
PEPPERMINT INNOVATION LIMITED
ACN 125 931 964
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm (WST)
DATE: 30 November 2026
PLACE: Level 2
35 Havelock Street
WEST PERTH WA 6005

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 2:00pm (WST) on 28 November 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTHONY KAIN

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Anthony Kain, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 otherwise on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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 43,029,049 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

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 14,343,016 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – RATIFICATION OF AGREEMENT TO ISSUE CPS PLACEMENT SHARES

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 up to 214,285,714 Shares to the CPS Placement Participants on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – RATIFICATION OF AGREEMENT TO ISSUE CPS PLACEMENT OPTIONS

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 up to 71,428,571 Options to the CPS Placement Participants on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO CPS CAPITAL

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 7.1 and for all other purposes, approval is given for the Company to issue up to 35,000,000 Options to CPS Capital (or its nominees) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 174,504,511 Securities under the employee incentive scheme titled Employee Securities Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO ANTHONY KAIN

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 20,000,000 Performance Rights to Anthony Kain (or their nominee(s)) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO CHRIS KAIN

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 20,000,000 Performance Rights to Chris Kain (or their nominee(s)) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO NEAL CROSS

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 20,000,000 Performance Rights to Neal Cross (or their nominee(s)) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <ul style="list-style-type: none"> (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 9 to 12 - Approval to issue Securities under an Incentive Plan and approval to issue Performance Rights to Anthony Kain, Chris Kain and Neal Cross	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 3 – Approval of 7.1A Mandate	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 ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Ratification of prior issue of Placement Shares	The Placement Participants (or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Ratification of prior issue of Placement Options	The Placement Participants (or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Ratification of agreement to issue CPS Placement Shares	The CPS Placement Participants (or their nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 7 – Ratification of agreement to issue CPS Placement Options	The CPS Placement Participants (or their nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 8 – Approval to issue Lead Manager Options to CPS Capital	CPS Capital (or its nominee(s)) or any other 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 ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 9 -Approval to issue Securities under an Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 10 – Approval to issue Performance Rights to Anthony Kain	Anthony Kain (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 11 – Approval to issue Performance Rights to Chris Kain	Chris Kain (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 12 – Approval to issue Performance Rights to Neal Cross	Neal Cross (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or 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 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; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice, please do not hesitate to contact the Company Secretary on +61 8 401 248 048.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.pepltd.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

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, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTHONY KAIN

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Anthony Kain, who has held office without re-election since 29 November 2024 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Kain is set out below.

Qualifications, experience and other material directorships	<p>Mr Kain has over 30 years' experience working in Australian capital markets. He has played a key role in the formation of numerous privately owned and publicly listed companies and has in-depth understanding of intellectual property and its commercialisation. Mr Kain also has considerable experience as a director having held managing director, director and legal counsel roles with Australian Stock Exchange listed companies operating foreign assets.</p> <p>Mr Kain has held advisory roles in capital raising, joint ventures and mergers and acquisitions through his exposure to a diverse range of international and national development opportunities working with technical teams in the finance, energy, motor vehicle and resources sectors.</p>
Term of office	<p>Mr Kain has served as a Director since 4 December 2015 and was last re-elected on 29 November 2024.</p>
Independence	<p>If re-elected, the Board does not consider that Mr Kain will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Mr Kain that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Kain since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Kain) recommend that Shareholders vote in favour of this Resolution.</p>

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Kain will be re-elected to the Board as an Executive Director.

If this Resolution is not passed, Mr Kain will not continue in his role as an Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Board. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

4.2 Listing Rule 7.1

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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$13,103,218. The Company is therefore an Eligible Entity.

4.3 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.4 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the development of its existing projects and/or for general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p>

REQUIRED INFORMATION		DETAILS																																										
		<p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the last closing price of Shares and the number of Equity Securities on issue as at 20 October 2026.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>																																										
		<table><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.002</th><th>\$0.004</th><th>\$0.006</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="6">Funds Raised</th></tr><tr><td>Current</td><td>3,275,804,510</td><td>327,580,451</td><td>\$655,160</td><td>\$1,310,321</td><td>\$1,965,482</td></tr><tr><td>50% increase</td><td>4,913,706,765</td><td>491,370,676</td><td>\$982,741</td><td>\$1,965,482</td><td>\$2,948,224</td></tr><tr><td>100% increase</td><td>6,551,609,020</td><td>655,160,902</td><td>\$1,310,321</td><td>\$2,620,643</td><td>\$3,930,965</td></tr></table>				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.002	\$0.004	\$0.006	50% decrease	Issue Price	50% increase	Funds Raised						Current	3,275,804,510	327,580,451	\$655,160	\$1,310,321	\$1,965,482	50% increase	4,913,706,765	491,370,676	\$982,741	\$1,965,482	\$2,948,224	100% increase	6,551,609,020	655,160,902	\$1,310,321	\$2,620,643	\$3,930,965
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<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p>																																												
<p>The table above uses the following assumptions:</p> <ol style="list-style-type: none">There are currently 3,275,804,510 Shares on issue as at the date of this Notice.The issue price set out above is the last closing market price of the Shares on the ASX on 2 January 2026 (being \$0.004) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1 or Listing Rule 7.1A (or which are the subject of a ratification resolution at this Meeting).The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.																																												

REQUIRED INFORMATION	DETAILS
	<p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <ul style="list-style-type: none"> (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
<p>Allocation policy under 7.1A Mandate</p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2025 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 30 November 2025, the Company issued or agreed to issue a total of 508,216,838 Shares pursuant to the Previous Approval (Previous Issues), which represent approximately 18.9% of the total diluted number of Equity Securities on issue in the Company on 30 November 2025, which was 2,694,255,864.</p> <p>Further details of the issues of or agreements to issue Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out in Schedule 1.</p>
<p>Voting exclusion statement</p>	<p>A voting exclusion statement applies to this Resolution.</p>

5. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES AND PLACEMENT OPTIONS

5.1 General

On 25 September 2026, the Company issued a total of 43,029,049 Shares (**Placement Shares**) (including 2,271,099 Shares issued to satisfy oversubscriptions) and 14,343,016 Options exercisable at \$0.007 each on or before 1 October 2029 (**Placement Options**) to professional, sophisticated and/or exempt investors (**Placement Participants**), raising a total of \$150,601.67 (before costs).

The Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A and the Placement Options were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares. Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Options.

5.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2025. The Company's ability to utilise the additional 10% capacity following this Meeting is conditional on Resolution 3 being passed at this Meeting.

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

5.3 Listing Rule 7.4

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

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

5.4 Technical information required by Listing Rule 14.1A

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

If Resolution 4 is not passed, the issue of the Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 5 is passed, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 5 is not passed, the issue of the Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional, sophisticated and/or exempt investors who were identified by the Directors seeking expressions of interest from the Company's existing network of investors. None of the Placement Participants are related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company under the Placement, other than RJ Holdings Limited who is a substantial shareholder and was issued 21,514,526 Shares.
Number and class of Securities issued	43,029,049 Placement Shares (Resolution 4) and 14,343,016 Placement Options (Resolution 5) were issued. The Placement Options were issued on the basis of one free attaching Option for every three Placement Shares subscribed for and issued (rounded down for fractional entitlements).
Terms of Securities	The Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options are unquoted Options exercisable at \$0.007 each on or before 1 October 2029 and were issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities were issued	25 September 2026.
Price or other consideration the Company received for the Securities	\$0.0035 per Placement Share and nil per Placement Option, as the Placement Options were issued free attaching with the Placement Shares on a one for three basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital. The Company raised \$150,601.67 (before costs) under the Placement, which the Company has applied towards general working capital, including the costs of the Placement.
Voting Exclusion Statement	A voting exclusion statement applies to each of Resolutions 4 and 5.
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

6. RESOLUTIONS 6 AND 7 – RATIFICATION OF AGREEMENT TO ISSUE CPS PLACEMENT SECURITIES

6.1 General

The Company has appointed CPS Capital Group Pty Ltd (**CPS**) as lead manager and broker to a placement of up to 214,285,714 Shares at an issue price of \$0.0035 per Share, together with one free attaching Option for every three Shares subscribed for (exercisable at \$0.007 per Share on or before the date that is 3 years from the date of issue), to sophisticated and professional investors to raise up to \$750,000 (before costs) (**CPS Placement**).

The Company agreed to issue the CPS Placement Shares pursuant to its placement capacity under Listing Rule 7.1A and the CPS Placement Options pursuant to its placement capacity under Listing Rule 7.1.

CPS Capital was appointed as lead manager and broker to the CPS Placement pursuant to a mandate between the Company and CPS Capital (**CPS Mandate**). Under the CPS Mandate, in consideration for CPS Capital acting as lead manager and broker to the CPS Placement, the Company agreed to:

- (a) pay CPS Capital (or its nominees) a management fee of 2% and a placing fee of 4% of the total gross proceeds of the CPS Placement (plus GST); and
- (b) subject to obtaining Shareholder approval and based on a raise of \$750,000, to issue CPS Capital (or its nominees) up to 35,000,000 Options exercisable at \$0.00525 each and expiring three years from the date of issue of the CPS Placement Shares (**Lead Manager Options**) at an issue price of \$0.00001 per Option. Shareholder approval for the issue of the Lead Manager Options is not obtained, the Company must instead pay CPS Capital a cash fee of up to \$150,000 (plus GST).

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the CPS Placement Shares and Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the CPS Placement Options.

6.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rules 7.1 is set out in Section 4.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2025. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

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

6.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

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

6.4 Technical information required by Listing Rule 14.1A

If these Resolution 6 is passed, the agreement to issue the CPS Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue. If Resolution 6 is not passed, the agreement to issue the CPS Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If Resolution 7 is passed, the agreement to issue the CPS Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue. If Resolution 7 is not passed, the agreement to issue the CPS Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity

Securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The CPS Placement Shares and CPS Placement Options will be issued to professional and sophisticated investors who were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the CPS Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	Up to 214,285,714 CPS Placement Shares (Resolution 6) and up to 71,428,571 CPS Placement Options (Resolution 7) were agreed to be issued. The CPS Placement Options will be issued on the basis of one free attaching Option for every three CPS Placement Shares subscribed for and issued.
Terms of Securities	<p>The CPS Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The CPS Placement Options will be unquoted Options exercisable at \$0.007 each on or before the date that is 3 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 3.</p>
Date(s) on or by which the Securities were issued	The Company expects to issue the CPS Placement Shares and CPS Placement Options prior to the Meeting. In any event, the Company will not issue the CPS Placement Shares or CPS Placement Options later than three months after the date of the Meeting.
Price or other consideration the Company received for the Securities	\$0.0035 per CPS Placement Share and nil per CPS Placement Option, as the CPS Placement Options will be issued free attaching with the CPS Placement Shares on a one for three basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the CPS Placement is to raise capital. The Company expects to raise up to \$750,000 (before costs) under the CPS Placement, which the Company intends to apply towards general working capital, including the costs of the CPS Placement.
Summary of material terms of agreement to issue	The CPS Placement Shares and CPS Placement Options will be issued under standard form placement letter agreements on the terms set out in Section 6.1.
Voting Exclusion Statement	A voting exclusion statement applies to each of Resolutions 6 and 7
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

7. RESOLUTION 8 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO CPS CAPITAL

7.1 General

As summarised in Section 6.1 above, the Company agreed, subject to obtaining Shareholder approval, to issue up to 35,000,000 Lead Manager Options to CPS Capital (or

its nominee(s)) in consideration for acting as lead manager and broker to the CPS Placement.

Further details of the CPS Mandate, including the cash fees to be paid in respect of the CPS Placement are set out in Section 6.1 above. The CPS Mandate otherwise contains terms and conditions customary for agreements of this nature.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options to CPS Capital (or its nominees).

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue of the Lead Manager Options falls within exception 17 of Listing Rule 7.2, which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will instead be required to pay CPS Capital a cash fee of up to \$150,000 under the CPS Mandate, which would reduce the funds available to the Company for working capital.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	CPS Capital (or its nominees), being the lead manager and broker to the CPS Placement.
Number of Securities and class to be issued	Up to 35,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by 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 the Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at an issue price of \$0.00001 per Option and in consideration for the lead manager and broker services provided by CPS Capital to the Company in connection with the CPS Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations to CPS Capital under the CPS Mandate.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the CPS Mandate, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

8.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 174,504,511 Securities under the employee incentive scheme titled “Employee Securities Incentive Plan” (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

8.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 8.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

8.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 5.
Number of Securities previously issued under the Plan	The Company has issued 155,000,000 Securities under the Plan since the Plan was last approved by Shareholders on 30 November 2022
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 174,504,511

REQUIRED INFORMATION	DETAILS
	<p>Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>It is anticipated that 52,000,000 Performance Rights will be issued to employees and contractors under the Plan with the same milestones to those attaching to the Performance Rights to be issued to Anthony Kain, Chris Kain and Neal Cross pursuant to Resolutions 10 to 12. Such milestones are linked to achievement of revenue milestones and therefore any satisfaction of such milestones will mean that all Shareholders have also benefited from a value accretive event.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

9. RESOLUTIONS 10 TO 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

9.1 General

The Company has agreed, subject to Shareholder approval, to issue an aggregate of 60,000,000 Performance Rights to Anthony Kain, Chris Kain and Neal Cross (or their nominee(s)) (**Related Parties**) pursuant to the Employee Securities Incentive Plan (**Plan**) on the terms and conditions set out below.

Resolutions 10 to 12 seek Shareholder approval for the purposed of Listing Rule 10.14 for the issue of the Performance Rights to the Related Parties

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	EXPIRY DATE	VESTING CONDITION / EXERCISE PRICE	QUANTUM	RECIPIENT	RESOLUTION
A	30 June 2031	The Company achieving \$4m annual revenue, based on audited/reviewed financial reports, on or before 30 June 2027.	2,000,000	Anthony Kain	10
			2,000,000	Chris Kain	11
			2,000,000	Neal Cross	12
B	30 June 2031	The Company achieving breakeven, as validated against audited/reviewed financial reports, on or before 30 June 2027.	2,000,000	Anthony Kain	10
			2,000,000	Chris Kain	11
			2,000,000	Neal Cross	12

CLASS	EXPIRY DATE	VESTING CONDITION / EXERCISE PRICE	QUANTUM	RECIPIENT	RESOLUTION
C	30 June 2031	The Company achieving \$1m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2028.	6,000,000	Anthony Kain	10
			6,000,000	Chris Kain	11
			6,000,000	Neal Cross	12
D	30 June 2031	The Company achieving \$4m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2029.	10,000,000	Anthony Kain	10
			10,000,000	Chris Kain	11
			10,000,000	Neal Cross	12
Total			60,000,000		

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

The Directors (other than Anthony Kain who has a material interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Anthony Kain, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Chris Kain who has a material interest in Resolution 11) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Chris Kain, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Neal Cross who has a material interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Neal Cross, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

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

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within three years 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 (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolution are not passed, the Company will not be able to proceed with the issue and may seek alternative forms of remuneration for the Related Parties (which may include cash bonuses or renegotiating the terms of the Performance Rights proposed to be issued to the Related Parties on less incentivised terms (and seeking Shareholder approval for the issue of the Performance Rights), potentially misaligning incentives for the Related Parties.

9.5 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 9.1 above.
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 60,000,000 which will be allocated as set out in the table included at Section 9.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 6.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 5.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for

REQUIRED INFORMATION	DETAILS												
use of any funds raised by the issue	Anthony Kain, Chris Kain and Neal Cross to motivate and reward their performance as a Director and to provide cost effective remuneration to Anthony Kain, Chris Kain and Neal Cross, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Anthony Kain, Chris Kain and Neal Cross.												
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <p>(a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders;</p> <p>(b) the milestones attaching to the Performance Rights to Anthony Kain, Chris Kain and Neal Cross will align the interests of the recipient with those of Shareholders;</p> <p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Anthony Kain, Chris Kain and Neal Cross; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.</p>												
Consideration of quantum of Securities to be issued	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p>												
Remuneration package	<p>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below (including superannuation, but excluding any discretionary bonuses and any non-cash or equity benefits):</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 June 2027 (ESTIMATE)</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 June 2026</th></tr><tr><td>Anthony Kain</td><td>252,020</td><td>252,020</td></tr><tr><td>Chris Kain</td><td>334,646</td><td>334,646</td></tr><tr><td>Neal Cross</td><td>88,413</td><td>88,413</td></tr></table> <p>Notes:</p> <p>1. Comprising Directors' fees/salary of \$225,500 and a superannuation payment of \$26,520.</p> <p>2. Comprising Directors' fees/salary of \$299,486 and a superannuation payment of \$35,160.</p> <p>3. Comprising Directors' fees/salary of \$83,119 and a superannuation payment of \$5,294.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 June 2027 (ESTIMATE)	PREVIOUS FINANCIAL YEAR ENDED 30 June 2026	Anthony Kain	252,020	252,020	Chris Kain	334,646	334,646	Neal Cross	88,413	88,413
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 June 2027 (ESTIMATE)	PREVIOUS FINANCIAL YEAR ENDED 30 June 2026											
Anthony Kain	252,020	252,020											
Chris Kain	334,646	334,646											
Neal Cross	88,413	88,413											

REQUIRED INFORMATION	DETAILS																																								
	<p>4. If the Performance Rights are issued, the total remuneration package for each of the proposed recipients will increase by \$70,000, being the value of the Performance Rights (based on the valuation methodology set out in Schedule 7.</p>																																								
Valuation	The value of the Incentive Performance Rights and the pricing methodology is set out in Schedule 7.																																								
Interest in Securities	<p>The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Anthony Kain</td><td>83,991,416</td><td>Nil</td><td>Nil</td><td>2.56%</td><td>2.43%</td></tr><tr><td>Chris Kain</td><td>110,325,322</td><td>Nil</td><td>Nil</td><td>3.37%</td><td>3.19%</td></tr><tr><td>Neal Cross</td><td>Nil</td><td>Nil</td><td>Nil</td><td>-</td><td>-</td></tr></table> <p>Post issue</p> <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Anthony Kain</td><td>83,991,416</td><td>Nil</td><td>20,000,000</td></tr><tr><td>Chris Kain</td><td>110,325,322</td><td>Nil</td><td>20,000,000</td></tr><tr><td>Neal Cross</td><td>Nil</td><td>Ni</td><td>20,000,000</td></tr></table> <p>Notes:</p> <p>1. Fully paid ordinary shares in the capital of the Company (ASX: PIL).</p>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Anthony Kain	83,991,416	Nil	Nil	2.56%	2.43%	Chris Kain	110,325,322	Nil	Nil	3.37%	3.19%	Neal Cross	Nil	Nil	Nil	-	-	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Anthony Kain	83,991,416	Nil	20,000,000	Chris Kain	110,325,322	Nil	20,000,000	Neal Cross	Nil	Ni	20,000,000
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED																																				
Anthony Kain	83,991,416	Nil	Nil	2.56%	2.43%																																				
Chris Kain	110,325,322	Nil	Nil	3.37%	3.19%																																				
Neal Cross	Nil	Nil	Nil	-	-																																				
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS																																						
Anthony Kain	83,991,416	Nil	20,000,000																																						
Chris Kain	110,325,322	Nil	20,000,000																																						
Neal Cross	Nil	Ni	20,000,000																																						
Dilution	If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 60,000,000 Shares would be issued. This will increase the number of Shares on issue from 3,275,804,510 (being the total number of Shares on issue as at the date of this Notice) to 3,335,804,510 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.8%, comprising 0.6% by Anthony Kain, 0.6% by Chris Kain and 0.6% by Neal Cross.																																								
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.005</td><td>19 December 2025</td></tr><tr><td>Lowest</td><td>\$0.003</td><td>26 November 2025</td></tr><tr><td>Last</td><td>\$0.004</td><td>2 January 2026</td></tr></table>		PRICE	DATE	Highest	\$0.005	19 December 2025	Lowest	\$0.003	26 November 2025	Last	\$0.004	2 January 2026																												
	PRICE	DATE																																							
Highest	\$0.005	19 December 2025																																							
Lowest	\$0.003	26 November 2025																																							
Last	\$0.004	2 January 2026																																							
Securities previously issued to the recipient/(s) under the Plan	15,000,000 Performance Rights have previously been issued to Neal Cross for nil cash under the Plan.																																								
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.																																								
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to																																								

REQUIRED INFORMATION	DETAILS
	<p>the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
Other information	<p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p>
Voting exclusion statements	<p>Voting exclusion statements apply to these Resolutions.</p>
Voting prohibition statements	<p>Voting prohibition statements apply to these Resolutions.</p>

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.2.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

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

Company means Peppermint Innovation Limited (ACN 125 931 964).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Previous Approval has the meaning given in Section 4.4.

Previous Issues has the meaning given in Section 4.4.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2026.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

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

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – ISSUES OF EQUITY SECURITIES UNDER LISTING RULE 7.1A SINCE 30 NOVEMBER 2025

DATE	RECIPIENTS	NUMBER AND CLASS OF EQUITY SECURITIES ISSUED	ISSUE PRICE AND DISCOUNT TO MARKET PRICE (IF APPLICABLE) ¹	TOTAL CASH CONSIDERATION AND USE OF FUNDS
Issue – 9 February 2026 Appendix 2A – 9 February 2026	Unrelated investors under sections 708(1) and 708(8) of the Corporations Act identified by the Directors, as part of a placement, the issue of which was ratified by Shareholders on 24 April 2026.	58,333,333 Shares ²	\$0.003 per Share (representing a 25% discount to Market Price)	Amount raised: \$175,000 Amount spent: \$175,000 Use of funds: general working capital. Amount remaining: nil
Issue – 24 February 2026 Appendix 2A – 24 February 2026	Unrelated professional and sophisticated investors identified by the Directors, as part of a placement, the issue of which was ratified by Shareholders on 24 April 2026.	21,666,666 Shares ²	\$0.003 per Share (representing a 25% discount to Market Price)	Amount raised: \$65,000 Amount spent: \$65,000 Use of funds: general working capital. Amount remaining: nil
Issue – 5 March 2026 Appendix 2A – 5 March 2026	Nominees of Tsunami Financial Solutions Inc under the subscription agreement announced on 4 March 2026 (being the first tranche of that subscription), the issue of which was ratified by Shareholders on 24 April 2026. The Shares are subject to 12 months' voluntary escrow.	170,902,076 Shares ²	\$0.0035 per Share (representing a 12.5% discount to Market Price)	Amount raised: \$578,229 (being the Listing Rule 7.1A portion of the US\$750,000 Tranche 1 subscription net of costs) Amount spent: \$578,229 Use of funds: settlement of amounts owing to Obsidian Global GP, LLC, acceleration of the roll-out of the Company's payments platform in the Philippines and general working capital. Amount remaining: nil
Issue – 25 September 2026 Appendix 2A – 25 September 2026	The Placement Participants, being unrelated professional, sophisticated and/or exempt investors identified by the Directors, as part of the Placement (the subject of Resolution 4).	43,029,049 Shares ²	\$0.0035 per Share (representing a 12.5% discount to Market Price)	Amount raised: \$150,601.67 Amount spent: nil Use of funds: general working capital. Amount remaining: nil

DATE	RECIPIENTS	NUMBER AND CLASS OF EQUITY SECURITIES ISSUED	ISSUE PRICE AND DISCOUNT TO MARKET PRICE (IF APPLICABLE) ¹	TOTAL CASH CONSIDERATION AND USE OF FUNDS
				Proposed use of remaining funds: ⁴ general working capital
Proposed issue – 7 September 2026 Appendix 3B – 7 September 2026	The CPS Placement Participants, being professional and sophisticated investors (not related parties of the Company) identified through a bookbuild conducted by CPS Capital, as part of the CPS Placement (the subject of Resolution 6).	214,285,714 Shares ²	\$0.0035 per Share (representing a 12.5% discount to Market Price)	Amount to be raised: \$750,000 Use of funds: general working capital.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). The Company's Shares have been suspended from official quotation since 7 January 2026. Accordingly, for the purposes of this table the discount for each issue is calculated on the Market Price of \$0.004, being the closing price of Shares on ASX on 2 January 2026, the last trading day on which a sale was recorded prior to the suspension.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: PIL (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

(a) **Entitlement**

Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Placement Option.

(b) **Exercise Price**

Subject to paragraph (k), the amount payable upon exercise of each Placement Option will be \$0.007 (**Exercise Price**).

(c) **Expiry Date**

Each Placement Option will expire at 5:00pm (WST) on 1 October 2029 (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Placement Options may be exercised during the Exercise Period by notice in writing to the Company duly executed by the holder stating that the holder wishes to exercise the Placement Options (**Exercise Notice**) and payment of the Exercise Price for each Placement Option being exercised by bank cheque payable to the Company or by electronic funds transfer of immediately available funds to an account nominated by the Company.

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

On a date determined by the Company, being no later than 15 Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (b) issue, or procure the issue of, a holding statement in respect of those Shares;
- (c) take all reasonable steps within its power to ensure that those Shares are freely tradeable and transferable on ASX, including (to the extent permitted by law) by giving 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, lodging with ASIC a prospectus prepared in accordance with the Corporations Act; and
- (d) if the Company's securities have been reinstated to official quotation on ASX at the time, apply for official quotation on ASX of the Shares issued pursuant to the exercise of the Placement Options within 3 Business Days after the issue of those Shares.

(h) **Shares issued on exercise**

Shares issued on exercise of the Placement Options rank equally with, and form one class with, the then issued Shares.

(i) **Rights of holder**

A holder of Placement Options has no interest in, and is not entitled to any dividend or other distribution in respect of, the Shares the subject of the Placement Options until those

Placement Options are exercised in accordance with these terms and conditions and the Shares are issued to the holder.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options before the record date for the relevant offer. The Company will give holders of Placement Options at least 7 Business Days' notice of the record date for any such offer.

(k) **Reorganisation of capital**

If the Company reorganises its issued capital prior to the Expiry Date, the rights of a holder of Placement Options will be changed to the extent necessary to comply with the Corporations Act and the Listing Rules applying to a reorganisation of capital at the time of the reorganisation, on the following basis:

- (e) in a consolidation of capital, the number of Placement Options will be consolidated in the same ratio as the ordinary capital and the Exercise Price will be amended in inverse proportion to that ratio;
- (f) in a sub-division of capital, the number of Placement Options will be sub-divided in the same ratio as the ordinary capital and the Exercise Price will be amended in inverse proportion to that ratio;
- (g) in a return of capital, the number of Placement Options will remain the same and the Exercise Price of each Placement Option will be reduced by the same amount as the amount returned in relation to each Share;
- (h) in a reduction of capital by a cancellation of paid up capital that is lost or not represented by available assets where no Shares are cancelled, the number of Placement Options and the Exercise Price will remain unaltered;
- (i) in a pro rata cancellation of capital, the number of Placement Options will be reduced in the same ratio as the ordinary capital and the Exercise Price of each Placement Option will be amended in inverse proportion to that ratio; and
- (j) in any other case, the number of Placement Options or the Exercise Price (or both) will be reorganised so that the holder will not receive a benefit that Shareholders do not receive, provided that this does not prevent a rounding up of the number of Shares to be received on exercise if the rounding up is approved at the meeting of Shareholders which approves the reorganisation.

(l) **Change in exercise price**

Other than as provided in paragraph (k), a Placement Option does not confer the right to a change in the Exercise Price or a change in the number of Shares over which the Placement Option can be exercised.

(m) **Transferability**

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

(n) **Takeover restriction**

A Placement Option may not be exercised if, and to the extent that, the issue of Shares on exercise would result in the holder (or any other person) having a relevant interest in Shares equal to or greater than 20% of the issued capital of the Company. The Company may require a holder to provide such information as the Company reasonably requires to satisfy itself of this matter before issuing Shares on exercise.

(o) **Amendment**

The terms and conditions of the Placement Options may be changed to the extent necessary to comply with the Listing Rules. By accepting Placement Options, a holder agrees to be bound by the Constitution, the Corporations Act and the Listing Rules.

SCHEDULE 3 – TERMS AND CONDITIONS OF CPS PLACEMENT OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.007 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is 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**

Within 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 (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) **Reorganisation**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with

the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(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) **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.

(l) **Transferability**

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 LEAD MANAGER OPTIONS

(a) **Entitlement**

Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Lead Manager Option will be \$0.00525 (**Exercise Price**).

(c) **Expiry Date**

Each Lead Manager Option will expire at 5:00 pm (WST) on the date that is 3 years after the date of issue (**Expiry Date**). A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Lead Manager Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Lead Manager 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 Lead Manager Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 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 Lead Manager 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 Lead Manager Options.

If a notice delivered under (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 Lead Manager 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 Lead Manager Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE 5 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of a Plan Share, Option, Performance Right or other Convertible Security (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and

	(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Vesting of Convertible Securities	Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Exercise of Convertible Securities and cashless exercise	<p>To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restrictions on dealing with Convertible Securities	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.</p>
Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <p>(a) where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Convertible Securities will automatically be forfeited by the Participant;</p>

	<p>(b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the Expiry Date.</p>
Change of control	<p>If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.</p>
Adjustment of Convertible Securities	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Plan Shares	<p>The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.</p> <p>Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.</p>
Rights attaching to Plan Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.</p>
Disposal restrictions on Plan Shares	<p>If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <p>(a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or</p>

	(b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Plan Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.</p>
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Maximum number of Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 9 and Section 8.3). The Constitution specifies an issue cap of 10%.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>

**Income Tax Assessment
Act**

The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 6 – PERFORMANCE RIGHTS TERMS AND CONDITIONS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.										
2.	Plan	<p>The Performance Rights are granted under the Company's Employee Incentive Securities Plan (Plan).</p> <p>Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</p>										
3.	Consideration	Nil consideration is payable for the Performance Rights.										
4.	Expiry Date	<p>Each Performance Right will expire on the earlier to occur of:</p> <p>(a) the Performance Rights lapsing and being forfeited under the Plan; and</p> <p>(b) 5:00 pm (WST) on:</p> <table><tr><th>CLASS</th><th>EXPIRY DATE</th></tr><tr><td>A</td><td>30 June 2031</td></tr><tr><td>B</td><td>30 June 2031</td></tr><tr><td>C</td><td>30 June 2031</td></tr><tr><td>D</td><td>30 June 2031</td></tr></table> <p>(Expiry Date).</p> <p>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</p>	CLASS	EXPIRY DATE	A	30 June 2031	B	30 June 2031	C	30 June 2031	D	30 June 2031
CLASS	EXPIRY DATE											
A	30 June 2031											
B	30 June 2031											
C	30 June 2031											
D	30 June 2031											
5.	Vesting Conditions	<p>The Performance Rights shall vest as follows:</p> <table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td>The Company achieving \$4m annual revenue, based on audited/reviewed financial reports, on or before 30 June 2027.</td></tr><tr><td>B</td><td>The Company achieving breakeven, as validated against audited/reviewed financial reports, on or before 30 June 2027.</td></tr><tr><td>C</td><td>The Company achieving \$1m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2028.</td></tr><tr><td>D</td><td>The Company achieving \$4m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2029.</td></tr></table> <p>each, a Vesting Condition.</p>	CLASS	VESTING CONDITION	A	The Company achieving \$4m annual revenue, based on audited/reviewed financial reports, on or before 30 June 2027.	B	The Company achieving breakeven, as validated against audited/reviewed financial reports, on or before 30 June 2027.	C	The Company achieving \$1m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2028.	D	The Company achieving \$4m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2029.
CLASS	VESTING CONDITION											
A	The Company achieving \$4m annual revenue, based on audited/reviewed financial reports, on or before 30 June 2027.											
B	The Company achieving breakeven, as validated against audited/reviewed financial reports, on or before 30 June 2027.											
C	The Company achieving \$1m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2028.											
D	The Company achieving \$4m net income/profit, as validated against audited/reviewed financial reports, on or before 30 June 2029.											
6.	Rights attaching to Performance Rights	<p>Prior to a Performance Right being converted, the holder:</p> <p>(a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Plan;</p> <p>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</p> <p>(c) is not entitled to receive any dividends declared by the Company; and</p>										

		(d) is not entitled to participate in any new issue of Shares (refer to section 16).
7.	Restrictions on dealing with Performance Rights	<p>The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.</p>
8.	Cessation of Employment	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason.
9.	Forfeiture Conditions	<p>Performance Rights will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Performance Rights held by a Participant to have been forfeited; (c) where there is a failure to satisfy the Vesting Conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or (e) on the Expiry Date, <p>subject to the discretion of the Board.</p>
10.	Conversion	The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date (Conversion Period).
11.	Conversion Notice	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (Conversion Notice).
12.	Timing of issue of Shares and quotation of Shares on conversion	<p>Within five Business Days after the issue of a Conversion Notice by the holder, the Company will:</p> <ul style="list-style-type: none"> (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder. <p>Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.</p>
13.	Restrictions on transfer of Shares on conversion	<p>Shares issued on conversion of the Performance Rights are subject to the following restrictions:</p> <ul style="list-style-type: none"> (c) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the

		<p>Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</p> <p>(d) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(e) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.</p>
14.	Rights attaching to Shares on conversion	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
15.	Change of Control	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
16.	Participation in new issues	Subject always to the rights under paragraphs 17 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
17.	Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are converted.
18.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
19.	Buy-Back	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.
20.	Tax Deferral	Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) to the Performance Rights.

SCHEDULE 7 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Directors Pursuant to Resolutions 10 to 12 have been valued by internal management based on the assumptions set out below:

ASSUMPTIONS	
Valuation Date	20 October 2026
Market price of Shares	\$0.0035
Exercise price	Nil
Expiry Date	30 June 2027, 30 June 2027, 30 June 2028, 30 June 2029 (for Class A, B, C and D respectively)
Indicative value per incentive Performance Right	\$0.0035
Total value of Incentive Performance Rights – Resolutions 11 to 13	\$210,000
Anthony Kain (Resolution 10)	\$70,000
Chris Kain (Resolution 11)	\$70,000
Neal Cross (Resolution 12)	\$70,000

PROXY FORM

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

PIL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **2:00pm (WST) on Saturday, 28 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING**Corporate Representative**

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:**XX****Online:**

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



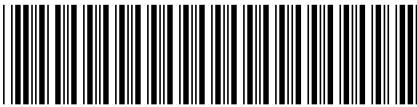
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Peppermint Innovation Limited hereby appoint

☐

the Chair
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Peppermint Innovation Limited to be held at Level 2, 35 Havelock Street, West Perth, WA 6005 on Monday, 30 November 2026 at 2:00pm (WST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9, 10,11 and 12 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 9, 10,11 and 12 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 9, 10, 11 and 12 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐	10	Approval to Issue Performance Rights to Anthony Kain	☐	☐	☐
2	Re-election of Director - Mr Anthony Kain	☐	☐	☐	11	Approval to Issue Performance Rights to Chris Kain	☐	☐	☐
3	Approval of 7.1A Mandate	☐	☐	☐	12	Approval to Issue Performance Rights to Neal Cross	☐	☐	☐
4	Ratification of Prior Issue of Placement Shares	☐	☐	☐					
5	Ratification of Prior Issue of Placement Options	☐	☐	☐					
6	Ratification of Prior Issue of CPS Placement Shares	☐	☐	☐					
7	Ratification of Prior Issue of CPS Placement Options	☐	☐	☐					
8	Approval to Issue Lead Manager Options to CPS Capital	☐	☐	☐					
9	Approval to Issue Securities Under an Incentive Plan	☐	☐	☐					

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

