



1414 DEGREES LIMITED

NOTICE OF 2025 ANNUAL GENERAL MEETING

ACN 138 803 620

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of 1414 Degrees Limited will be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on **Wednesday, 19 November 2025** commencing at **11.00 am** (Adelaide time).

The Explanatory Memorandum and the Proxy Form, form part of this notice.

Ordinary Business

Financial Report

To receive and consider the Company's Financial Statements, Directors' Report and Independent Audit Report for the year ended 30 June 2025.

The 2025 Annual Report is available to view online at the Company's website <http://www.1414degrees.com.au>, and has been despatched to those Shareholders who have elected to receive a hard copy of the report.

Resolution 1 — Adoption of the Remuneration Report for the year ended 30 June 2025

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

That, for the purpose of section 250R(2) of the Corporations Act 2001 (Cth), the Company adopt the Remuneration Report for the period ended 30 June 2025 as set out in the Directors' Report in the 2025 Annual Report.

Notes:

- In accordance with section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**) the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to Resolution 1 (see Explanatory Memorandum for details).

Resolution 2 – Re-election of Mr Graham Dooley as a Director

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

That Mr Graham Dooley, being a Director who is retiring in accordance with clause 3.6 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

Resolution 3 – Approval of Previous Issue of 2,777,778 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 2,777,778 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 3 (see Explanatory Memorandum for details).

Resolution 4 – Approval of Previous Issue of 3,846,154 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 3,846,154 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 4 (see Explanatory Memorandum for details).

Resolution 5 – Approval of Previous Issue of 35,725,278 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 35,725,278 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 5 (see Explanatory Memorandum for details).

Resolution 6 – Approval of Issue of 14,274,722 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 14,274,722 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 6 (see Explanatory Memorandum for details).

Resolution 7 – Approval of Subscription Shares to Lind

To consider, and if thought fit, pass 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 35,725,278 fully paid ordinary shares in the Company to Lind on the terms and conditions set out in the Explanatory Memorandum which is attached to and forms part of this Notice.”

Note: A voting exclusion statement applies to Resolution 7 (see Explanatory Memorandum for details).

Resolution 8 – Approval of Monthly Tranche Shares to Lind

To consider, and if thought fit, pass 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 8,888,892 fully paid ordinary shares in the Company to Lind on the terms and conditions set out in the Explanatory Memorandum which is attached to and forms part of this Notice.”

Note: A voting exclusion statement applies to Resolution 8 (see Explanatory Memorandum for details).

Resolution 9 – Approval of Previous Issue of Placement Shares

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 28,904,762 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 9 (see Explanatory Memorandum for details).

Resolution 10 – Approval of Issue of Placement Free Attaching Options

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 28,904,762 Placement Free Attaching Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 10 (see Explanatory Memorandum for details).

Resolution 11 – Approval of Issue of Facilitation Shares

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 1,500,000 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 11 (see Explanatory Memorandum for details).

Resolution 12 – Approval of Issue of Tranche 1 Broker Options

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 2,000,000 Tranche 1 Broker Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 12 (see Explanatory Memorandum for details).

Resolution 13 – Approval of Issue of Tranche 2 Broker Options

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 2,000,000 Tranche 2 Broker Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 13 (see Explanatory Memorandum for details).

Resolution 14 – Approval of Issue of Tranche 3 Broker Options

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

That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 4,000,000 Tranche 3 Broker Options on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 14 (see Explanatory Memorandum for details).

Resolution 15 – Approval of Additional 10% Placement Capacity

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

That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum be approved.

Resolution 16 – Renewal of Proportional Takeover Provisions

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

“That, for the purposes of section 648G of the Corporations Act and for all other purposes, approval is given to renew the proportional takeover provisions contained in clause 36 of the Company’s Constitution for a period of three years from the date of the passing of this Resolution.”

By Order of the Board



Katelyn Adams
Company Secretary
Dated this 20th Day of October 2025

Important Information

Voting Entitlements

The Company has determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purposes of ascertaining entitlements to participate in and vote at the Annual General Meeting, all shares in the Company will be taken to be held by those persons who held them as registered holders at 6:30pm (Adelaide time) on Monday, 17th November 2025 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to participate in or vote at the Meeting.

Proxies

A Shareholder entitled to participate in and vote at the meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.

Subject to any specific proxy provisions set out in a voting exclusion statement for a resolution (as to which, see the Explanatory Memorandum below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a resolution, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting.

In order to be valid, the Proxy form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 11.00am (Adelaide time) on Monday, 17th November 2025).

By mail: 1414 Degrees Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

Online: at www.investorvote.com.au.
To use this facility, you will need your holder number (SRN or HIN), postcode and the control number shown on your proxy form.

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

or for **Intermediary Online subscribers only** (custodians), cast the Shareholder's vote online by visiting www.intermediaryonline.com.

Any Proxy Forms received after that time will not be valid for the Meeting.

Please note that if the chair of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy, you can direct the chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

Corporate Representative

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting.

Asking Questions

Shareholders may submit questions or comments to the Company in relation any item of business in advance of the Meeting. Questions must be submitted by emailing the Company Secretary at info@1414degrees.com.au by 5.00pm (Adelaide time) on Friday, 14 November 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice.

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Wednesday, 19 November 2025 commencing at 11.00 am (Adelaide time). It should be read in conjunction with the accompanying Notice of Annual General Meeting.

ORDINARY BUSINESS

2. Financial Report

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and Independent Audit Report of the Company for the most recent financial year will be presented to the Meeting.

There is no requirement for a formal resolution on this item of business.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit (SA) Pty Ltd (**BDO**), questions about the Independent Audit Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2025, the preparation and content of the Independent Audit Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters in advance of the Meeting. See the Important Information section of the Notice of Meeting for details on how to submit questions in advance of the Meeting.

No Shareholder vote is required.

3. Resolution 1 — Remuneration Report for the year ended 30 June 2025

3.1 Background

In accordance with section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2025.

The Remuneration Report is contained in the Directors' Report in the 2025 Annual Report, which is available to view online at the Company's website <http://www.1414degrees.com.au> and despatched to those Shareholders who have elected to receive a hard copy of the report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2025.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at each Annual General Meeting of the Company. Shareholders should note that the vote on Resolution 1 is not binding on the Company or the Directors.

If 25% or more of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors must stand for re-election.

3.2 Directors' Recommendation

The Directors recommend Shareholders vote in favour of Resolution 1. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 1.

3.3 Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- 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.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

3.4 Important information for Shareholders:

Please note, in accordance with sections 250R(4) and (5) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 1 unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions. Please note that if the Chairman of the Meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chairman. You should be aware that the Chairman of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chairman as your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 1, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the ASX Listing Rules).

4. Resolution 2 — Re-election of Mr Graham Dooley as Director

4.1 Background

In accordance with clause 3.6(a) of the Company's Constitution, at every Annual General Meeting one-third of the Directors for the time being must retire from office and are eligible for re-election. This does not include the Managing Director (being Dr Kevin Moriarty).

Mr Dooley will retire at the Annual General Meeting. Mr Dooley is eligible, and has offered himself, for re-election as a Director.

4.2 Information regarding Mr Dooley

Mr Dooley was first appointed as a Non-Executive Director of the Company on 3 November 2022 and was last re-elected at the Company's 2023 Annual General meeting on 10 November 2023.

Having had regard to the ASX Corporate Governance Principles and Recommendations, the Board considers Mr Dooley to be an independent Director.

Qualifications: BSc, BE (Hons), MPA, FAICD, FIEAust

Experience and expertise: Mr Dooley is an accomplished Non-Executive Director, Managing Director and Chairman with extensive infrastructure and investment experience. Mr Dooley is currently the Chairman of the Northern Adelaide Waste Management Authority, a Local Government owned business, and a Senior Advisor to two Local Government Councils in South Australia.

Mr Dooley established and was the Managing Director of United Utilities Australia (now Trility) from 1991-2007. Following this, he founded and held an Executive Chairman role with the Water Utilities Australia Group of companies and its sister company that invested in agricultural water entitlements. He is a past National President of the Australian Water Association, a Fellow of the Australian Institute of Company Directors and a Fellow of the Institution of Engineers, Australia.

4.3 Directors' Recommendation

The Directors (excluding Mr Dooley who abstains from making a recommendation) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 2.

5. Background for Resolutions 3 to 8

5.1 Lind Investment

As announced to ASX on 16 September 2024, the Company entered into agreements with Lind Global Fund II, LP (**Lind**) pursuant to which Lind will provide up to A\$4,700,000 in funding to the Company to subscribe for fully paid ordinary shares in the Company (Shares) under two agreements (**agreements**) as follows:

- (**Share Subscription Agreement**), Lind will make a payment of A\$1,300,000 (**Advance Payment Amount**) (less any applicable offset) to the Company, as a prepayment for Shares to be issued to the Investor (**Subscription Shares**) for a deemed subscription value of A\$1,560,000 (**Subscription Amount**), with the Subscription Shares to be issued within 24 months from the date of payment of the Advance Payment Amount in accordance with the terms of that agreement; and
- (**Monthly Purchase Agreement**), Lind will subscribe for Shares (**Tranche Shares**) by making payments of up to A\$3,400,000 in aggregate to the Company in monthly tranches ranging between A\$50,000 to A\$300,000 over 12 months (**Tranche Amounts**), with an initial Tranche Amount of A\$100,000 (**First Tranche Amount**), in accordance with the terms of that agreement.

In reference to the shares to be issued:

- The Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares. If the Company is unable to issue Subscription Shares or Tranche Shares under the limit and does not obtain shareholder approval to the issue under Listing Rule 7.1, the Company must make a cash repayment in relation to those Shares instead as detailed in Schedules 1 and 2.
- Subject to the Company receiving further shareholder approval in accordance with Chapter 6 of the Corporations Act, the Company will at no time issue any Shares to Lind to the extent that such issue would result in Lind exceeding 19.99% in its Voting Power in the Company. If the Company is unable to issue Shares as a result of this threshold, the Company must make a cash repayment in relation to the Shares which exceed that threshold instead as detailed in Schedules 1 and 2.
- To maximise its placement capacity, the Company has agreed to seek shareholder ratification of all prior securities issued under the Share Subscription Agreement and the Monthly Purchase Agreement at each general meeting of the Company during the term of those agreements and also seek shareholder approval

in respect of any Shares that may be required to be issued by the Company under an agreement in the three months after the meeting.

Funds raised under the investment will be used to fund industry placement of the Company's SiBox technology, development of the Aurora Precinct grid scale battery and the Company's general working capital requirements.

Refer to Schedule 1 for a summary of the key terms and conditions of the Share Subscription Agreement and Schedule 2 for a summary of the key terms and conditions of the Monthly Purchase Agreement.

5.2 Voting Exclusion Statement – Resolutions 3 to 8

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

Resolution 3 – Approval of Previous Issue of 2,777,778 Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 4 – Approval of Previous issue of 3,846,154 Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 5 – Approval of Previous issue of 35,725,728 Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 6 – Approval of Issue of 14,274,722 Shares to Lind	Lind or any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates
Resolution 7 – Approval of Subscription Shares to Lind	Lind or any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates
Resolution 8 – Approval of Monthly Tranche Shares to Lind	Lind or any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates

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.

6. Resolution 3 Approval of Previous Issue of 2,777,778 Shares to Lind

The purpose of Resolution 3 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 2,777,778 Tranche 5 Shares to Lind on the terms set out herein.

6.1 Listing Rule 7.1

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

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

ASX 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 ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the Issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to Lind.
- 2,777,778 ordinary shares have been issued.
- The shares were issued with an issue price of \$0.018
- The shares were issued on 4 March 2025
- The material terms of the Monthly Purchase Agreement are enclosed as Schedule 2
- The shares issued relate to the Tranche 5 amount of \$50,000
- A voting exclusion statement applies to resolution 3 and is outlined in section 5.2

Resolution 3 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 - Approval of Previous Issue of 3,846,154 Shares to Lind

The purpose of Resolution 4 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 3,846,154 Tranche 6 Shares to Lind on the terms set out herein.

7.1 Listing Rule 7.1

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the Issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to Lind.
- 3,846,154 ordinary shares have been issued.
- The shares were issued with an issue price of \$0.013
- The shares were issued on 3 July 2025
- The material terms of the Monthly Purchase Agreement are enclosed as Schedule 2
- The shares issued relate to the Tranche 6 Amount of \$50,000
- A voting exclusion statement applies to resolution 4 and is outlined in section 5.2

Resolution 4 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

8. Resolution 5 - Approval of Previous Issue of 35,725,278 Shares to Lind

The purpose of Resolution 5 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 35,725,278 Shares to Lind on the terms set out herein.

8.1 Listing Rule 7.1

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the Issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to Lind.
- 35,725,278 ordinary shares have been issued.
- The shares were issued with a deemed issue price of \$0.01
- The shares were issued on 24 September 2025
- The material terms of the Share Subscription Agreement are enclosed as Schedule 1
- No proceeds were received from the issue of Shares, which was made under and in accordance with the terms of the Share Subscription Agreement
- A voting exclusion statement applies to resolution 5 and is outlined in section 5.2

Resolution 5 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 5 and recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 – Approval of Issue of 14,274,722 Shares to Lind

The purpose of Resolution 6 is for Shareholders to approve, under Listing Rule 7.1, and for all other purposes, the issue of 14,274,722 Subscription Shares to Lind pursuant to the Share Subscription Agreement.

9.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 6 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 6 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 6 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may also settle the issue via the payment of cash in accordance with the Share Subscription Agreement, which may otherwise have been set aside for use elsewhere.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The 14,274,722 fully paid ordinary shares are proposed to be issued to Lind in accordance with the terms of the Share Subscription Agreement;
- Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, the Company will issue the Shares as soon as practicable following the meeting and in any case no later than three months after the date of the meeting;
- The deemed issue price for the issue of 14,274,722 shares is \$0.01 and the shares are to be issued in accordance with a Share Subscription Notice received on 22 September 2025 for 50,000,000 shares
- The balance of 35,725,728 shares relevant to the Share Subscription Notice noted above have been issued by the Company on 24 September 2025 and are subject to shareholder approval for the purpose of Listing Rule 7.4 under Resolution 5 of this Notice;
- No proceeds were received will be received from the issue of Shares, which will be made under and in accordance with the terms of the Share Subscription Agreement
- The material terms of the Share Subscription Agreement are enclosed as Schedule 1
- A voting exclusion statement applies to resolution 6 and is outlined in section 5.2

As at the date of this Notice, Lind has a relevant interest in 11% of the Company's issued share capital. If this Resolution 6 is approved, Lind's relevant interest will increase to 15%, assuming that no other Shares are issued by the Company between the date of this Notice and the date the 14,274,722 Shares are issued to Lind.

Resolution 6 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 6 and recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

10. Resolution 7 - Approval of Subscription Shares to Lind

The purpose of Resolution 7 is for Shareholders to approve, under Listing Rule 7.1, and for all other purposes, the issue of Subscription Shares to Lind pursuant to the Share Subscription Agreement.

10.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 7 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 7 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 7) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 7 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may also settle the issue via the payment of cash in accordance with the Share Subscription Agreement, which may otherwise have been set aside for use elsewhere.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Subscription Shares, being up to 35,725,278 fully paid ordinary shares, may be issued to Lind in accordance with the terms of the Share Subscription Agreement;
- Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, Shareholder approval for any Subscription Shares not issued before 19 February 2026 will lapse and may be sought again at any later general meeting called by the Company, or issued in accordance with the Company's available placement capacity at that time;
- Subscription Shares will only be issued to Lind where the Company satisfies the conditions precedent to the Subscription Shares in accordance with the Share Subscription Agreement and will be issued

as follows at a price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date.

- The material terms of the Share Subscription Agreement are enclosed as Schedule 1
- A voting exclusion statement applies to resolution 7 and is outlined in section 5.2

Subject to the Company receiving further shareholder approval in accordance with Chapter 6 of the Corporations Act, the Company will at no time issue any Shares to Lind to the extent that such issue would result in Lind exceeding 19.99% in its Voting Power in the Company. If the Company is unable to issue Shares as a result of this threshold, the Company must make a cash repayment in relation to the Shares which exceed that threshold instead as detailed in Schedule 1.

Resolution 7 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 7 and recommend that shareholders vote in favour of Resolution 7.

The chair intends to vote undirected proxies in favour of Resolution 7.

11. Resolution 8 - Approval of Monthly Tranche Shares to Lind

The purpose of Resolution 8 is for Shareholders to approve, under Listing Rule 7.1, and for all other purposes, the issue of Subscription Shares to Lind pursuant to the Monthly Purchase Agreement.

11.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 8 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 8 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 8 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may also settle the issue via the payment of cash in accordance with the Monthly Purchase Agreement, which may otherwise have been set aside for use elsewhere.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Monthly Tranche Shares, being up to 8,888,892 fully paid ordinary shares, may be issued to Lind in accordance with the terms of the Monthly Purchase Agreement;

- The number of ordinary shares stated above is calculated based on the floor price of \$0.045 per share, and Tranche Amounts of \$100,000 per Tranche. Refer to material terms of Monthly Purchase Agreement (Schedule 2) for further detail;
- Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, Shareholder approval for any Monthly Tranche Shares not issued before 19 February 2026 will lapse and may be sought again at any later general meeting called by the Company, or issued in accordance with the Company's available placement capacity at that time;
- The issue price for the Monthly Tranche Shares will be:
 - \$0.12 per share, or
 - A price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date
- The material terms of the Monthly Purchase Agreement are enclosed as Schedule 2
- A voting exclusion statement applies to resolution 8 and is outlined in section 5.2

Subject to the Company receiving further shareholder approval in accordance with Chapter 6 of the Corporations Act, the Company will at no time issue any Shares to Lind to the extent that such issue would result in Lind exceeding 19.99% in its Voting Power in the Company. If the Company is unable to issue Shares as a result of this threshold, the Company must make a cash repayment in relation to the Shares which exceed that threshold instead as detailed in Schedule 2.

Resolution 8 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 8 and recommend that shareholders vote in favour of Resolution 8.

The chair intends to vote undirected proxies in favour of Resolution 8.

12. Background to Resolutions 9 - 14

12.1 October 2025 Capital Raising (Placement)

The Company announced a capital raising on 9 October 2025, at an issue price of \$0.042. The Capital Raising consisted of a Placement to existing and new sophisticated, professional and institutional investors for new fully paid ordinary shares (**Placement Shares**) in the Company, together with one free attaching option for every one share subscribed for on a 1:1 basis, exercisable at \$0.05 per option, and expiring two years from the issue date (**Free Attaching Options**), to raise \$1.214m (before costs). The issue of the Free Attaching Options is subject to shareholder approval pursuant to Resolution 10 of this Notice. Pursuant to the terms of the Placement, the Company is required to undertake best endeavours to apply for quotation of the Attaching Options on ASX, subject to quotation conditions being met (including lodgement of a prospectus to facilitate secondary trading of the Attaching Options). If the Attaching Options are not approved for quotation, they will be issued as unquoted options.

Funds raised from the Placement will be utilised primarily for the development of the SiNTL technology and for working capital purposes.

12.2 Peak Asset Management Mandate (Mandate)

Peak Asset Management (Peak) acted as sole lead manager to the Placement. Under the terms of the Mandate, the Company will pay Peak a capital raising fee of 5% of funds raised and a management fee of 1% of funds raised. The Company has engaged Peak as a Corporate Advisor for a fixed term of 12 months, which can be terminated by either party at any time after 6 months, without penalty. During the term of engagement, the Company will pay peak a monthly Corporate Advisory Fee of \$6,000 per month.

Subject to the satisfaction of the following conditions:

1. the Company executing a binding agreement with the George Washington University and
2. Peak having raised at least \$1,000,000 under the Placement,

1414 Degrees will issue to Peak (and/or its nominees):

- Facilitation Shares - subject to shareholder approval pursuant to Resolution 11 of this Notice, 1,500,000 fully paid ordinary shares in the Company on the same terms as the Placement.
- Milestone Shares – subject to shareholder approval, not contemplated by this Notice, if within 12 months of this agreement a sample of the SiNTL material is accepted for testing by a battery anode manufacturer, the Company will issue 1,000,000 additional fully paid ordinary shares to Peak (and/or its nominees).
- Broker Options – subject to shareholder approval and the satisfaction of the conditions (1) and (2) above, within 10 business days the Company will issue to Peak (and/or its nominees):
 - Pursuant to Resolution 12 of this Notice, 2,000,000 options exercisable at \$0.05 (two-year expiry) – same terms as Free Attaching Options;
 - Pursuant to Resolution 13 of this Notice, 2,000,000 options exercisable at \$0.075 (two-year expiry); and
 - Pursuant to Resolution 14 of this Notice, 4,000,000 options exercisable at \$0.10 (two-year expiry).

Under the terms of the Mandate, the Company will use its best endeavours to issue the Facilitation Shares, Investor Options and Broker Options either under existing capacity or subject to shareholder approval.

12.3 Voting Exclusion Statement - Statement – Resolutions 9 - 14

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

Resolution 9 – Approval of Previous Issue of Placement Shares	Any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 10 – Approval of issue of Placement Free Attaching Options	Any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 11 – Approval of Issue of Facilitation Shares	Peak Asset Management (and/or its nominee), and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 12 – Approval of Issue of Tranche 1 Broker Options	Peak Asset Management (and/or its nominee), and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 13 – Approval of Issue of Tranche 2 Broker Options	Peak Asset Management (and/or its nominee), and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.
Resolution 14 – Approval of Issue of Tranche 3 Broker Options	Peak Asset Management (and/or its nominee), and any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates.

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.

13. Resolution 9 – Approval of Previous Issue of Placement Shares

The purpose of Resolution 9 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of 28,904,762 Placement Shares on the terms set out herein.

13.1 Listing Rule 7.1

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

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

ASX 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 ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 9 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 9 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 9 is not passed, the Issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to various institutional and professional/sophisticated investors identified by Peak.
- No related parties, members of Key Management Personnel, substantial shareholders or advisers of the Company received more than 1% of the Company's current issued capital.
- The Company issued a total of 28,904,762 Placement Shares using its placement capacity under Listing Rules 7.1 and 7.1A.

- The Placement Shares are fully paid ordinary Shares in the Company and rank equally with all other Shares on issue.
- The Placement Shares were issued on or around 16 October 2025.
- The Placement Shares were not issued under an agreement.
- The Placement Shares were issued at a price of \$0.042 per Share.
- As outlined in the ASX announcement dated 9 October 2025, the proceeds of the Placement will be utilised primarily for the development of the SiNTL technology and for working capital purposes.
- A voting exclusion statement applies to resolution 9 and is outlined in section 12.3.

Resolution 9 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 9 and recommend that shareholders vote in favour of Resolution 9.

The chair intends to vote undirected proxies in favour of Resolution 9.

14. Resolution 10 – Approval of Issue of Placement Free Attaching Options

Resolution 10 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 28,904,762 Options to sophisticated and professional investors who participated in the Placement.

A summary of the Placement is provided in section 12.1.

14.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 10 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 10 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 10 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Options will be issued to sophisticated and professional investors who participated in the Placement. Refer to Section 12.1 for details of the Placement.

- The maximum number of Options that the Company may issue under Resolution 10 is 28,904,762.
- The Options will be issued no later than three months following the date of the Meeting.
- The Options have an exercise price of \$0.05 each and expire 2 years from the date of issue. The terms and conditions of the Options are detailed in Schedule 3.
- The Options will be issued for nil cash consideration, as they will be issued on a free attaching basis to the Placement Shares and no funds will be raised from the issue of the Options.
- The Shares were issued under subscription letters to participants in the Placement. The Shares were issued at an issue price of \$0.042 per Share with every investor receiving one free attaching option for every one share subscribed. There were no other material terms of the subscription letters.
- A voting exclusion statement is included in the Notice for Resolution 10 and is outlined in section 10.3.

Resolution 10 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 10 and recommend that shareholders vote in favour of Resolution 10.

The chair intends to vote undirected proxies in favour of Resolution 10.

15. Resolution 11 – Approval of Issue of Facilitation Shares

Resolution 11 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 1,500,000 Facilitation Shares to Peak (and/or its nominee), pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 12.1 and a summary of the Mandate is provided in section 12.2

15.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 11 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 11 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 11 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively

decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Facilitation Shares will be issued to Peak (and/or its nominee)
- the number of Facilitation Shares to be issued is 1,500,000
- the Facilitation Shares are fully paid ordinary shares in the Company and rank equally with all other Shares on issue.
- the Facilitation Shares will be issued, if approved under Resolution 11, as soon as practicable following the date of the Meeting and in any event no later than 3 months after the date of the Meeting;
- the Facilitation Shares are being issued under the terms of the Mandate, the key terms of which are provided in section 12.2.
- The Facilitation Shares are being issued for nil consideration, under the terms of the Mandate and no proceeds will be received in respect of the issue of Facilitation Shares.
- A voting exclusion statement for Resolution 11 is included in the Notice and is outlined in section 10.3.

Resolution 11 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 11 and recommend that shareholders vote in favour of Resolution 11.

The chair intends to vote undirected proxies in favour of Resolution 11.

16. Resolution 12 – Approval of Issue of Tranche 1 Broker Options

Resolution 12 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 2,000,000 Tranche 1 Broker Options to Peak (and/or its nominee), pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 12.1 and a summary of the Mandate is provided in section 12.2

16.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 12 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 12 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 12 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Options will be issued to Peak (and/or its nominee).
- The maximum number of Options that the Company may issue under Resolution 12 is 2,000,000.
- The Options will be issued no later than three months following the date of the Meeting.
- The Options have an exercise price of \$0.05 each and expire 2 years from the date of issue. The terms and conditions of the Options are detailed in Schedule 3.
- The Options will be issued for nil cash consideration
- The Options will be issued under the terms of the Mandate, the key terms of which is summarised at section 12.2
- A voting exclusion statement is included in the Notice for Resolution 12 and is outlined in section 10.3.

Resolution 12 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 12 and recommend that shareholders vote in favour of Resolution 12.

The chair intends to vote undirected proxies in favour of Resolution 12.

17. Resolution 13 - Approval of Issue of Tranche 2 Broker Options

Resolution 13 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 2,000,000 Tranche 2 Broker Options to Peak (and/or its nominee), pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 12.1 and a summary of the Mandate is provided in section 12.2

17.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 13 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 13 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 13 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Options will be issued to Peak (and/or its nominee).
- The maximum number of Options that the Company may issue under Resolution 13 is 2,000,000.
- The Options will be issued no later than three months following the date of the Meeting.
- The Options have an exercise price of \$0.075 each and expire 2 years from the date of issue. The terms and conditions of the Options are detailed in Schedule 4.
- The Options will be issued for nil cash consideration
- The Options will be issued under the terms of the Mandate, the key terms of which is summarised at section 12.2
- A voting exclusion statement is included in the Notice for Resolution 13 and is outlined in section 10.3.

Resolution 13 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 13 and recommend that shareholders vote in favour of Resolution 13.

The chair intends to vote undirected proxies in favour of Resolution 13.

18. Resolution 14 – Approval of Issue of Tranche 3 Broker Options

Resolution 14 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of 4,000,000 Tranche 3 Broker Options to Peak (and/or its nominee), pursuant to the Mandate on the terms set out herein.

A summary of the Placement is provided in section 12.1 and a summary of the Mandate is provided in section 12.2

18.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 14 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 14 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 14 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 15) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Options will be issued to Peak (and/or its nominee).
- The maximum number of Options that the Company may issue under Resolution 14 is 4,000,000.
- The Options will be issued no later than three months following the date of the Meeting.
- The Options have an exercise price of \$0.10 each and expire 2 years from the date of issue. The terms and conditions of the Options are detailed in Schedule 5.
- The Options will be issued for nil cash consideration
- The Options will be issued under the terms of the Mandate, the key terms of which is summarised at section 12.2
- A voting exclusion statement is included in the Notice for Resolution 14 and is outlined in section 10.3.

Resolution 14 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 14 and recommend that shareholders vote in favour of Resolution 14.

The chair intends to vote undirected proxies in favour of Resolution 14.

19. Resolution 15 – Approval of Additional 10% Placement Capacity

19.1 Background

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution passed at its annual general meeting to have the capacity to issue Equity Securities comprising up to 10% of its issued capital (**10% Placement Capacity**) in addition to its 15% placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

The Company is seeking Shareholder approval by special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity.

If Shareholders approve Resolution 15, the Directors will be able to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (defined below) without further Shareholder approval and without using the Company's 15% Placement Capacity. The number of Equity Securities able to be issued under the 10% Placement Capacity will be determined at the time of issue in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see section 19.2(c) below).

Resolution 15 is a special resolution and therefore requires at least 75% of the votes cast by Shareholders eligible to vote on Resolution 15 to be in favour of the resolution for it to be passed.

If Resolution 15 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval. The Company will be limited to the 15% Placement Capacity to issue Equity Securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

19.2 ASX Listing Rule 7.1A

(a) *Is the Company an eligible entity?*

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the date of the annual general meeting at which the entity is seeking approval of the 10% Placement Capacity.

As at the date of this Notice of Meeting, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$18 million, based on the closing price of Shares \$0.051 on 12 October 2025.

(b) *What Equity Securities can be issued?*

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

As at the date of this Notice of Meeting, the Company has on issue one quoted class of Equity Securities being the Shares.

(c) *How many Equity Securities can be issued?*

Under ASX Listing Rule 7.1A.2, if Shareholders approve Resolution 15 then the Company may issue or agree to issue, during the 10% Placement Period (defined below), a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement to issue:
- (a) plus the number of fully paid Shares issued in the 12 months:
 - under an exception in ASX Listing Rule 7.2 (other than Exceptions 9, 16 or 17);
 - on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:
 - the convertible securities were issued or agreed to be issued before the 12 month period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
 - the agreement was entered into before the 12 month period; or
 - the agreement or issue was approved, or taken under the ASX Listing Rules to be approved, under ASX Listing Rule 7.1 or 7.4; and
 - with Shareholder approval under ASX Listing Rule 7.1 or 7.4. (this does not include any issue of Shares under the Company's 15% Placement Capacity without Shareholder approval);
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months; and
 - (c) less the number of fully paid Shares cancelled in the 12 months.
- Note that 'A' has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% Placement Capacity.*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under ASX Listing Rule 7.1 or 7.4.

(d) *Interaction between ASX Listing Rules 7.1 and 7.1A*

The ability of the Company to issue Equity Securities under ASX Listing Rule 7.1A will be in addition to its 15% Placement Capacity.

(e) *At what price can the Equity Securities be issued?*

Any Equity Securities issued under ASX Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 Trading Days of the date described directly above, the date on which the securities are issued,

(Minimum Issue Price).

(f) *When can Equity Securities be issued?*

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
 - (ii) the time and date of the Company's next annual general meeting; or
 - (iii) the time and date of Shareholder approval of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- (10% Placement Period).**

19.3 Requirements for approval under ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Capacity:

(a) *Period for issues*

The Company will only issue Equity Securities under the 10% Placement Capacity during the 10% Placement Period (see section 19.2(f) above).

(b) *Minimum issue price*

Where the Company issues Equity Securities under the 10% Placement Capacity, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (see section 19.2(e) above).

(c) *Purposes of issues*

The Company may seek to issue Equity Securities under the 10% Placement Capacity in order to raise funds for the acceleration of product development for commercialisation of the Company's SiBrick™ and SiBox® products, its Aurora Project, and development of its SiNTL technology.

(d) *Risk of economic and voting dilution*

Shareholders should note that there is a risk that:

- (i) the market price for the Company's quoted Equity Securities (being the Shares) may be significantly lower on the date of issue of Equity Securities under the 10% Placement Capacity than on the date of the Meeting; and
- (ii) Equity Securities may be issued under the 10% Placement Capacity at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue,

which may have an effect on the amount of funds raised by the issue of the Equity Securities under the 10% Placement Capacity.

If Resolution 15 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table.

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Meeting (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in ASX Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0255 50% decrease in Current Market Price	\$0.051 Current Market Price	\$0.102 100% increase in Current Market Price
327,382,525 Shares Variable A	10% Voting Dilution	32,738,253 Shares	32,738,253 Shares	32,738,253 Shares
	Funds raised	\$843,825	\$1,669,651	\$3,339,302
491,073,788 Shares 50% increase in Variable A	10% Voting Dilution	49,107,379 Shares	49,107,379 Shares	49,107,379 Shares
	Funds raised	\$1,252,238	\$2,504,476	\$5,008,953
654,765,050 Shares 100% increase in Variable A	10% Voting Dilution	65,476,505 Shares	65,476,505 Shares	65,476,505 Shares
	Funds raised	\$1,669,651	\$3,339,302	\$6,678,604

Notes:

The table above has been prepared on the following assumptions:

- the issue price is the current market price \$0.051, being the closing price of the Shares on ASX on 10 October 2025, being the latest practicable date before finalising this Notice of Meeting;
 - the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
 - no convertible securities (including any issued under the 10% Placement Capacity) are exercised or converted into Shares before the date of the issue of the Equity Securities; and

- the issue of Equity Securities under the 10% Placement Capacity consists only of Shares. 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 number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity.

(b) Allocation policy

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

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

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

(c) Issue of Equity Securities in the past 12 months

The Company previously obtained shareholder approval for the additional Placement Capacity at the 2024 AGM held on 14 November 2025.

Since that approval, the Company has issued 28,503,331 Shares pursuant to the Previous Approval (Previous Approval Shares). The Previous Approval Shares were issued pursuant to the Placement announced by the Company on 9 October 2025, and were issued on or about 16 October 2025 at an issue price of \$0.042, which are subject to approval for the purposes of ASX Listing Rule 7.4 pursuant to Resolution 9 of this Notice.

The Company discloses the following information as required by Listing Rule 7.3A.6

- The total number of Equity Securities issue or agreed to be issued under Listing Rule 7.1A.2 since the Previous Approval was 28,503,331 Shares. This represented 10.25% of the number of Shares on issue as at the date of the Previous Approval (which was 278,153,413).
- The Shares issued using the Additional Placement Capacity were issued to sophisticated and professional investors introduced by the Lead Manager to the 9 October 2025 Placement. None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time).

- The Previous Approval Shares issued using the Additional Placement Capacity were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- The Previous Approval Shares issued using the Additional Placement Capacity were issued at an issue price of \$0.042 each, which represented a discount of 12.5% to the latest trading price on 6 October 2025 (being the latest trading day before the trading halt preceding the announcement of the Placement), and a 23.9% discount to the 15 day VWAP as at that date being \$0.00552.
- The Company received total cash consideration of \$1,197,140 (before costs of the offer) from the issue of the Previous Approval Shares issued using the Additional Issuance Capacity, which is to be utilised primarily for the development of the SiNTL technology, progressing the Aurora Project and for working capital purposes. As at the date of this notice the proceeds of the Previous Approval Shares have not been spent.

(d) **Voting Exclusion Statement**

At the date of the Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

19.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 15. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 15.

20. Resolution 16 – Renewal of Proportional Takeover Provisions

20.1 General

Resolution 16 is a special resolution which will enable the Company to renew for a period of three years the operation of the proportional takeover provisions in its Constitution.

The Constitution contains proportional takeover provisions (clause 36) These provisions cease to apply 3 years after Shareholder approval is obtained. The current Constitution was adopted prior to the Company's listing on or about 10 September 2018 and the proportional takeovers provisions have not since been re-approved, so these provisions ceased to apply on or about 10 September 2021.

Resolution 16 is a special resolution which will enable the Company to renew the operation of the proportional takeover provisions in its Constitution for a period of three years after the date of approval.

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, clause 16 of the Constitution contains provisions whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

These provisions will cease to have effect on the third anniversary of their date of adoption or last renewal.

20.2 Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
 - (i) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
 - (ii) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the renewal of the operation of the proportional takeover provisions in the Constitution is in the interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 16.

GLOSSARY

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

"**10% Placement Period**" has the meaning given to that term in section 19.2(f).

"**10% Placement Capacity**" has the meaning given to that term in section 19.1.

"**15% Placement Capacity**" has the meaning given to that term in section 19.1.

"**ASX**" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).

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

"**ASX Principles**" means the ASX Corporate Governance Principles and Recommendations (4th edition).

"**Board**" means the Board of Directors from time to time.

"**Chairman**" means Dr Kevin Moriarty.

"**Closely Related Party**" has the meaning given to that term in the Corporations Act.

"**Company**" means 1414 Degrees Limited (ACN 138 803 620).

"**Constitution**" means the constitution of the Company from time to time.

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

"**Directors**" means the Directors of the Company from time to time and "**Director**" means any one of them.

"**Equity Securities**" has the same meaning as in the ASX Listing Rules.

"**Explanatory Memorandum**" means this explanatory memorandum.

"**Key Management Personnel**" has the meaning given to that term in the Corporations Act.

"**Shareholder**" means a holder of Shares in the Company.

"**Shares**" means fully paid ordinary shares in the capital of the Company and "**Share**" means any such share.

"**Trading Day**" has the meaning given in the ASX Listing Rules.

"**Voting Power**" has the meaning given to that term in the Corporations Act.

"**VWAP**" means volume weighted average market price.

SCHEDULE 1: Key terms of the Share Subscription Agreement

Parties	1414 Degrees Limited (Company) Lind Global Fund II LP (Investor)
Advance Payment	The Investor will pay the Advance Payment Amount (A\$1,300,000) to the Company, as a prepayment for Subscription Shares to be issued to the Investor (or its nominee) to a deemed value of A\$1,560,000 (being the Subscription Amount) prior to the End Date (as defined below).
Term	24 months from the date of payment of the Advance Payment Amount (End Date). At any time prior to the End Date, and subject to the Company's prior written consent, the Investor may extend the End Date by up to 6 months. If, at the End Date any portion of the Subscription Amount remains outstanding, and no event of default has occurred, the Investor must give the Company a Subscription Notice in relation to the whole of the outstanding Subscription Amount.
Subscriptions	The Investor will have the right at any time prior to the End Date to subscribe for Subscription Shares up to the aggregate value of the Subscription Amount at the Subscription Price ¹ by issuing a notice to the Company (Subscription Notice). For clarity, the Investor may issue multiple Subscription Notices prior to the End Date whilst any portion of the Subscription Amount remains outstanding. The Investor's right to receive Subscription Shares from time to time pursuant to a Subscription Notice is subject to the Company's right to elect to make a cash payment to Investor in lieu of issuing the Subscription Shares required to be issued pursuant to that Subscription Notice, where that cash payment would be equal to the number of Subscription Shares that would have been issued pursuant to the Subscription Notice multiplied by the Market Price ² and the resulting amount further multiplied by 105%.
Repayment of outstanding Subscription Amount in full	The Company may elect, at any time after the date that is 6 months of the date of the payment of the Advance Payment Amount, to repay in full the then remaining balance of the Subscription Amount outstanding multiplied by 105%, although if the Company gives notice that it intends to do so the Investor will have the ability to subscribe for Shares to the value of one-third of the then remaining balance of the Subscription Amount.
Subscription Price and limits on Subscription Share issuances	The applicable Subscription Price may be: (a) A\$0.12 (Fixed Price); or (b) 90% of the average of the three lowest daily VWAPs ³ during the 20 actual trading days prior to the date on which the Subscription Price is to be determined, rounded down to the lowest A\$0.01 (Variable Price). If a Subscription Notice is issued within the first 4 months of the execution of the Share Subscription Agreement and an event of default has not occurred, the applicable Subscription Price must be the Fixed Price.

¹ Refer to the 'Subscription Price and limits on Subscription Share issuances' row below.

² Refer to the 'Market Price' row below.

³ '**VWAP**' means, in relation to a trading day, the volume weighted average price of the Shares on the ASX and Cboe on that trading day (in Australian dollars), as reported by Bloomberg.

	If a Subscription Notice is issued within 5 to 12 months (inclusive) of the execution of the Share Subscription Agreement, the applicable Subscription Price may be determined by the Investor to be the Fixed Price or the Variable Price. During this period, the aggregate Subscription Amount for Subscription Shares subscribed for at the Variable Price in any one month must not exceed A\$80,000 (or if the Company does not receive any Tranche Amount pursuant to the Monthly Purchase Agreement in relation to that month, A\$150,000). The Investor may also, in its sole discretion, increase that amount to A\$240,000 in relation to any two months falling within that period. If a Subscription Notice is issued after 12 months of the execution of the Share Subscription Agreement, the applicable Subscription Price is the lesser of the Fixed Price and the Variable Price and there will be no limits on the Subscription Amount in respect of such Subscription Notices. As previously set out in this announcement, the Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares.
Market Price	In relation to a Subscription Notice, the VWAP per Share for the actual trading day immediately prior to the issue of that Subscription Notice (Market Price).
Interest	Interest will not apply in relation to any Subscription Amount that is outstanding unless an event of default occurs in relation to the Company, in each which case interest will be payable on the daily Subscription Amount outstanding at 1.5% per month (accruing daily until the Subscription Amount outstanding is discharged in full or the default is remedied to the satisfaction of the Investor).
Dilution protection	Where an issue of shares to the Investor would result in the voting power in the Company of the Investor or any other person exceeding 19.99%, the Company must not issue the relevant shares to the Investor but must instead repay to the Investor any outstanding Subscription Amount.
Initial Shares	The Company will issue 20,000,000 Shares (Initial Shares) to the Investor after entry into the Share Subscription Agreement. The Initial Shares may subsequently be applied towards satisfying the Company's obligations to issue Subscription Shares or Tranche Shares from time to time under the Investment (subject to the Investor's consent or election to do so). The Investor may from time to time reduce the number of Initial Shares that may be applied towards satisfying the Company's obligations to issue Subscription Shares or Tranche Shares from time to time under the Investment as per above by paying the Company a cash amount calculated by multiplying that number of Initial Shares to be reduced with the Subscription Price applicable at the time of payment. If at the End Date, or upon termination of the Share Subscription Agreement, there are still a number of Initial Shares that have not been applied towards the Company's obligation to issue Subscription Shares or Tranche Shares, then provided the Shares are trading at that time, the Investor must pay the Company a cash amount calculated by the number of remaining Initial Shares with the Subscription Price applicable at that time.
Commitment Fee	The Company will pay the Investor a commitment fee of A\$45,500 (representing 3.5% of the Advance Payment Amount). The commitment fee will be offset from Advance Payment Amount payable to the Company.

Covenants	The Share Subscription Agreement contains certain market standard covenants from the Company, including negative covenants on disposing of material assets without the Investor's prior written consent.
Representations and warranties	The Share Subscription Agreement contains certain market standard representations and warranties by the Company and the Investor for an agreement of this nature.
Events of default	The Share Subscription Agreement contains certain market standard events of default for an agreement of this nature.
Assignment	The Investor may assign the Share Subscription Agreement and/or any of its rights and/or obligations under the Share Subscription Agreement to an affiliate of the Investor, bank or financial institution, successor entity in connection with a merger or consolidation of the Investor with another entity, and/or acquirer of a substantial portion of the Investor's business and/or assets, at any time, on 10 business days' prior notice to the Company.
Governing law	Western Australia

SCHEDULE 2: Key terms of the Monthly Purchase Agreement

Parties	1414 Degrees Limited (Company) Lind Global Fund II LP (Investor)
Tranches	The Investor will subscribe for the Tranche Shares by paying monthly Tranche Amounts of up to A\$3,400,000 in aggregate to the Company during the Term (as defined below). The First Tranche Amount will be A\$100,000 and each subsequent monthly Tranche Amount during the Term will be A\$100,000, unless the Company reduces the Tranche Amount to an amount between A\$100,000 and A\$50,000 in relation to a month or, with mutual consent, the Company increases the Tranche Amount to up to A\$300,000 in relation to a month. After the Company has received at least A\$300,000 in Tranche Amounts, the Company may: (a) suspend Tranche Amount payments for up to three months, once every 12 months (and the term of the Monthly Purchase Agreement will be extended for the same duration as the duration of any such suspension); and/or (b) terminate the Monthly Purchase Agreement at any time without cost. The Company may also terminate the Monthly Purchase Agreement prior to the Company receiving at least A\$300,000 in Tranche Amounts, by paying the Investor a termination fee of A\$50,000.
Term	12 months from the date of payment of the First Tranche Amount, unless extended by mutual agreement (Term).
Tranche Share Issuance	In relation to each Tranche Amount paid to the Company, the Company will issue the relevant Tranche Shares at the Purchase Price⁴ to the Investor 28 days after the date of payment of that Tranche Amount by the Investor. If, the Purchase Price in relation to Tranche Shares to be issued pursuant to the payment of a Tranche Amount is below A\$0.045 (or as may be adjusted) (Floor Price), the Company will have the right (provided that no event of default has occurred) to notify the Investor that it wishes to repay the relevant Tranche Amount in relation to which Tranche Shares would otherwise be issued, in cash, with a 5% premium (Floor Price Notice). If the Company issues a Floor Price Notice, the Investor can either accept the cash repayment or request that Tranche Shares are issued at the Floor Price instead.

⁴ Refer to the 'Purchase Price' row below.

	The Company may terminate the Monthly Purchase Agreement at any time if the Purchase Price is less than the Floor Price in relation to Tranche Shares to be issued pursuant to the payment of a Tranche Amount (noting that the Company's obligation to issue those Tranche Shares will not be extinguished by such termination). If the Company is unable to issue all of the required Tranche Shares it is required to issue in relation to a Tranche Amount paid to the Company as freely tradable Tranche Shares, the Investor may require the Company to pay a cash amount to the Investor calculated by multiplying the number of Tranche Shares which would have been issued to the Investor in relation to that Tranche Amount payment with the VWAP per Share on the date the Investor notifies the Company of the applicable Purchase Price in relation to those Tranche Shares. As previously set out in this announcement, the Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares.
Purchase Price	The applicable Purchase Price may be the Fixed Price or the Variable Price, as determined by the Investor in relation to the relevant Tranche Shares to be issued, provided that the Investor may only determine to use the Fixed Price on 2 occasions for every 12 monthly tranches.
Interest	Interest will not apply in relation to any Tranche Amount unless an event of default occurs in relation to the Company, in each which case interest will be payable on the Tranche Amount outstanding at 1.5% per month (accruing daily until the Tranche Amount outstanding is discharged in full or the default is remedied to the Investor's satisfaction).
Dilution protection	Where an issue of shares to the Investor would result in the voting power in the Company of the Investor or any other person exceeding 19.99%, the Company must not issue the relevant shares to the Investor but must instead repay to the Investor the relevant Tranche Amount. No Tranche Amount will exceed 0.6% of the Company's market capitalisation, except where the Tranche Amount has been increased by mutual consent.
Investor pause	If the VWAP of the Shares is at or below A\$0.05 (or as may be adjusted) for any two consecutive trading days, the Investor may pause Share purchases for up to 60 days. If during any Investor pause the VWAP of the Shares is greater than A\$0.05 (or as may be adjusted) for 10 consecutive trading days, the Company may require the Investor to end the pause. The term of the Monthly Purchase Agreement will be extended for the same duration as the duration of any such pause.
Fee	The Company will pay the Investor a fee of \$25,500 for the establishment of the monthly tranches and 3.5% of each Tranche Amount funded. These fees will be offset from the payment of the Tranche Amount made to the Company.
Covenants	The Monthly Purchase Agreement contains certain market standard covenants from the Company, including negative covenants on disposing of material assets without the Investor's prior written consent.
Representations and warranties	The Monthly Purchase Agreement contains certain market standard representations and warranties by the Company and the Investor for an agreement of this nature.
Events of default	The Monthly Purchase Agreement contains certain market standard events of default for an agreement of this nature.

Assignment	Upon the written consent of the Company (which shall not be unreasonably withheld or delayed), the Investor may assign the Monthly Purchase Agreement and/or any of its rights and/or obligations under the Monthly Purchase Agreement to an affiliate of the Investor, bank or financial institution, successor entity in connection with a merger or consolidation of the Investor with another entity, and/or acquirer of a substantial portion of the Investor's business and/or assets, at any time, on 10 business days' prior notice to the Company.
Governing law	Western Australia

SCHEDULE 3 – Terms and Conditions of the Free Attaching Placement Options and Tranche 1 Broker Options

- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- **Exercise Price:** The Exercise Price for each Option is \$0.05 per Share.
- **Expiry Date:** Each Option will expire at 5.00pm (AEST) on the day that is 24 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
- **Exercise period:** The Options are exercisable at any time from the date of issue until 5.00pm on the Expiry Date (AEST).
- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **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.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Placement Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** Except where the Options are quoted on ASX, the Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Option holder with the Company's consent.
- **Quotation:** The Company intends to apply to ASX for official quotation of the Options.
- If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within five business days of issue.

SCHEDULE 4 – Terms and Conditions of the Tranche 2 Broker Options

- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- **Exercise Price:** The Exercise Price for each Option is \$0.075 per Share.
- **Expiry Date:** Each Option will expire at 5.00pm (AEST) on the day that is 24 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
- **Exercise period:** The Options are exercisable at any time from the date of issue until 5.00pm on the Expiry Date (AEST).
- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **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.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Placement Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** The Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Option holder with the Company's consent.
- **Quotation:** The Company will not apply for quotation of the Options on ASX.

SCHEDULE 5 – Terms and Conditions of the Tranche 3 Broker Options

- **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- **Exercise Price:** The Exercise Price for each Option is \$0.10 per Share.
- **Expiry Date:** Each Option will expire at 5.00pm (AEST) on the day that is 24 months after the date of issue of the Option. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
- **Exercise period:** The Options are exercisable at any time from the date of issue until 5.00pm on the Expiry Date (AEST).
- **Exercise notice:** The Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- **Partial exercise:** The Options may be exercised in full or in parcels of at least 10,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 10,000 Options).
- **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- **Shares issued on exercise:** Shares issued as a result of the exercise of the Options will rank equally in all respects with all other Shares then on issue.
- **Participation in new issues:** The Options do not confer any right on the Optionholder to participate in a new issue of securities without exercising the Options. An Optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their Options.
- **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.
- **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Placement Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- **Transferability:** The Options are non-transferable, unless the transfer is made to a related body corporate of the relevant Option holder with the Company's consent.
- **Quotation:** The Company will not apply for quotation of the Options on ASX.



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INDUSTRIAL
HEAT™

1414 DEGREES LIMITED
ABN 57 138 803 620

Need assistance?



Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

14D

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 **11:00am (ACDT) on Monday, 17 November 2025.**

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:

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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: I999999999
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 1414 Degrees Limited hereby appoint

☐ **the Chairman of the Meeting** **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 1414 Degrees Limited to be held at Level 1, 169 Fullarton Road, Dulwich, SA 5065 on Wednesday, 19 November 2025 at 11:00am (ACDT) and at any adjournment or postponement of that meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 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	☐	☐	☐	11	Approval of Issue of Facilitation Shares	☐	☐	☐
2	Re-election of Mr Graham Dooley as a Director	☐	☐	☐	12	Approval of Issue of Tranche 1 Broker Options	☐	☐	☐
3	Approval of Previous Issue of 2,777,778 Shares to Lind	☐	☐	☐	13	Approval of Issue of Tranche 2 Broker Options	☐	☐	☐
4	Approval of Previous Issue of 3,846,154 Shares to Lind	☐	☐	☐	14	Approval of Issue of Tranche 3 Broker Options	☐	☐	☐
5	Approval of Previous Issue of 35,725,278 Shares to Lind	☐	☐	☐	15	Approval of Additional 10% Placement Capacity	☐	☐	☐
6	Approval of Issue of 14,274,722 Shares to Lind	☐	☐	☐	16	Renewal of Proportional Takeover Provisions	☐	☐	☐
7	Approval of Subscription Shares to Lind	☐	☐	☐					
8	Approval of Monthly Tranche Shares to Lind	☐	☐	☐					
9	Approval of Previous Issue of Placement Shares	☐	☐	☐					
10	Approval of Issue of Placement Free Attaching Options	☐	☐	☐					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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

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Computershare

