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**SIMBLE SOLUTIONS LIMITED**  
**ABN 17 608 419 656**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM**

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**TAKE NOTICE** that the Extraordinary General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

**Time:** 1:30 pm (Sydney Time)

**Date:** Friday, 5 September 2025

**Place:** Bligh Room, Level 15, 1 Farrer Place, Governor Macquarie Tower,  
Sydney NSW 2000

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## AGENDA

### A. Resolutions:

#### **Resolution 1 – Ratification of Prior Issue of 200,000,000 Shares**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue, on 27 June 2025, of a total of 200,000,000 Shares raising \$500,000 on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 2 – Issue of up to 75,000,000 Options**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 75,000,000 Options to Prenzler Group Pty Ltd (or their nominees) in accordance with the Joint Lead Manager Agreement between the Company and the joint lead managers as announced to ASX on 18 June 2025 and on the terms outlined in the Explanatory Memorandum.”*

#### **Resolution 3 – Issue of up to 6,000,000 Shares to Related Party of Director**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 10.11 and for all other purposes Shareholders approve the issuance of 6,000,000 Shares to Kaai Pty Ltd (or their nominees) in accordance with the Joint Lead Manager Agreement between the Company and the joint lead managers as announced to ASX on 18 June 2025 and on the terms outlined in the Explanatory Memorandum.”*

#### **Resolution 4 – Issue of up to 75,000,000 Options to Related Party of Director**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 10.11 and for all other purposes Shareholders approve the issuance of 75,000,000 Options to Kaai Pty Ltd (or their nominees) in accordance with the Joint Lead Manager Agreement between the Company and the joint lead managers as announced to ASX on 18 June 2025 and on the terms outlined in the Explanatory Memorandum.”*

#### **Resolution 5 – Issue of Options to a Director**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 10.14, section 208(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the granting of 30,000,000 Options to Mr Faldi Ismail (Non-Executive Director) or his nominee, under the Company’s Equity Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum.”*

## NOTES

### 1. Explanatory Memorandum

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

### 2. Voting exclusion statements

**Resolution 1** – The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue, or an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 1 by:

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

**Resolution 2** – The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a shareholder), or an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

**Resolutions 3 and 4** – The Company will disregard any votes cast in favour of Resolutions 3 and 4 by or on behalf of the persons who are to receive the securities in question (or their nominees) and any other persons who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a shareholder); or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 3 and 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

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

For the purposes of section 224 Corporations Act the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolutions would permit a financial benefit to be given or an associate of such a related party; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Resolution 5** - The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

The Company will also disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

### 3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 3 September 2025. This means that any Shareholder registered at 7.00pm (AEST) on 3 September 2025 is entitled to attend and vote at the Meeting.

#### **4. Shareholder questions**

Whilst Shareholders will be provided with the opportunity to submit questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the Extraordinary Shareholders' Meeting to the Company Secretary, Kim Larkin, by emailing to [kim.larkin@boardroomlimited.com.au](mailto:kim.larkin@boardroomlimited.com.au).

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

#### **5. Proxies**

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 1:30 pm (AEST) on 3 September 2025.
- The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form; or
  - Faxed to Simble Solutions Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655; or
  - Voted online via the Company's Share Registry at <https://www.votingonline.com.au/sisegmsep2025>

#### **6. Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

#### **7. Voting Intentions**

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolutions.

## 8. Member Communications

Receiving your Shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide the Company with your email address. To update your communication preferences, please visit the [Boardroom Investor Centre](#) or contact the Company's share registry, Boardroom Pty Limited.

You can make a standing election as to how you would like to receive certain documents including annual reports and meeting-related documents (for example notices of meeting and proxy/voting forms). You can also make a one-off request to receive a document in physical or electronic form by contacting Company's share registry, Boardroom Pty Limited.

4 August 2025

**By Order of the Board of Simble Solutions Limited**



**Kim Larkin**  
**Company Secretary**  
**SIMBLE SOLUTIONS LIMITED**  
**ACN 608 419 656**

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Simble Solutions Limited (**Company**) to be held at Bligh Room, Level 15, 1 Farrer Place, Governor Macquarie Tower, Sydney NSW, at 1:30 pm (AEST) on 5 September 2025.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

### Explanatory Notes to the Resolutions

#### **Resolution 1: Ratification of Prior Issue of 200,000,000 Shares**

The Company issued 200,000,000 Shares on 27 June 2025 to raise \$500,000 utilising available capacity pursuant to Listing Rule 7.1 at the time of issuance. Broadly speaking, and subject to a number of exceptions in Listing Rule 7.2, 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 of Shares does not fit within any of the relevant exceptions in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

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

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

In accordance with Listing Rule 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of Shares to restore the Company's capacity.

If Resolution 1 is passed, the 200,000,000 Shares will be excluded when calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Company's capacity to raise additional equity funds over the next 12 months without Shareholder approval will be reduced.

Resolution 1 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by Shareholders entitled to vote on it.

In accordance with Listing Rule 7.5 the following information is provided:

Persons who participated in the issue:	Professional and sophisticated investors selected by Kaai Pty Ltd and Prenzler Group Pty Ltd (as Joint Lead Managers) who are not related parties of the Company.
Number and Class of Securities to be Issued	200,000,000 Shares
Date on which the securities were issued	27 June 2025
Issue Price	\$0.0025 per Share
Purpose of the issue	The funds will be used as working capital to progress and grow its global energy and sustainability software solutions business, and its two product platform divisions: CarbonView and SimbleSense.

#### **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## **Resolution 2: Issue of up to 75,000,000 Options**

Resolution 2 seeks Shareholder approval under and for the purposes of Listing Rule 7.1 to issue 75,000,000 Options to the Prenzler Group Pty Ltd in accordance with the Joint Lead Manager Agreement (**JLM Agreement**) between Kaai Pty Ltd and Prenzler Group Pty Ltd (**JLMs**) as announced to ASX on 18 June 2025, exercisable at \$0.0035 and expiring on 31 December 2030. Pursuant to the JLM Agreement the Company is required to issue shares and options to the JLMs in consideration for services provided.

The Options will be subject to vesting conditions tied to the Volume Weighted Average Price (**VWAP**) of the Company, with tranches of Options to vest if the Company achieves the following 10 day VWAPs at any time before expiry of the Options:

1. 25 million Options will vest if VWAP reaches \$0.005 or higher;
2. 25 million Options will vest if VWAP reaches \$0.010 or higher; and
3. 25 million Options will vest if the VWAP reaches \$0.015 or higher.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions under Listing Rule 7.2, issue or agree to issue Equity Securities during any 12-month period in excess of 15% of the number of Shares on issue at the commencement of that 12-month period without Shareholder approval.

If Resolution 2 is passed, the Company can issue the Options which will be excluded from the calculation of its 15% capacity, allowing it to issue Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to issue the Options and will need to pay to Prenzler Group Pty Ltd a cash fee equal to the Black Scholes value of the Options on the day of this Meeting.

Resolution 2 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by Shareholders entitled to vote on it.

In accordance with Listing Rule 7.3 the following information is provided:

The names of the persons to whom the entity will issue the securities:	Prenzler Group Pty Ltd (who is not a Related Party of the Company)
Number and Class of Securities to be Issued	75,000,000 Options
Material terms of the securities	<p>The Options are exercisable at \$0.0035 and expiring on 31 December 2030. The Options will be subject to vesting conditions as follows:</p> <ol style="list-style-type: none"><li>1. 25 million Options will vest if the 10 days VWAP reaches \$0.005 or higher at any time before expiry of the Options;</li><li>2. 25 million Options will vest if the 10 days VWAP reaches \$0.010 or higher at any time before expiry of the Options; and</li><li>3. 25 million Options will vest if the 10 days VWAP reaches \$0.015 or higher at any time before expiry of the Options.</li></ol> <p>On exercise of the Options, the Shares issued will rank equally with existing Shares.</p>
Date on which the securities will be issued	No later than 3 months after the date of the Meeting.
The price or other consideration the entity will receive for the issue	\$0.000001
Purpose of the issue and intended use of funds raised by the issue.	Working capital to continue to support the Company.
If the securities are being issued under an agreement, a summary of any other material terms of the agreement	The securities are being issued in accordance the Joint Lead Manager Agreement the terms of which are as described in the Company's announcement to ASX on 18 June 2025.



### Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3 – Issue of up to 6,000,000 Shares to Related Party of Director**

Resolution 3 seeks Shareholder approval under and for the purposes of Listing Rule 10.11 to issue 6,000,000 Shares to Kaai Pty Ltd in accordance with the JLM Agreement between the JLMs and the Company as announced to ASX on 18 June 2025.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities to a related party of the Company or their associates. Mr Ismail is a related party of the Company by virtue of section 228(2) of the Corporations Act. Mr Ismail is also a Director and shareholder of Kaai Pty Ltd and as a result Kaai Pty Ltd is an associate of Mr Ismail for the purpose of Listing Rule 10.11. Resolution 3 therefore seeks Shareholder approval to issue the 6,000,000 Shares to Kaai Pty Ltd (or their nominees).

If Shareholder approval is given for the purposes of Listing Rule 10.11 for the issuance of the Shares, approval will not be required under Listing Rule 7.1 as this issuance of Shares will fall within Listing Rule 7.2 exception 14, and the Shares issued pursuant to this Resolution will not deplete the Company's 15% placement capacity as they will not be included in the calculation of this capacity.

If Resolution 3 is not approved by Shareholders, the Company will not be able to issue the Shares and will be required to pay cash consideration to Kaai Pty Ltd for services provided under the JLM Agreement.

Resolution 3 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

In accordance with Listing Rule 10.13 the following information is provided:

<b>The Name of the entity receiving the Shares</b>	Kaai Pty Ltd
<b>Listing Rule Category</b>	10.11.4  Mr Ismail is a related party of the Company by virtue of section 228(2) of the Corporations Act. Mr Ismail is also a director and shareholder of Kaai Pty Ltd and as a result Kaai Pty Ltd is an associate of Mr Ismail for the purpose of Listing Rule 10.11.
<b>Number and Class of Securities to be Issued</b>	6,000,000 Shares
<b>Material terms of the securities</b>	The Shares issued will rank equally with existing Shares on issue.
<b>Date on which the securities will be issued</b>	No later than 1 month after the date of this Extraordinary General Meeting.
<b>The price or other consideration the entity will receive for the issue</b>	Nil
<b>Purpose of the issue</b>	In consideration for services provided under the JLM Agreement.
<b>A summary of any other material terms of the JLM Agreement</b>	As outlined within the Company's ASX Announcement dated 18 July 2025.

## Chapter 2E of the Corporations Act

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

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

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

Mr Ismail is a related party of the Company and Kaai Capital Pty Ltd is his associate.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issuance of the Shares the subject of this Resolution, as the terms of issuance are identical to the terms offered to all participants (that are not related parties of the Company) in the Placement as described within the announcement released to ASX on 18 June 2025 and therefore section 215 of the Corporations Act applies.

### Directors' recommendation

Directors (with Mr Ismail abstaining) recommend that Shareholders vote in favour of Resolution 3.

### **Resolution 4 – Issue of up to 75,000,000 Options to Related Party of Director**

Resolution 4 seeks Shareholder approval under and for the purposes of Listing Rule 10.11 to issue 75,000,000 Options to Kaai Pty Ltd in accordance with the JLM Agreement between the JLMs and the Company as announced to ASX on 18 June 2025, exercisable at \$0.0035 and expiring on 31 December 2030.

The Options will be subject to vesting conditions tied to the VWAP of the Company, with tranches of Options to vest if the Company achieves the following 10 day VWAPs at any time before expiry of the Options:

1. 25 million Options will vest if VWAP reaches \$0.005 or higher;
2. 25 million Options will vest if VWAP reaches \$0.010 or higher; and
3. 25 million Options will vest if the VWAP reaches \$0.015 or higher.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities to a related party of the Company or their associates. Mr Ismail is a related party of the Company by virtue of section 228(2) of the Corporations Act. Mr Ismail is also a Director and shareholder of Kaai Pty Ltd and as a result Kaai Pty Ltd is an associate of Mr Ismail for the purpose of Listing Rule 10.11. Resolution 4 therefore seeks Shareholder approval to issue the 75,000,000 Options to Kaai Pty Ltd (or their nominees).

If Shareholder approval is given for the purposes of Listing Rule 10.11 for the issuance of the Options, approval will not be required under Listing Rule 7.1 as this issuance of Options will fall within one of the exceptions to Listing Rule 7.1, and the Options issued pursuant to this Resolution will not deplete the Company's 15% placement capacity as they will not be included in the calculation of this capacity.

If Resolution 4 is not approved by Shareholders, the Company will not be able to issue the Options and will need to pay to Kaai Pty Ltd a cash fee equal to the Black Scholes value of the Options on the day of this Meeting.

Resolution 4 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

In accordance with Listing Rule 10.13 the following information is provided:

<b>The Name of the entity receiving the Options</b>	Kaai Pty Ltd
<b>Listing Rule Category</b>	10.11.4 Mr Ismail is a related party of the Company by virtue of section 228(2) of the Corporations Act. Mr Ismail is also a director and shareholder of

	Kaai Pty Ltd and as a result Kaai Pty Ltd is an associate of Mr Ismail for the purpose of Listing Rule 10.11.
Number and Class of Securities to be Issued	75,000,000 Options
Material terms of the securities	<p>The Options are exercisable at \$0.0035 and expiring on 31 December 2030. The Options will be subject to vesting conditions as follows:</p> <ol style="list-style-type: none"> <li>1. 25 million Options will vest if the 10 days VWAP reaches \$0.005 or higher at any time before expiry of the Options;</li> <li>2. 25 million Options will vest if the 10 days VWAP reaches \$0.010 or higher at any time before expiry of the Options; and</li> <li>3. 25million Options will vest if the 10 days VWAP reaches \$0.015 or higher at any time before expiry of the Options.</li> </ol> <p>On exercise of the Options, the Shares issued will rank equally with existing Shares.</p>
Date on which the securities will be issued	No later than 1 month after the date of this Extraordinary General Meeting.
Issue Price	\$0.000001 per Option
Purpose of the issue	In consideration for services provided under the JLM Agreement.
A summary of any other material terms of the JLM Agreement	As outlined within the Company's ASX Announcement dated 18 July 2025.

## Chapter 2E of the Corporations Act

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

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

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

Mr Ismail is a related party of the Company and Kaai Pty Ltd is his associate.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issuance of the Options the subject of this Resolution, as the terms of issuance are largely similar to options issued as a result of recent placements undertaken by the Company in 2025 and therefore section 215 of the Corporations Act applies

### Directors' recommendation

The Directors (with Mr Ismail abstaining) recommend that Shareholders vote in favour of Resolution 4.

### **Resolution 5: Issue of Options to a Director**

Subject to Shareholder approval, the Company proposes to grant 30,000,000 Options to Non-Executive Director Faldi Ismail (or his nominee).

The proposed grant of Options to Directors is primarily to link the equity rewards to shareholder value creation and align their interests with those of Shareholders, and to encourage the long-term sustainable growth of the Company.

The Options shall be issued under, and subject to, the terms of the Equity Incentive Plan (**Plan**).

Listing Rule 10.14 requires a listed company to obtain shareholder approval prior to the issue of securities under an employee incentive scheme to a director of the company. As a Director, Mr Ismail is a related party of the Company by virtue of section 228(2) of the Corporations Act. As such, Resolution 5 seeks Shareholder approval to issue the Options to Mr Ismail (or his nominee).

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

If Resolution 5 is passed, the Options will be issued to Mr Ismail (or his nominee) and any Shares issued upon vesting and exercise will not deplete the Company's 15% capacity.

If Resolution 5 is not passed, the Company will not be able to issue the Options to Mr Ismail, and may need to consider alternative forms of remuneration including by way of cash payment.

Resolution 5 is an ordinary resolution requiring approval by a simple majority of votes cast by Shareholders entitled to vote on it.

The key terms of the Options are set out in the table below:

<b>Recipient</b>	<b>Mr Faldi Ismail</b>
<b>Number</b>	30,000,000
<b>Exercise Price</b>	\$0.0035
<b>Vesting Condition</b>	Upon the Company achieving a 10-day VWAP of at least \$0.007 at any time between the grant date and expiry date.
<b>Expiry Date</b>	31 December 2030
<b>Terms of Securities</b>	On exercise of the Options, the Shares issued will rank equally with existing Shares.

In accordance with Listing Rule 10.15 the following information is provided:

- For the purposes of Listing Rule 10.15.2 Mr Ismail falls under Listing Rule 10.14.1, as he is a Director of the Company.
- For the purposes of Listing Rule 10.15.5 Mr Ismail has not previously received any Options under the Plan.
- For the purposes of Listing Rule 10.15.6, the Company proposes to issue Options to Mr Ismail (as opposed to fully paid ordinary securities) for the following reasons:
  - (a) Options are designed to incentivise employees and Directors of the Company. Options also act to provide a retention incentive for key employees, to facilitate long-term growth; and
  - (b) equity based incentives assist in the alignment of Shareholders and Directors' interests.
- For the purposes of Listing Rule 10.15.7, it is intended that the Options be issued within 3 days of the Extraordinary General Meeting, but in any event will be issued no later than 3 years after the Extraordinary General Meeting.

For the purpose of Listing Rule 10.15.8, the Options will be issued for \$nil consideration.

For the purpose of Listing Rule 10.15.9, the other general terms for the Plan are outlined in Annexure A of this Explanatory Memorandum.

For the purpose of Listing Rule 10.15.10, there are no loan arrangements with Mr Ismail in relation to the acquisition of the Options.

For the purpose of Listing Rule 10.15.11, details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Equity Incentive Plan after this resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

## Remuneration

The details of Mr Ismail's current total remuneration packages are provided below.

Excluding the value of the proposed Options, Mr Ismail receives \$60,000 per annum for his position as Non-Executive Director.

## General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Options to be issued. A fair value for the Options to be issued has been calculated using the Black Scholes pricing model and based on a number of assumptions, set out below, with an adjustment to the expected life of the Options to take account of limitations on transferability. This methodology is commonly used for valuing Options and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Options.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 20 June 2025.

## Valuation for Options to be issued

<b>Underlying price</b>	\$0.004
<b>Volatility</b>	133%
<b>Dividend Yield (estimate)</b>	0%
<b>Expiry Date</b>	31 December 2030
<b>Exercise (strike) price</b>	\$0.0035
<b>Risk free rate</b>	3.33
<b>Value - per right</b>	\$0.0026
<b>Number of Performance Rights issued</b>	30,000,000
<b>Employee benefit expense</b>	\$77,332

<sup>(a)</sup> The values do not factor in the probability of meeting non-market conditions.

A significant factor in the determination of the final value of Options will be the ultimate Share price at the date of final Options grant (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 20 June 2025.

	Highest	Lowest Price
<b>Closing Price (\$)</b>	\$0.006	\$0.002
<b>Date</b>	09 January 2025	12 June 2025
<b>Total employee benefits expense</b>		
<b>Faldi Ismail</b>	\$180,000	\$60,000

As such, if it is assumed, all other factors are equal, where the Share price increases above the \$0.0035 disclosed above the final value of Options granted will increase, and conversely where the Share price reduces the final value of Options granted will also reduce.

### Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Options are set out above.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (b) the total quantum of Options to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (c) Options are designed to incentivise employees, and in this case, to incentivise Directors of the Company. Options also act to provide a retention incentive for key employees, such as Mr Geha, Mr Ismail and Mr Thornhill to facilitate long-term growth;
- (d) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (e) the Company believes the associated expense is limited and the nature of the Options package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Options to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Options as the exception in section 211 of the Corporations Act applies. The Options are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

### Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the vesting of the Options will have on the interests of the applicable Directors relative to other Shareholders' interests is set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the Options and is based upon shares on issue as at 28 March 2025.

	Mr Faldi Ismail
The total number of Shares on issue in the capital of the Company	1,082,330,351
Shares currently held by the Director (including indirect interests)	Nil
% of Shares currently held by the Director	Nil
Shares to be issued to Related Party subject to approval of Resolution 3	6,000,000

Options held by the Director prior to this Extraordinary General Meeting (including indirect interests)	Nil
Options to be issued under this resolution to the Director following this Extraordinary General Meeting	30,000,000
Options to be issued to Related Party subject to approval of Resolution 4	75,000,000
Shares that will be held following the exercise of Options held by the Director	111,000,000
% of Shares that would be held by the Director (and his associates) assuming no other Options held by other parties are exercised	9.3%

#### **Directors' recommendation**

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 5.

## DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" means the chairman of the extraordinary general meeting;

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

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth);

"**Company or Simble**" means Simble Solutions Limited ACN 608 419 656;

"**Constitution**" means the Company's constitution;

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

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Equity Securities**" has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Extraordinary General Meeting**" means the meeting convened by the Notice of Meeting;

"**Management**" means the management of the Company;

"**Meeting**" or "**Extraordinary General Meeting**" means the Extraordinary General Meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Extraordinary General Meeting of the Company to be held on 5 September 2025 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means a registered holder of a Share in the Company;

"**Trading Day**" means a day determined by ASX to be a trading day and notified to market participants.



# Annexure A

Summary of the key terms of the Company's Equity Incentive Plan

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<b>Purpose</b>	<p>The purpose of the Plan is</p> <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to performance and the creation of Shareholder value;</li> <li>(c) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants or their Nominees to receive Awards with the intention that such Awards and Shares issued on the vesting/exercise of those Awards to be held for the long-term;</li> <li>(d) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and</li> <li>(e) provide greater incentive for Eligible Participants to focus on the Company's long-term goals.</li> </ul>
<b>Eligibility</b>	<p>An eligible participant is a:</p> <ul style="list-style-type: none"> <li>(a) Director (whether executive or non-executive) of any Group Company;</li> <li>(b) a full or part time employee of any Group Company;</li> <li>(c) a casual employee or contractor of a Group Company; and</li> <li>(d) a prospective participant,</li> </ul> <p>who is declared by the Board to be eligible to receive grants or Awards under the Plan (Eligible Participant).</p>
<b>Form of equity</b>	<p>Awards of options and performance rights can be made under the plan. Performance rights are a right to be issued or transferred a Share (or paid a cash payment), upon and subject to the terms set out in the Plan and the terms of any applicable Offer.</p> <p>An option confers a right to acquire a Share subject to the satisfaction of any vesting conditions and the payment of the exercise price for the option on the terms set out in the Plan.</p>
<b>Terms of award</b>	<p>The number of Awards to be offered to an Eligible Participant from time to time will be determined by the Board in its discretion and in accordance with applicable law and the ASX Listing Rules.</p> <p>Each Award will entitle the holder to be issued or transferred one Share (or, at the discretion of the Board, to be paid a cash payment in lieu of the issue or transfer of one Share) unless the Plan or applicable Offer otherwise provides.</p>
<b>Vesting and exercise</b>	<p>A Participant may, subject to the terms of the Plan and any Offer, exercise any vested Awards at any time after the Awards have vested but before the Awards lapse by providing the Company with:</p> <ul style="list-style-type: none"> <li>(a) the certificate for the Awards or, if the certificate for the Awards has been lost, mutilated or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost, mutilated or destroyed;</li> <li>(b) a notice addressed to the Company and signed by the Participant stating that the Participant exercises the Awards and specifying the number of Awards which are exercised; and</li> <li>(c) where the Award to be exercised is an Option, except to the extent the Board approves the use of the Cashless Exercise Facility or the Cash Payment Facility, payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised.</li> </ul>

<b>Cashless Exercise Facility</b>	<p>If a Participant wishes to exercise some or all of their vested Options, it may, subject to Board approval, elect to pay the Option Exercise Price by using the cashless exercise facility provided for under the Plan.</p> <p>The Cashless Exercise Facility allows a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options. By using the Cashless Exercise Facility, the Participant will receive Shares to the value of the surplus after the Option Exercise Price has been set-off.</p>
<b>Cash Payment Facility</b>	<p>Subject to the Corporations Act, the ASX Listing Rules, the Plan and the terms of any Offer, where all Vesting Conditions in respect of an Award have been satisfied or waived, the Board may in its discretion elect, in lieu of issuing or transferring a Share to the Participant on exercise of the Award, to pay the Participant a cash payment for the Award exercised.</p>
<b>Exercise conditions</b>	<p>Exercise condition means any criteria, requirements or conditions set out in the terms of the Plan and any offer, which must be met (notwithstanding the satisfaction of any performance criteria and/or vesting conditions) in order for any performance rights and/or options to vest or be exercisable.</p>
<b>Exercise price</b>	<p>Exercise price means:</p> <ul style="list-style-type: none"> <li>(a) in relation to a performance right, a nil amount, unless otherwise determined by the Board and specified in the invitation, or</li> <li>(b) in relation to an option, the amount payable on exercise of that option, as specified in the offer for that option.</li> </ul>
<b>Change of control</b>	<p>If a company acquires control of the Company as a result of a specified event (e.g. a takeover, a scheme of arrangement, winding up or any similar transaction or event that may result in a person becoming entitled to exercise control over the Company):</p> <ul style="list-style-type: none"> <li>(a) all Vesting Conditions are deemed to be automatically waived (except to the extent that an Offer provides otherwise); and</li> <li>(b) both the Company, the Acquiring Company and the Participant agree, a Participant may, in respect of any vested Awards that are exercised, be provided with shares of the Acquiring Company, or its parent, in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the Shares, but with appropriate adjustments to the number and kind of shares subject to the Awards.</li> </ul>
<b>Lapse</b>	<p>An Award will lapse upon the earlier to occur of:</p> <ul style="list-style-type: none"> <li>(a) the Board, in its discretion, resolving an Award lapse as a result of an unauthorised Disposal, or hedging of, the Awards;</li> <li>(b) a Vesting Condition in relation to the Award is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably;</li> <li>(c) in respect of an unvested Award, a Relevant Person ceases to be an Eligible Participant, unless otherwise determined by the Board;</li> <li>(d) in respect of an unvested Award, a winding up resolution or order is made in respect of the Company, and the Award does not vest in accordance with the operation of the Plan; and</li> <li>(e) the Expiry Date of the Award.</li> </ul> <p>In respect of a vested Award, on a Relevant Person ceasing to be an Eligible Participant, subject to the Board determining that there have been no Fraud or related matter occur and the Expiry Date of the Award.</p>

<b>Share issues</b>	<p>A participant may participate in new issues of securities to holders of Shares only if:</p> <p>(f) the option has been exercised or performance right has vested; and</p> <p>(g) a Share has been issued in respect of the option or performance right,</p> <p>before the record date for determining entitlements to the new issue.</p> <p>If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reorganisation.</p>
<b>Non-transferable rights and options</b>	<p>A participant must not assign, transfer, encumber or otherwise dispose of a performance right or option unless prior written consent is obtained by the Board (which consent may impose such terms and conditions on such assignment, transfer, encumbrance or disposal as the Board sees fit), or in accordance with law in the event of the death of a participant.</p> <p>The Board may, at its discretion, impose a restriction on disposing of, or granting any security interest over, Shares held by a participant on vesting of a performance right or exercise of an option.</p>
<b>Dividends</b>	<p>The performance rights and/or options held by a participant will not give the participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the vesting or exercise of the performance rights and/or options (as the case may be), before the record date for determining entitlements to a dividend.</p>
<b>Voting rights</b>	<p>Awards issued under the Plan will carry no voting rights.</p> <p>A Participant will, from and including the issue date of Shares under the Plan, be entitled to exercise voting rights attached to the Shares.</p>
<b>Administration of the Plan</b>	<p>The Plan will be managed in accordance with the Plan rules, by the Board. Every exercise of a discretion by the Board (or its delegates) and any decision by the Board (or its delegates) regarding the interpretation, effect or application of the Plan will be final, conclusive and binding.</p> <p>The Board may delegate any of its powers or discretions conferred on it by the Plan to any one or more persons selected by it.</p>

<b>Amendment</b>	<p>Subject to Rule 14.2, the Corporations Act and the ASX Listing Rules:</p> <ul style="list-style-type: none"> <li>(h) the Board may, at any time by resolution, amend or add to all or any of the provisions of the Plan, an Offer or the terms or conditions or any Award issued under the Plan; and</li> <li>(i) any amendment may be given such retrospective effect as is specified in the written instrument or resolution which the amendment is made.</li> </ul> <p>No adjustment or variation of the terms of an Award will be made by the Board without the consent of the Participant who holds the relevant Award if such adjustment or variation would have a materially prejudicial effect upon the Participant (in respect of his or her outstanding Awards), other than an adjustment or variation introduced primarily:</p> <ul style="list-style-type: none"> <li>(a) for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans;</li> <li>(b) to correct any manifest error or mistake;</li> <li>(c) to enable a member of the Group to comply with Corporations Act, the ASX Listing Rules, applicable foreign law, or a requirement, policy or practice of the ASIC or other foreign or Australian regulatory body; or</li> <li>(d) to take into consideration possible adverse taxation implications in respect of the Plan, including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation.</li> </ul>
<b>Termination</b>	<p>The Board may terminate the Plan at any time by resolution. Termination shall not affect the rights or obligations of a Participant or the Company which have arisen under the Plan before the date of termination and the provisions of the Plan relating to a Participant's Awards shall survive termination of the Plan until fully satisfied and discharged.</p>



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before **1:30pm (Sydney time) on Wednesday 3 September 2025.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/sisegmsep2025>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:30pm (Sydney time) on Wednesday 3 September 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/sisegmsep2025>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Simple Solutions Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held **in-person at Bligh Room, Level 15, 1 Farrer Place, Governor Macquarie Tower, Sydney NSW 2000 on Friday, 5 September 2025 at 1:30pm (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of 200,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of up to 75,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of up to 6,000,000 Shares to Related Party of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of up to 75,000,000 Options to Related Party of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025