

4.2 Resolution

Resolution 4 is an ordinary resolution to approve the issue of 175,625,000 Placement Options for the purpose of Listing Rule 7.1 to the Placement Participants.

4.3 Listing Rule requirements

As summarised in Section 2.3 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Company does not presently have sufficient placement capacity to issue the Placement Options pursuant to the 15% limit under Listing Rule 7.1. In addition, the proposed issue of Placement Options pursuant to Resolution 4 does not fall into any of the exceptions under Listing Rule 7.2. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

4.4 Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of 175,625,000 Placement Options. In addition, the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Placement Options unless subsequent Shareholder approval is obtained in the future.

4.5 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(i) Names of persons being issued securities or basis on which they were identified

The Placement Options will be issued to the unrelated Placement Participants, being various sophisticated and professional investors identified by Cerberus.

Other than RB Holdings Australia Pty Ltd <Homecorp Australia A/C>, who is considered to be a Material Investor, by virtue of being a substantial shareholder of the Company who will receive Equity Securities which constitute more than 1% of the Company's issued capital, none of the unrelated Placement Participants are a Related Party of the Company or a Material Investor.

(j) The number and class of securities to be issued

The Company intends to issue up to 175,625,000 Placement Options.

(k) **Summary of material terms of the securities**

Each Placement Option will have an exercise price of \$0.006 and an expiry date of 30 March 2029. The material terms of the Placement Options are set out in Schedule 1 to this Explanatory Statement.

(l) **The date on which the securities will be issued**

The Company expects to issue the Placement Options as soon as possible following Shareholder approval. In any event, the Company will not issue any Placement Options later than 3 months (or such later date permitted by ASX) from the date of the Meeting.

(m) **The price at which the securities were issued**

The Placement Options are attaching Options. Accordingly, the Placement Options have an issue price of nil. The Company will receive up to \$1,053,750 in exercise price payments if all Placement Options are exercised before their expiry date.

(n) **The purpose of the issue and intended use of any funds raised**

No funds will be raised from the issue of the Placement Options.

As at the date of this Notice, the Company has no specific purpose planned for the funds received on exercise of the Placement Options.

(o) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Placement Options will be issued to each participant under placement letters which set out the issue price and the number of Placement Shares and attaching Placement Options to be issued to that participant, subject to Shareholder approval – the other standard terms are not material.

(p) **Voting exclusion statement**

A voting exclusion statement for Resolution 4 is included in the Notice preceding this Explanatory Statement.

4.6 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4, as it will enable the Company to issue the Placement Options to the Placement Participants in accordance with the terms of the Placement.

5. Resolution 5: Approval of Director participation in T2 Placement – Simon Gerard

5.1 General

As detailed in Section 1.1, Simon Gerard, a Director, proposes to participate in the Placement for up to 38,264,250 T2 Placement Shares and up to 19,132,125 Placement Options on the same terms as the unrelated Placement Participants.

5.2 Resolution

Resolution 5 seeks approval for the purpose of Listing Rule 10.11 to issue up to 38,264,250 T2 Placement Shares and 19,132,125 Placement Options to Mr Gerard (or his nominee) under the Placement.

5.3 Corporations Act requirements

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the Company. As such, Mr Gerard is a related party of the Company for the purposes of Section 208 of the Corporations Act, by virtue of being a Director.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length (or on terms less favourable than arm’s length).

Given that Mr Gerard will be participating in the Placement on the same terms as the parties who are not related parties of the Company, the Board considers the issue of T2 Placement Shares and Placement Options under Resolutions 5 to constitute provision of a financial benefit on arms’ length terms, and accordingly that Shareholder approval under Chapter 2E of the Corporations Act is not required.

5.4 Listing Rule requirements

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:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 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 T2 Placement Shares and Placement Options to Mr Gerard falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

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 Related Party unless it obtains approval of its shareholders.

Mr Gerard is a ‘related party’ of the Company under the Listing Rules. The proposed issue of T2 Placement Shares and Placement Options to Mr Gerard falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires approval of Shareholders under Listing Rule 10.11.

5.5 Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of up to 38,264,250 T2 Placement Shares and 19,132,125 Placement Options to Simon Gerard (or his nominee) and raise \$153,057 (before costs).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of up to 38,264,250 T2 Placement Shares and 19,132,125 Placement Options to Simon Gerard (or his nominee) and the Company will not raise \$153,057 (before costs).

5.6 Listing Rule information requirements

Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to Resolution 5 for the purposes of obtaining approval under Listing Rule 10.11:

(a) Names of the Related Parties and relationship requiring approval

The T2 Placement Shares and Placement Options are proposed to be issued to Simon Gerard (or his nominee), who is a Related Party under Listing Rule 10.11.1.

Any nominees who receive T2 Placement Shares or Placement Options under Resolution 5 may constitute 'associates' for the purposes of Listing Rule 10.11.4.

(b) The number and class of securities to be issued to the persons

The Company proposes to issue up to 38,264,250 T2 Placement Shares and 19,132,125 Placement Options to Mr Gerard (or his nominee). As a result of Mr Gerard's proposed participation in the Placement, Mr Gerard's relevant interest in the Company will increase from 146,466,010 Shares and a 15.56% interest (as at the date of this Notice) to up to a total of 184,730,260 Shares and a 16.12% interest, if shareholders approve Resolutions 3 to 5.

(c) Summary of material terms of securities

The T2 Placement Shares are fully paid ordinary shares in the Company which will, from the time of issue, rank equally with all Shares then on issue. The Placement Options will be issued on the terms set out in Schedule 1.

(d) The date or dates on which the Company will issue the securities to the persons

The Company expects to issue the T2 Placement Shares and Placement Options the subject of Resolution 5 within 5 business days of the Meeting. In any event, the Company will not issue any Shares to Mr Gerard (or his nominees) later than one month (or such later date permitted by ASX) from the date of the Meeting.

(e) The price or consideration the Company will receive for the issue

The issue price will be \$0.004 per T2 Placement Share. The Placement Options are attaching Options and have an issue price of nil.

(f) Funds raised and purpose of the issue

The purpose of the issue of the T2 Placement Shares and Placement Options to Mr Gerard, is to raise up to \$153,057 (before costs).

The Company intends to apply the proceeds from the Placement to fund the Company's working capital to fund manufacturing costs associated with sales orders and investment into new sales opportunities.

(g) Is the issue intended to remunerate or incentivise the related party

The issue of securities under Resolution 5 is not intended to remunerate or incentivise Mr Gerard. The proposed participation of Mr Gerard in the Placement is on the same terms and basis as the non-related Placement Participants.

(h) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The T2 Placement Shares and Placement Options are to be issued to Mr Gerard (or his nominees) under a placement letter which sets out the issue price and the number of T2 Placement Shares and attaching Placement Options to be issued to Mr Gerard, subject to Shareholder approval – the other standard terms are not material.

(i) **Voting exclusion statement**

A voting exclusion statement for each of Resolution 5 is included in the Notice preceding this Explanatory Statement.

5.7 Directors' recommendation

The Board (excluding Mr Gerard, who has a material personal interest in the outcome of Resolution 5 and declines to make a recommendation) recommend that Shareholders vote in favour of Resolution 5 to permit the issue of the relevant T2 Placement Shares and Placement Options, on the same basis as the non-related Placement Participants.

6. Resolution 6 – Approval to issue Lead Manager Options to Cerberus

6.1 General

The Company engaged Cerberus to act as lead manager to the Placement on the terms set out in Section 1.3.

Pursuant to the Mandate, the Company proposes to issue, subject to the Shareholder approval under Resolution 6, up to 37,000,000 Lead Manager Options to Cerberus (or its nominee) in part consideration for services provided in relation to the Placement.

The material terms of the Lead Manager Options are set out in Schedule 1.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

6.2 Listing Rule requirements

As summarised in Section 2.3 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of up to 37,000,000 Lead Manager Options is subject to the Company obtaining Shareholder approval for the issue and therefore falls within Listing Rule 7.2, Exception 17.

In order for the issue to proceed, it requires the approval of Shareholders under Listing Rule 7.1. Accordingly, Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 37,000,000 Lead Manager Options to the Lead Manager.

6.3 Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of up to 37,000,000 Lead Manager Options to the Lead Manager (or its nominee). In addition, the issue of up to 37,000,000 Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to Cerberus. Therefore, the Company will have to renegotiate the terms of the Mandate.

6.4 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(j) **Names of persons being issued securities or basis on which they were identified**

The Lead Manager Options are to be issued to the Lead Manager, Cerberus (or its nominee) who is considered to be a Material Investor, by virtue of being an adviser to the Company who will receive Equity Securities which constitute more than 1% of the Company's issued capital.

(k) **The number and class of securities to be issued**

The Company intends to issue up to 37,000,000 Lead Manager Options, being Options to subscribe for Shares in the Company.

(l) **Summary of material terms of the securities**

The Lead Manager Options each have an exercise price of \$0.006 and expire on 30 March 2029. A summary of the material terms of the Lead Manager Options is set out at Schedule 1.

(m) **The date on which the securities will be issued**

The Company expects to issue the Lead Manager Options within 5 business days of the Meeting. In any event, the Company will not issue any Lead Manager Options to Cerberus (or its nominee) later than 3 months (or such later date permitted by ASX) from the date of the Meeting.

(n) **The price or other consideration the entity will receive for the issue**

The Lead Manager Options will be issued at a nominal issue price of \$0.000001 each in consideration for services provided by Cerberus in connection to the Placement. The Lead Manager Options will be exercisable at \$0.006 each.

(o) **The purpose of the issue and intended use of any funds raised**

The purpose of the issue of Lead Manager Options is to satisfy the Company's obligations under the Mandate. Accordingly, no material funds will be raised from the issue of Lead Manager Options.

The Company will receive approximately \$222,000 if the Lead Manager Options are exercised before the expiry date. The Company currently has no specific purpose planned for the use of funds received on exercise of the Lead Manager Options.

(p) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Lead Manager Options are being issued pursuant to the Mandate, a summary of which is set out at Section 1.3.

(q) **Voting exclusion statement**

A voting exclusion statement for Resolution 6 is included in the Notice preceding this Explanatory Statement.

6.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 to enable the Company to comply with its contractual obligations under the Mandate and issue Cerberus the Lead Manager Options.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$	Australian dollars.
Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	The Board of Directors of the Company.
Business Day	A day: (a) that is a business day as defined in the Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
Chairperson or Meeting Chair	The chair of the General Meeting.
Company	Zimi Limited (ACN 113 326 524).
Company Secretary	The company secretary of the Company.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Securities	Has the meaning given to that term in the Listing Rules.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
General Meeting or Meeting	The General Meeting of Shareholders or any adjournment thereof, convened by the Notice.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Lead Manager or Cerberus	Cerberus Investments Pty Ltd (ACN 107 652 737) trading as Cerberus Advisory (AFSL No. 291787).
Lead Manager Options	The Options to be issued to Cerberus under the terms of the Mandate on the terms and conditions set out in Schedule 1.
Listing Rules	The listing rules of ASX, as amended from time to time.
Mandate	The mandate agreement between the Company and Cerberus dated 23 April 2026, a summary of which is set out in Section 1.3.

Material Investor	Any of the following: (a) a related party of the Company; (b) a member of the Company' Key Management Personnel; (c) a substantial holder in the Company; (d) an adviser to the Company; or (e) an associate of any of the above, where such person or entity is being issued more than 1% of the Company's current issued capital.
Notice Date	The date of the Notice of General Meeting.
Notice or Notice of General Meeting	The notice of General Meeting which accompanies this Explanatory Statement.
Option	An option to acquire a Share.
Option Holder	The holder of an Option.
Placement	Has the meaning given in Section Error! Reference source not found..
Placement Option	An attaching Option to be issued in connection with the Placement, exercisable at \$0.006 on or before 30 March 2029 and on the terms set out in Schedule 1 to this Explanatory Statement.
Placement Participants	Has the meaning given in Section Error! Reference source not found..
Placement Shares	Has the meaning given in Section Error! Reference source not found..
Related Party	Has the meaning given to that term in the Listing Rules.
Resolution	A resolution set out in the Notice.
Section	A section of the Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	The holder of a Share in the Company.
T1 Placement Participants	Has the meaning given in Section Error! Reference source not found..
T1 Placement Shares	Has the meaning given in Section Error! Reference source not found..
T2 Placement Participants	Has the meaning given in Section Error! Reference source not found..
T2 Placement Shares	Has the meaning given in Section Error! Reference source not found..
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 1 - Terms of Placement Options and Lead Manager Options

The key terms of the Placement Options and Lead Manager Options (together, the **Options**) are as follows:

1. **Entitlement:** Each Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.
2. **Exercise price:** The exercise price of each Option is \$0.006 (**Exercise Price**).
3. **Expiry date:** Each Option may be exercised at any time before 5.00pm (WST) on 30 March 2029 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
4. **Certificate or holding statement:** The Company must give the Option Holder a certificate or holding statement stating:
 - (a) the number of Options issued to the Option Holder;
 - (b) the Exercise Price of the Options; and
 - (c) the date of issue of the Options.
5. **Transfer:**
 - (a) Options are transferable, subject to applicable law.
 - (b) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
 - (i) a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - (ii) a prescribed instrument of transfer.
 - (c) An instrument of transfer of an Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors required to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.
6. **Quotation of Shares:** The Company will apply to ASX for quotation of the Shares issued on exercise of Options.
7. **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
8. **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Lead Manager Option is exercisable will be increased by the number of Shares which the Option Holder

would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

9. Reorganisation:

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

10. Exercise of Options:

- (a) To exercise Options, the Option Holder must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Options.
- (b) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
- (c) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (d) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
 - (i) the Option Holder must surrender their Option certificate (if any); and
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

11. Issue of Shares on exercise of Options:

- (a) Within five Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.
- (b) Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

12. Governing law: These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.



Zimi Limited | ABN 25 113 326 524

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 **1:00pm (AWST) on Saturday, 27 June 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

