



ASX Announcement

2 September 2025

Notice of General Meeting & Voting Form

The general meeting (**General Meeting**) of Felix Group Holdings Limited (ASX : FLX) (**Felix** or **Company**) is scheduled to be held on Thursday, 2 October 2025 at 11:00am AEST (Melbourne time).

The Letter to Shareholders, Notice of General Meeting and Proxy Form dispatched to Shareholders today are **attached**.

Authorised for release by:

James Frayne
Company Secretary
Felix Group Holdings Ltd

For further information please contact:

Company	Investors
James Frayne Company Secretary Mobile: +61 401 663 177 Email: investors@felix.net	Harry Halstead Vesparum Capital Phone: +61 3 8582 4800 Email: felix@vesparum.com

About Felix – see more at felix.net

Felix operates a cloud-based enterprise Software as a Service (SaaS) procurement management platform and vendor marketplace. Felix connects contractors and third-party vendors by digitising, automating, and streamlining a range of critical procurement-related business processes – reducing supply chain risk and improving transparency and governance.



Dear Shareholder,

Upcoming General Meeting of Shareholders

The General Meeting of Felix Group Holdings Limited ACN 159 858 509 ("**Company**" or "**Felix**") is scheduled to be held at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 on 2 October 2025 at 11:00 a.m. AEST (Melbourne time) (**Meeting**).

The Company strongly encourages Shareholders to lodge a directed proxy form by **30 September 2025 at 11:00 a.m. AEST (Melbourne time)**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders' questions. Further details on how to participate in the Meeting are set out in the notice of meeting (**Notice of Meeting**).

The Notice of Meeting can be viewed and downloaded from: www.computershare.com.au/FLX. You will require your Control Number and SRN/HIN which can be found on your Proxy Form or Notice and Access letter.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents.

In accordance with sections 110C-110K the *Corporations Act 2001* (Cth), no hard copy of the Notice of Meeting and Explanatory Statement will be circulated, unless a shareholder has requested a hard copy.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Notice of Meeting please contact our share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4024 (outside Australia) or visit www.investorcentre.com/contact.

Your right to elect to receive documents electronically or in hard copy

Felix will no longer send a hard copy of the Meeting documents unless a shareholder requests a copy to be mailed.

We encourage all shareholders to provide an email address so that we can send investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in hard copy or electronic form or elect not to receive certain documents such as annual reports in hard copy.

To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <http://www.investorcentre.com/au>.

If you are a shareholder and would like a hard copy of a communication, need further information about the options available to you or have questions about your holding, contact the Company Secretary, Mr James Gregory Forrest Frayne by email at james.frayne@felix.net or contact our share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4024 (outside Australia) or visit www.investorcentre.com/contact.

Michael Bushby

Chairman

Felix Group Holdings Limited



Notice of General Meeting & Explanatory Statement

Felix Group Holdings Limited ACN 159 858 509

To be held at: In person – Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000

To be held on: Thursday, 2 October 2025

Commencing at: 11 a.m. AEST (Melbourne time)

Important Information

This Notice of General Meeting & Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Important dates

Deadline for lodgement of Proxy Forms for the General Meeting	11 a.m. AEST (Melbourne time) on Tuesday, 30 September 2025
General Meeting	11 a.m. AEST (Melbourne time) on Thursday, 2 October 2025
Anticipated issue date of: <ul style="list-style-type: none"> • Tranche 2 Placement Shares; • Tranche 1 Placement Options and Tranche 2 Placement Options; and • Broker Options. 	Wednesday, 8 October 2025
Anticipated completion of Proposed Acquisition and issue of: <ul style="list-style-type: none"> • Consideration Shares; and • Earn-Out Performance Rights. 	Wednesday, 8 October 2025

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the General Meeting of Felix Group Holdings Limited ACN 159 858 509 (**Company**). We are holding the General Meeting in person at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000.

Background to the Resolutions

On 19 August 2025, the Company announced the following:

- (a) The Company had received firm commitments for a placement of 72,727,273 new fully-paid ordinary shares in the Company under an underwritten placement, to sophisticated, professional and institutional investors, at a price of \$0.22 per Share (**Placement**) to raise approximately \$16.0 million (before costs).
- (b) Under the Placement, the Company will offer five (5) free attaching Options for every seven (7) new Shares subscribed for. Such Options will have an exercise price of \$0.31 per Option and will expire 5 years following their issue.
- (c) Additionally, the Company will offer a non-underwritten share purchase plan (**SPP**), to raise a maximum of \$1.0 million, to existing Eligible Shareholders at a price of \$0.21 per Share (before costs).
- (d) The Company had entered into a Share Sale and Purchase Agreement to acquire 100% of the issued share capital in Nexvia Pty Ltd, a SaaS platform, providing project and business management solutions to project-led Vendor SMEs. A summary of the Share Purchase Agreement is contained in **Schedule 1** of this Notice of General Meeting.
- (e) Under the Share Sale and Purchase Agreement, the Company will pay the following consideration to the shareholders of Nexvia Pty Ltd on a pro-rata basis:
 - (i) \$6.0 million in cash¹;
 - (ii) 16,363,636 Shares (**Consideration Shares**); and
 - (iii) 9,600,000 Earn-Out Performance Rights (**Earn-Out Performance Rights**).

With respect to the:

- (a) **Placement** - The Shares issued under the Placement (**Placement Shares**) are to be issued in two tranches:
 - (i) 24,545,455 Placement Shares were issued on 27 August 2025 (**Tranche 1 Placement Shares**); and
 - (ii) 48,181,818 Placement Shares are proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting (**Tranche 2 Placement Shares**).

All Tranche 2 Placement Shares proposed to be issued to a Related Party of the Company, are subject to Shareholder approval.

The Options to be issued under the Placement (**Placement Options**) are proposed to be issued as follows:

- (i) 17,532,467 Placement Options which were free attaching to the Tranche 1 Placement Shares are proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting (**Tranche 1 Placement Options**). In the

¹ The Company will also pay an additional \$275,000 by way of loan to assist Nexvia employee optionholders exercise their options contemporaneously with completion, this amount will be repaid by those optionholders to Nexvia in reduction of that loan and will remain on the Nexvia balance sheet.

event Shareholder approval is not provided for the Tranche 1 Placement Options, the Tranche 1 Placement Options will not be issued; and

- (ii) 34,415,584 Placement Options which are free attaching to the Tranche 2 Placement Shares are proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting (**Tranche 2 Placement Options**). In the event Shareholder approval is not provided for the Tranche 2 Placement Options, the Tranche 2 Placement Options will not be issued.
- (b) **SPP** - It is proposed that the Shares to be issued under the SPP (**SPP Shares**) will be issued on 15 September 2025.
- (c) **Proposed Acquisition** – The Consideration Shares and Earn-Out Performance Rights are proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting.

Further, Canaccord Genuity (Australia) Limited acted as Lead Manager, Global Bookrunner and Underwriter to the Placement. Canaccord Genuity Limited will be issued with 5,905,254 Options, exercisable at \$0.33 per Option and expiring 3 years from the date of their issue (**Broker Options**).

Snapshot of the Resolutions

The Resolutions to be put to Shareholders at the General Meeting are as follows:

- (a) **Resolution 1** seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under ASX Listing Rule 7.4;
- (b) **Resolution 2** seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under ASX Listing Rule 7.1;
- (c) **Resolution 3** seeks Shareholder approval for the issue of the Tranche 1 Placement Options and Tranche 2 Placement Options under ASX Listing Rule 7.1;
- (d) **Resolution 4(a)** seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Shares to a related entity of George Rolleston, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Shares are being issued on the same terms as the Tranche 1 Placement Shares and Tranche 2 Placement Shares under the Placement;
- (e) **Resolution 4(b)** seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Options to a related entity of George Rolleston, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Options are being issued on the same terms as the Tranche 1 Placement Options and Tranche 2 Placement Options under the Placement;
- (f) **Resolution 5(a)** seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Shares to a related entity of Rob Phillpot, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Shares are being issued on the same terms as the Tranche 1 Placement Shares and Tranche 2 Placement Shares under the Placement;
- (g) **Resolution 5(b)** seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Options to a related entity of Rob Phillpot, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Options are being issued on the same terms as the Tranche 1 Placement Options and Tranche 2 Placement Options under the Placement;
- (h) **Resolution 6** seeks Shareholder approval for the issue of the Broker Options under ASX Listing Rule 7.1;
- (i) **Resolution 7** seeks Shareholder approval for the issue of the Consideration Shares under ASX Listing Rule 7.1; and
- (j) **Resolution 8** seeks Shareholder approval for the issue of the Earn-Out Performance Rights under ASX Listing Rule 7.1,

(together, the **Resolutions**).

Proceeds of Placement and SPP

Proceeds of the SPP Offer and Placement	Assuming the SPP is subscribed to the SPP Capped Amount of \$1.0m (\$m)
Funding the cash component of the Proposed Acquisition of Nexvia	\$6.275m
Organic growth initiatives	\$5.5m
Integration costs	\$0.5m
Working capital	\$3.725m
Expenses of the SPP and Placement	\$1.0m
Total	\$17.0 million

Capital structure

The following table details the projected capital structure of the Company after completion of the Placement, SPP and the Proposed Acquisition:

Current capital structure	
Issued capital of the Company prior to completion of the Proposed Acquisition, Placement and SPP	205,410,631 Shares
	4,586,428 Options
	7,776,475 Performance Rights
Placement	
Tranche 1 Placement Shares	24,545,455 Shares
Tranche 2 Placement Shares (following Shareholder approval)	48,181,818 Shares
Tranche 1 Placement Options & Tranche 2 Placement Options (following Shareholder approval)	51,948,052 Options
Broker Options	5,905,254 Options
SPP	
SPP New Shares (to all Eligible Shareholders) up to the SPP Capped Amount of \$1.0m	4,761,905 Shares
Proposed Acquisition	
Consideration Shares (following Shareholder approval)	16,363,636 Shares
Earn-Out Performance Rights (following Shareholder approval)	9,600,000 Earn-Out Performance Rights
Projected issued capital after completion of the Placement, SPP and Proposed Acquisition (undiluted)	299,263,445 Shares 62,439,734 Options 17,376,475 Performance Rights
Projected share capital after completion of the Placement, SPP and Proposed Acquisition (fully diluted)	379,079,654 Shares

Booklet

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the General Meeting, this booklet contains the following:

- The Notice of General Meeting for the General Meeting which contains information about the business to be conducted at the General Meeting, including the Resolutions to be put to the Shareholders at the General Meeting (see Section B).
- Information explaining the business to be conducted at the General Meeting (see the Explanatory Statement at Section D).
- Information on how to vote and how to appoint a proxy to vote on the Resolutions to be passed at the General Meeting (see Section C).

Please read the whole of this booklet carefully as it provides important information on the General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Questions

Should you wish to discuss the matters in this Notice of General Meeting & Explanatory Statement, please do not hesitate to contact the Company Secretary, Mr James Frayne, on +61 401 663 177 or by email at james.frayne@felix.net.

By order of the Board

Dated: 2 September 2025

Michael Bushby – Chair
Felix Group Holdings Limited

Section A – Glossary

\$	Australian dollars.
AEST	Australian Eastern Standard Time.
General Meeting	The general meeting of Shareholders convened by the Notice of General Meeting.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules or Listing Rules	The listing rules of the ASX.
Board	The board of Directors of the Company.
Broker Options	The 5,905,254 Options proposed to be issued to Canaccord Genuity Limited as Lead Manager, Global Bookrunner and Underwriter.
Business Day	A day that is not a Saturday, Sunday or public holiday and on which banks are open for business generally in Melbourne, Victoria.
Chair or Chairman	The chairman of the General Meeting, Mr Michael Bushby.
Company or Felix	Felix Group Holdings Limited ACN 159 858 509.
Completion	Means the date of completion of the Proposed Acquisition.
Consideration Shares	The 16,363,636 Shares to be issued to the sellers of 100% of the issued share capital in Nexvia as part consideration with respect to the Proposed Acquisition. The issue of the Consideration Shares is subject to Shareholder approval.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	The <i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company and Director means any one of them.
Earn-Out	The earn-out component of the Proposed Acquisition.
Earn-Out Performance Rights	The 9,600,000 performance rights to be issued to the sellers of 100% of the issued share capital in Nexvia as part of the Earn-Out for the Proposed Acquisition (which will be convertible into Shares subject to satisfaction of the relevant revenue hurdles). The issue of the Earn-Out Performance Rights is subject to Shareholder approval.
Eligible Shareholders	The Shareholders eligible to participate in the SPP.
Equity Securities	Any type of security in the Company, including a Share, Option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Felix Incentive Plan	The Employee Incentive Plan, approved by the Board on 22 August 2024.
Explanatory Statement	The explanatory statement accompanying the Notice of General Meeting and contained in Section D to this booklet.
Financial Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Glossary	The glossary contained in Section A to this booklet.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Nexvia	Nexvia Pty Ltd ACN 613 107 252.
Notice of General Meeting	The notice of the General Meeting accompanying the Explanatory Statement for the General Meeting and contained in Section B.
Option	An option to subscribe for a Share in the Company.
Performance Right	A right to receive a Share in the Company subject to certain performance conditions being met.
Placement	<p>A placement of 72,727,273 new fully-paid ordinary shares in the Company, to sophisticated, professional and institutional investors, at a price of A\$0.22 per Share to raise approximately A\$16.0 million (before costs), together with five free attaching Placement Options exercisable at \$0.31 each on or before the date that is 5 years following their issue for every seven Placement Shares issued.</p> <p>The Placement is underwritten.</p>
Placement Options	<p>An Option offered under the Placement (five free attaching Placement Options for every seven Placement Shares) exercisable at \$0.31 per Option on or before the date that is 5 years following issue of the Placement Option. The terms of which are detailed in Schedule 2.</p> <p>The Placement Options consist of the Tranche 1 Placement Options and the Tranche 2 Placement Options.</p>
Placement Participants	Has the meaning given in paragraph 4.1 of the Explanatory Statement.
Placement Participation	Has the meaning given in paragraph 4.1 of the Explanatory Statement.
Placement Shares	<p>The Shares offered under the Placement.</p> <p>The Placement Shares consist of the Tranche 1 Placement Shares and the Tranche 2 Placement Shares.</p>
Proposed Acquisition	The proposed acquisition by the Company of 100% of the issued share capital in Nexvia. Refer to Schedule 1 for a summary of the terms of the Proposed Acquisition.
Proxy Form	<p>The online proxy form.</p> <p>If you require a paper proxy form, please contact the Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com/contact.</p> <p>Proxy forms can be submitted as detailed in Section C of this Notice of General Meeting.</p>
Related Party	Has the meaning given in ASX Listing Rule 19.12.
Resolution(s)	The resolution(s) contained in the Notice of General Meeting.
Shareholders	The holders of all Shares issued in the Company and Shareholder means any one of them.
Share Sale and Purchase Agreement	The share sale and purchase agreement entered into between the Company (as the buyer), all of the shareholders of Nexvia (as the sellers) and the controllers of the shareholders of Nexvia (as guarantor), documenting the Proposed Acquisition. Refer to the ASX Announcement issued on 19 August 2025 for more details.
Shares	The ordinary shares on issue in the share capital of the Company and Share means any one of them.
SPP or SPP Offer	<p>The offer to each Eligible Shareholder to subscribe for up to \$30,000 of SPP Shares at an issue price of \$0.21 per Share to raise up to \$1,000,000 before costs (SPP Offer).</p> <p>The SPP Offer is not underwritten.</p>
SPP Capped Amount	\$1.0 million.
SPP Shares	A Share offered under the SPP at an issue price of \$0.21 per Share.

Subsidiaries	Has the meaning given in section 9 of the Corporations Act.
Trading Day	Has the meaning given in ASX Listing Rule 19.12.
Tranche 1 Placement	Means the placement of the Tranche 1 Placement Shares.
Tranche 1 Placement Options	Means the 17,532,467 Placement Options which were free attaching to the Tranche 1 Placement Shares, proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting.
Tranche 1 Placement Shares	Means the 24,545,455 Shares issued on 27 August 2025 as part of the Placement.
Tranche 2 Placement	Means the placement of the Tranche 2 Placement Shares.
Tranche 2 Placement Options	Means the 34,415,584 Placement Options which are free attaching to the Tranche 2 Placement Shares proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting.
Tranche 2 Placement Shares	Means the 48,181,818 Shares proposed to be issued on or around 8 October 2025, subject to receiving Shareholder approval at the General Meeting, as part of the Placement.

Section B – Notice of General Meeting

Time and place

Notice is hereby given that the General Meeting will be held as follows:

- Held: at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000
- Commencing: at 11 a.m. AEST (Melbourne time) on Thursday, 2 October 2025.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

Defined terms

Terms used in this Notice of General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of General Meeting & Explanatory Statement.

SPECIAL BUSINESS

1. Resolution 1: Ratification of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company's prior issue of 24,545,455 Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 at an issue price of \$0.22 per Tranche 1 Placement Share on the terms and conditions set out in the Explanatory Statement."

Short explanation

On 27 August 2025, the Company issued 24,545,455 Tranche 1 Placement Shares to sophisticated, professional and institutional investors at an issue price of \$0.22 per Tranche 1 Placement Share.

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

The 24,545,455 Tranche 1 Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Tranche 1 Placement Shares and re-set the 15% Placement Capacity.

Voting Exclusion Statement

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

- any person who participated in the issue of the Tranche 1 Placement Shares; or
- an associate of that person or persons.

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

- a person or 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.

2. Resolution 2: Authority to issue Tranche 2 Placement Shares under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 48,181,818 Tranche 2 Placement Shares at an issue price of \$0.22 per Tranche 2 Placement Share on the terms and conditions set out in the Explanatory Statement."

Short explanation: The Company will (subject to Shareholder approval) issue 48,181,818 Tranche 2 Placement Shares to sophisticated, professional and institutional investors at an issue price of \$0.22 per Tranche 2 Placement Share.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities (which includes Shares) during any 12-month period than that amount which represents its 15% Placement Capacity. Approval under ASX Listing Rule 7.1 is being sought as the number of Tranche 2 Placement Shares exceeds the 15% Placement Capacity.

Voting Exclusion Statement

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

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

3. Resolution 3: Authority to issue Placement Options (consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options) under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 51,948,052 Placement Options and, upon exercise of those Placement Options, the acquisition of the fully paid ordinary shares underlying those Placement Options, on the terms and conditions set out in the Explanatory Statement."

Short explanation

The Company will (subject to Shareholder approval) issue the Placement Options to sophisticated, professional and institutional investors at an exercise price of \$0.31 per Placement Option to be exercised on or before the date that is 5 years following their issue.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities (which includes Options) during any 12-month period than that amount which represents its 15% Placement Capacity.

Approval under ASX Listing Rule 7.1 is being sought as the number of Placement Options exceeds the 15% Placement Capacity.

Voting Exclusion Statement

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

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

4. Resolution 4(a): Authority to issue Tranche 2 Placement Shares to a Related Party of George Rolleston, under ASX Listing Rule 10.11

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 2,272,727 of the Tranche 2 Placement Shares to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston, a Director of the Company, on the terms and conditions set out in the Explanatory Statement.”

Short explanation

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 2,272,727 Tranche 2 Placement Shares, to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston, being a Director.

Voting Exclusion Statement

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

- Plant Investments Ltd (or its nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

5. Resolution 4(b): Authority to issue Tranche 2 Placement Options to a Related Party of George Rolleston, under ASX Listing Rule 10.11

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 1,623,375 of the Tranche 2 Placement Options to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston, a Director of the Company, and, upon exercise of those Tranche 2 Placement Options, the acquisition of the fully paid ordinary shares underlying those Tranche 2 Placement Options, on the terms and conditions set out in the Explanatory Statement.”

Short explanation

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 1,623,375 Tranche 2 Placement Options, to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston, being a Director.

Voting Exclusion Statement

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

- Plant Investments Ltd (or its nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

6. Resolution 5(a): Authority to issue Tranche 2 Placement Shares to a Related Party of Rob Phillipot, under ASX Listing Rule 10.11

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 454,545 of the Tranche 2 Placement Shares to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Rob Phillipot, a Director of the Company, on the terms and conditions set out in the Explanatory Statement.”

Short explanation

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 454,545 Tranche 2 Placement Shares, to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Rob Phillipot, being a Director.

Voting Exclusion Statement

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

- Gravel Road Nominees Pty Ltd (or its nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

7. Resolution 5(b): Authority to issue Tranche 2 Placement Options to a Related Party of Rob Phillipot, under ASX Listing Rule 10.11

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 324,675 of the Tranche 2 Placement Options to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Rob Phillipot, a Director of the Company, and, upon exercise of those Tranche 2 Placement Options, the acquisition of the fully paid ordinary shares underlying those Tranche 2 Placement Options, on the terms and conditions set out in the Explanatory Statement.”

Short explanation

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 324,675 Tranche 2 Placement Options, to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Rob Phillpot, being a Director.

Voting Exclusion Statement

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

- Gravel Road Nominees Pty Ltd (or its nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

8. Resolution 6: Authority to issue the Broker Options under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 5,905,254 Broker Options and, upon exercise of those Broker Options, the acquisition of the fully paid ordinary shares underlying those Broker Options, on the terms and conditions set out in the Explanatory Statement."

Short explanation

The Company will (subject to Shareholder approval) issue the Broker Options to Canaccord Genuity Limited at an exercise price of \$0.33 per Broker Option to be exercised on or before the date that is 3 years following their issue.

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

Approval under ASX Listing Rule 7.1 is being sought as the number of Broker Options exceeds the 15% Placement Capacity.

Voting Exclusion Statement

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

- Canaccord Genuity (Australia) Limited and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person or 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.

9. Resolution 7: Authority to issue the Consideration Shares under ASX Listing Rule 7.1

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

"That, subject to the approval of Resolutions 2 – 5 (inclusive) and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue the 16,363,636 Consideration Shares to the shareholders of Nexvia Pty Ltd ACN 613 107 252 with such number as detailed in the Explanatory Statement and otherwise on the terms and conditions set out in the Explanatory Statement."

Short explanation

The Company will (subject to Shareholder approval of Resolutions 2 - 5) issue 16,363,636 Consideration Shares to the sellers of the shares in Nexvia. The Consideration Shares are being issued as part consideration for the acquisition of the entire issued share capital of Nexvia by the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities (which includes Earn-Out Performance Rights) during any 12-month period than that amount which represents its 15% Placement Capacity.

Approval under ASX Listing Rule 7.1 is being sought as the number of Consideration Shares exceeds the 15% Placement Capacity.

Voting Exclusion Statement

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

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

10. Resolution 8: Authority to issue the Earn-Out Performance Rights under ASX Listing Rule 7.1

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

"That, subject to the approval of Resolutions 2 – 5 (inclusive) and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue the 9,600,000 Earn-Out Performance Rights to the shareholders of Nexvia Pty Ltd ACN 613 107 252 with such number as detailed in the Explanatory Statement (and the Shares on conversion of such Earn Out Rights) and otherwise on the terms and conditions set out in the Explanatory Statement."

Short explanation

The Company will (subject to Shareholder approval of Resolutions 2 – 5 (inclusive) and satisfaction of the relevant hurdles) issue 9,600,000 Earn-Out Performance Rights to the sellers of the shares in Nexvia. The Earn-Out Performance Rights are being issued as part consideration for the acquisition of the entire issued share capital of Nexvia by the Company. Subject to satisfaction of the relevant hurdles, the Earn-Out Performance Rights will convert into a maximum of 9,600,000 Shares in the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities (which includes Earn-Out Performance Rights) during any 12-month period than that amount which represents its 15% Placement Capacity.

Approval under ASX Listing Rule 7.1 is being sought as the number of Earn-Out Performance Rights exceeds the 15% Placement Capacity.

Voting Exclusion Statement

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

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

However, this does not apply to a vote cast in favour of a Resolution 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.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the General Meeting, you may vote by attending the General Meeting in person, or by attending the meeting by proxy by lodging your online Proxy Form at www.investorvote.com.au outlined in the Notice & Access letter or using the personalised link which was sent to all holders that have elected to receive online communications for notices of meeting, or, in the case of corporate Shareholders, a corporate representative.

2. Your vote is important

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

3. Corporations

To vote at the General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above in this Notice of General Meeting & Explanatory Statement.

5. Voting by proxy

All Shareholders who are entitled to participate in and vote at the General Meeting have the right to appoint a proxy to participate in the General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

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

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Visit www.investorvote.com.au and quote the 6-digit control number found on the front of your Proxy Form. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com .
By post	Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001 Australia
By facsimile	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the General Meeting (i.e. by 11:00 a.m. AEST (Melbourne time) on Tuesday, 30 September 2025. Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

6. Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 7:00 p.m. AEST (Sydney time) on Tuesday, 30 September 2025. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

7. Voting procedure – on a poll

Every question arising at this General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person.

8. Enquiries

For all enquiries, please contact the Company Secretary, Mr James Frayne, on +61 401 663 177 or by email at james.frayne@felix.net.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held commencing at 11 a.m. AEST (Melbourne time) on Thursday, 2 October 2025 in person at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000.

Refer to **Section C** for details on how to attend and vote at the General Meeting.

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

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the General Meeting.

The Directors recommend Shareholders read the Notice of General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of General Meeting & Explanatory Statement in which this Explanatory Statement is contained.

ORDINARY BUSINESS

1 Resolution 1: Ratification of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1

1.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 24,545,455 Tranche 1 Placement Shares issued under ASX Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

1.2 ASX 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 of the Tranche 1 Placement Shares 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 ASX Listing Rule 7.1 for the 12-month period following the date of issue (**Issue Date**).

ASX Listing Rule 7.4 allows the Shareholders of a listed company to ratify 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 issue under ASX Listing Rule 7.1.

To that end, Resolution 1 seeks Shareholder approval for the prior issue of the Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

1.3 Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

The names of the persons to whom the Company issued the securities:	<p>The 24,545,455 Tranche 1 Placement Shares were issued to sophisticated, professional investors and institutional who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act and were identified and introduced by the Underwriter, none of whom are a Related Party of the Company and none of whom were a party to whom ASX Listing Rule 10.11 would apply.</p> <p>For the avoidance of doubt, none of the recipients who were issued more than 1% of the Company's current issued capital were:</p> <ul style="list-style-type: none"> • a member of the Key Management Personnel; • a substantial holder of the Company; • an adviser of the Company; or • an associate of any of the above.
The number and class of securities issued:	24,545,455 Tranche 1 Placement Shares were issued by the Company pursuant to ASX Listing Rule 7.1. They are fully paid ordinary shares in the Company.
The date on which the securities were issued:	The 24,545,455 Tranche 1 Placement Shares were issued by the Company on 27 August 2025.
The issue price:	The issue price was \$0.22 per Tranche 1 Placement Share, being \$5.4 million in total before costs.
The terms of the securities:	The 24,545,455 Tranche 1 Placement Shares comprise of fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
The intended use of the funds raised:	<p>Funds from the Tranche 1 Placement Shares will be used to partially fund the proposed acquisition of Nexvia, organic growth initiatives, working capital and transaction costs.</p> <p>A management fee of 3% and a selling fee of 3% was payable to the Underwriters on the proceeds from the Tranche 1 Placement.</p>
If the securities were issued under an agreement, a summary of the material terms of the agreement:	<p>The Tranche 1 Placement Shares were issued under a term sheet that details:</p> <ul style="list-style-type: none"> • the price of each Tranche 1 Placement Share; • the Tranche 1 Placement Options will only be issued following Shareholder approval; and • the proposed issue date of each Tranche 1 Placement Share.

Voting exclusion statement:

A voting exclusion statement is contained in Resolution 1.

1.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 1.

Resolution 1 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

2 Resolution 2: Authority to issue Tranche 2 Placement Shares under ASX Listing Rule 7.1**2.1 General**

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 48,181,818 Tranche 2 Placement Shares.

Resolution 2 is an ordinary resolution.

2.2 ASX 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 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 of the Tranche 2 Placement Shares does not fall within any of the exceptions under ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the issue of the Tranche 2 Placement Shares under and for the purposes of ASX Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

2.3 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Tranche 2 Placement Shares is provided as follows:

The names of the persons to whom the Company will issue the securities:

The Tranche 2 Placement Shares will be issued to sophisticated, professional and institutional investors.

Those Tranche 2 Placement Shares proposed to be issued to Related Parties or associates of Related Parties of the Company, are also subject to approval under ASX Listing Rule 10.11 under Resolutions 4(a) and 5(a).

The number and class of securities to be issued:

The maximum number of Tranche 2 Placement Shares that the Company may issue under the Placement is 48,181,818 Tranche 2

	Placement Shares. They will be fully paid ordinary shares in the Company.
The date on which the securities are proposed to be issued:	The Tranche 2 Placement Shares will be issued no later than three months after the date of the General Meeting. It is intended that the Tranche 2 Placement Shares will be issued on or around 8 October 2025.
The issue price:	The Tranche 2 Placement Shares will be issued at \$0.22 per Tranche 2 Placement Share, being \$10.6 million in total before costs.
The terms of the securities:	The Tranche 2 Placement Shares are to be issued on the same terms as all other quoted Shares on issue in the Company.
The intended use of the funds raised:	Funds from the Tranche 2 Placement Shares will be used to partially fund the proposed acquisition of Nexvia, organic growth initiatives, working capital and transaction costs. A management fee of 3% and a selling fee of 3% is payable to the Underwriters on the proceeds from the Tranche 2 Placement.
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	The Tranche 2 Placement Shares will be issued under a term sheet that details: <ul style="list-style-type: none"> • the price of each Tranche 2 Placement Share; • the Tranche 2 Placement Shares and Tranche 2 Placement Options will only be issued following Shareholder approval; and • the proposed issue date of each Tranche 2 Placement Share and the Tranche 2 Placement Shares. Those Tranche 2 Placement Shares proposed to be issued to Related Parties or associates of Related Parties of the Company, are also subject to approval under ASX Listing Rule 10.11 under Resolutions 4(a) and 5(a).
Voting exclusion statement	A voting exclusion statement is contained in Resolution 2.

2.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 2.

Resolution 2 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

3 Resolution 3: Authority to issue Placement Options (consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options) under ASX Listing Rule 7.1

3.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 17,532,467 Tranche 1 Placement Options and 34,415,584 Tranche 2 Placement Options.

The Company will not apply for the Placement Options to be listed on the ASX.

Resolution 3 is an ordinary resolution.

3.2 ASX Listing Rule 7.1

Refer to paragraph 2.2 for a snapshot of ASX Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval for the issue of the Placement Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options (consisting of both the Tranche 1 Placement Options and the Tranche 2 Placement Options). In addition, the issue of the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options (consisting of both the Tranche 1 Placement Options and the Tranche 2 Placement Options).

3.3 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Placement Options is provided as follows:

The names of the persons to whom the Company will issue the securities:	<p>The Placement Options will be issued to sophisticated and professional investors.</p> <p>Those Placement Options proposed to be issued to Related Parties or associates of Related Parties of the Company, are also the subject of approval under ASX Listing Rule 10.11 under Resolutions 4(b) and 5(b).</p>
The number and class of securities to be issued:	<p>The maximum number of Placement Options that the Company may issue under the Placement is 51,948,052 Placement Options. The Placement Options are Options which allow the holders of the Placement Options to subscribe for fully-paid ordinary shares in the Company.</p>
The date on which the securities are proposed to be issued:	<p>The Placement Options will be issued no later than three months after the date of the General Meeting.</p> <p>It is intended that the Placement Options will be issued on or around 8 October 2025.</p>
The issue price:	<p>The Placement Options will be issued at an issue price of \$nil per Placement Option as they are free attaching on the basis of five (5) free Placement Options for every seven (7) Placement Shares subscribed for.</p>
The terms of the securities:	<p>Refer to Schedule 2 for a summary of the terms of issue of the Placement Options.</p> <p>Each Placement Option is exercisable at \$0.31 per Placement Option on and from the date of issue and expires 5 years following their issue.</p>
The intended use of the funds raised:	<p>No funds will be raised given that the Placement Options will be issued at an issue price of \$nil per Placement Option.</p>
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	<p>The Placement Options will be issued under a term sheet that details:</p> <ul style="list-style-type: none"> the exercise price of each Placement Option; the Placement Options will only be issued following Shareholder approval; and the proposed issue date of each Placement Option. <p>Those Placement Options proposed to be issued to Related Parties or associates of Related Parties of the Company, are also the subject of approval under ASX Listing Rule 10.11 under Resolutions 4(b) and 5(b).</p>
Voting exclusion statement	<p>A voting exclusion statement is contained in Resolution 3.</p>

3.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 3.

Resolution 3 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 3.

4 Resolutions 4(a), 4(b), 5(a) and 5(b) (inclusive) – Authority to issue Tranche 2 Placement Shares and Tranche 2 Placement Options to Related Parties under ASX Listing Rule 10.11

4.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Directors, Mr George Rolleston and Mr Robert Phillpot (or their respective nominees) (**Placement Participants**), wish to participate in the Placement by subscribing for an aggregate 2,727,272 Tranche 2 Placement Shares and 1,948,050 Tranche 2 Placement Options via entities controlled by them.

Resolutions 4(a), 4(b), 5(a) and 5(b) seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of a total of 2,727,272 Tranche 2 Placement Shares and a total of 1,948,050 Tranche 2 Placement Options under the Placement to Plant Investments Ltd, a related party of Mr George Rolleston, and Gravel Road Nominees Pty Ltd, an entity controlled by Mr Robert Phillpot, (or their respective nominees) (**Placement Participation**).

Resolutions 4(a), 4(b), 5(a) and 5(b) are ordinary resolutions.

4.2 Regulatory requirements

Chapter 2E of the Corporations Act

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

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

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

The issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options constitutes giving a financial benefit and each of Mr George Rolleston and Mr Robert Phillpot are Related Parties of the Company by virtue of being Directors.

The Directors (other than Mr George Rolleston who has a material personal interest in Resolutions 4(a) and 4(b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 4(a) and 4(b) because the Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued to Mr George Rolleston on the same terms as Tranche 2 Placement Shares and Tranche 2 Placement Options issued to non-Related Party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Robert Phillpot who has a material personal interest in Resolutions 5(a) and 5(b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 5(a) and 5(b) because the Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued to Mr Robert Phillpot on the same terms as Tranche 2 Placement Shares and Tranche 2 Placement Options issued to

non-Related Party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies.

As the Placement Participation involves the issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Related Parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that none of the exceptions set out in ASX Listing Rule 10.12 apply to the current circumstances.

If Resolutions 4(a) and 4(b) are passed, the Company will be able to proceed with the issue of 2,272,727 Tranche 2 Placement Shares and 1,623,375 Tranche 2 Placement Options to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston. In addition, the issue of those Tranche 2 Placement Shares and Tranche 2 Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 5(a) and 5(b) are passed, the Company will be able to proceed with the issue of 454,545 Tranche 2 Placement Shares and 324,675 Tranche 2 Placement Options to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Robert Phillpot. In addition, the issue of those Tranche 2 Placement Shares and Tranche 2 Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 4(a) and 4(b) are not passed, the Company will not be able to proceed with the issue of 2,272,727 Tranche 2 Placement Shares and 1,623,375 Tranche 2 Placement Options to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston.

If Resolutions 5(a) and 5(b) are not passed, the Company will not be able to proceed with the issue of 454,545 Tranche 2 Placement Shares and 324,675 Tranche 2 Placement Options to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Rob Phillpot.

4.3 Technical information required by ASX Listing Rule 10.13

For the purposes of ASX listing Rule 10.13, information regarding the Placement Participation is provided as follows:

The names of the persons to whom the Company will issue the securities:	The Tranche 2 Placement Shares and Tranche 2 Placement Options are proposed to be issued to each of Plant Investments Ltd, a related party of Mr George Rolleston, and Gravel Road Nominees Pty Ltd, an entity controlled by Mr Robert Phillpot.
Category of Placement Participants:	<p>Plant Investments Ltd and Gravel Road Nominees Pty Ltd are related parties of Mr George Rolleston and Mr Robert Phillpot respectively, who are Directors of the Company. Mr George Rolleston and Mr Robert Phillpot are Related Parties and, consequently, their entities are associates of Related Parties. This means that Plant Investments Ltd and Gravel Road Nominees Pty Ltd fall within the category in ASX Listing Rule 10.11.4.</p> <p>The issue is not intended to remunerate or incentivise either of the Directors.</p>
Number and class of securities to be issued:	<p>A maximum of 2,272,727 of the Tranche 2 Placement Shares and 1,948,050 of the Tranche 2 Placement Options will be issued comprising of:</p> <ul style="list-style-type: none"> 2,272,727 Tranche 2 Placement Shares and 1,623,375 Tranche 2 Placement Options to Plant Investments Ltd (or its nominee), an

	<p>entity controlled by (and consequently a related party of) Mr George Rolleston, which is the subject of Resolutions 4(a) and 4(b); and</p> <ul style="list-style-type: none"> 454,545 Tranche 2 Placement Shares and 324,675 Tranche 2 Placement Options to Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Robert Phillpot, which is the subject of Resolution 5(a) and 5(b). <p>For each Tranche 2 Placement Option exercised, upon payment of the exercise price, one fully paid ordinary share in the Company will be allocated.</p>
The terms and price of the securities:	<p>The Tranche 2 Placement Shares will be issued for \$0.22 per Tranche 2 Placement Share. The Tranche 2 Placement Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.</p> <p>The Tranche 2 Placement Options will be issued for \$nil per Tranche 2 Placement Option as they are free attaching on the basis of five (5) free Tranche 2 Placement Options for every seven (7) Tranche 2 Placement Shares subscribed for.</p> <p>Refer to Schedule 2 for a summary of the terms of issue of the Tranche 2 Placement Options.</p> <p>The Tranche 2 Placement Options are exercisable at \$0.31 per Tranche 2 Placement Option on and from the date of issue and expires 5 years following their issue.</p>
Date by which the securities will be issued:	<p>The Tranche 2 Placement Shares and Tranche 2 Placement Options are intended to be issued on or around 8 October 2025 but in any event, no later than one month after the date of the General Meeting.</p>
The intended use of the funds raised:	<p>Funds from the Tranche 2 Placement Shares will be used to partially fund the proposed acquisition of Nexvia, organic growth initiatives, working capital and transaction costs.</p> <p>A management fee of 3% and a selling fee of 3% is payable to the Underwriters on the proceeds from the Tranche 2 Placement.</p> <p>No funds will be raised from the Tranche 2 Placement Options given that they will be issued at an issue price of \$nil per Tranche 2 Placement Option.</p>
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	<p>The Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued under a term sheet that details:</p> <ul style="list-style-type: none"> the issue price of each Tranche 2 Placement Share; the exercise price of each Tranche 2 Placement Option; the Tranche 2 Placement Shares and Tranche 2 Placement Options will only be issued following Shareholder approval; and the proposed issue date of each Tranche 2 Placement Share and Tranche 2 Placement Option.
Voting exclusion statement:	<p>Voting exclusion statements are contained in Resolutions 4(a), 4(b), 5(a) and 5(b).</p>

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Tranche 2 Placement Shares and Tranche 2 Placement Options to Plant Investments Ltd (or its nominee), a related party of Mr George Rolleston, and Gravel Road Nominees Pty Ltd (or its nominee), an entity controlled by Mr Robert Phillpot, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of such Tranche 2 Placement Shares and Tranche 2 Placement Options will not be included in the Company's 15% capacity calculation pursuant to ASX Listing Rule 7.1.

4.4 Recommendation and voting requirements

The Directors (with the exception of Mr George Rolleston with respect to Resolutions 4(a) and 4(b), and Mr Robert Phillpot with respect to Resolutions 5(a) and 5(b)) recommend that Shareholders approve Resolutions 4(a), 4(b), 5(a) and 5(b).

Resolutions 4(a), 4(b), 5(a) and 5(b) are ordinary resolutions and so require the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolutions 4(a), 4(b), 5(a) and 5(b).

5 Resolution 6: Authority to issue the Broker Options under ASX Listing Rule 7.1

5.1 General

The Company refers to the background information relating to the Placement contained in the Letter from the Chair.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 5,905,254 Broker Options.

The Company will not apply for the Broker Options to be listed on the ASX.

Resolution 6 is an ordinary resolution.

5.2 ASX Listing Rule 7.1

Refer to paragraph 2.2 for a snapshot of ASX Listing Rule 7.1.

Resolution 6 seeks the required Shareholder approval for the issue of the Broker Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Broker Options.

5.3 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Broker Options is provided as follows:

The names of the persons to whom the Company will issue the securities:	The Broker Options will be issued to Canaccord Genuity (Australia) Limited.
Maximum number and class of securities:	The maximum number of Broker Options that the Company may issue is 5,905,254 Broker Options. The Broker Options are Options which allow Canaccord Genuity Limited to subscribe for fully-paid ordinary shares in the Company.
The date on which the securities are proposed to be issued:	The Broker Options will be issued no later than three months after the date of the General Meeting. It is intended that the Broker Options will be issued on or around 8 October 2025.
The issue price:	The Broker Options will be issued at an issue price of \$nil per Broker Option.
The terms of the securities:	Refer to Schedule 3 for a summary of the terms of issue of the Broker Options. Each Broker Option is exercisable at \$0.33 per Broker Option on and from the date of issue and expires 3 years following their issue.

The intended use of the funds raised:	No funds will be raised given that the Broker Options will be issued at an issue price of \$nil per Broker Option.
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	<p>The Broker Option are to be issued under an underwriting agreement, entered into on 19 August 2025, which details under which the Underwriter has agreed to fully underwrite the Placement, subject to the terms and conditions of the Underwriting Agreement.</p> <p>The Underwriting has a fee of 6% of the Placement proceeds and included the requirement to issue the Broker Options.</p> <p>The key termination events are:</p> <ul style="list-style-type: none"> • ASX300 performance dropping 10%; • A condition completion of the Proposed Acquisition being incapable of satisfaction, or the Proposed Acquisition agreement is terminated; • This Notice of Meeting is withdrawn; • There is a material change in the timeline of the transaction; • The Placement is withdrawn; • A certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished when required; • ASIC or the Takeovers Panel prosecutes or holds a hearing to investigate the Placement; • ASX announces that the Company's shares will be delisted, removed from quotation, withdrawn from admission or suspended from quotation; • There is an alteration of the Company's capital structure without the prior consent of the Lead Manager, other than as detailed in this Notice of Meeting or as Underwriting Agreement.
Voting exclusion statement	A voting exclusion statement is contained in Resolution 6.

5.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 6.

Resolution 6 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 6.

6 Resolution 7: Authority to issue the Consideration Shares under ASX Listing Rule 7.1

6.1 General

The Company refers to the background information relating to the Proposed Acquisition contained in the Letter from the Chair.

For full details on the Proposed Acquisition of Nexvia, refer to the ASX Announcement dated 19 August 2025. A summary of the Share Purchase Agreement is contained in **Schedule 1** of this Notice of General Meeting.

Resolution 7 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 16,363,636 Consideration Shares.

Resolution 7 is an ordinary resolution.

6.2 ASX Listing Rule 7.1

Refer to paragraph 2.2 for a snapshot of ASX Listing Rule 7.1.

Conditional on the passing of Resolutions 2 – 5 (inclusive), Resolution 7 seeks the required Shareholder approval for the issue of the Consideration Shares under and for the purposes of ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Consideration Shares and the Proposed Acquisition. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Proposed Acquisition.

6.3 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Consideration Shares is provided as follows:

The names of the persons to whom the Company will issue the securities:	<p>The Consideration Shares will be issued to the shareholders of Nexvia, being the holders of 100% of the issued share capital in Nexvia. These sellers are as follows:</p> <ul style="list-style-type: none"> • TU INQB8 PTY LTD ACN 123 534 083 ATF the Rowe Investment Trust; • CD BLACKER PTY LTD ACN 130 068 594 ATF the CD Blacker Family Trust; • PART CO PTY LTD ACN 677 628 474 ATF the PART Unit Trust; • Andrew James Williams; • Blair Daniel Williams; • Daniel Michael Eaton. <p>The shareholders of Nexvia fall within the exceptions to disclosure in section 708 of the Corporations Act.</p>
The number and class of securities that will be issued:	<p>The Consideration Shares are fully paid ordinary shares in the Company.</p> <p>The maximum number of Consideration Shares that will be issued is 16,363,636 Consideration Shares.</p>
The date on which the securities are proposed to be issued:	<p>The Consideration Shares will be issued no later than three months after the date of the General Meeting.</p> <p>It is anticipated that the Consideration Shares will be issued on or around 8 October 2025 on completion of the Proposed Acquisition.</p>
The issue price:	<p>The Consideration Shares will be issued at a deemed issue price of \$0.22 each, being the same price as the Placement Shares.</p>
The purpose of the issue or intended use of the funds raised from the issue:	<p>The Consideration Shares are proposed to be issued as part consideration for the acquisition of 100% of the issued share capital in Nexvia.</p>
The terms of the securities:	<p>The Consideration Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.</p>
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	<p>The Consideration Shares are to be issued on the terms of the Share Sale and Purchase Agreement. A summary of the material terms is provided in Schedule 1.</p>
Voting exclusion statement:	<p>A voting exclusion statement is contained in Resolution 7.</p>

6.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 7.

Resolution 7 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 7.

7 Resolution 8: Authority to issue the Earn-Out Performance Rights under ASX Listing Rule 7.1

7.1 General

The Company refers to the background information relating to the Proposed Acquisition contained in the Letter from the Chair.

For full details on the Proposed Acquisition of Nexvia, refer to the ASX Announcement dated 19 August 2025. A summary of the Share Purchase Agreement is contained in **Schedule 1** of this Notice of General Meeting.

Resolution 8 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 9,600,000 Earn-Out Performance Rights.

Resolution 8 is an ordinary resolution.

7.2 ASX Listing Rule 7.1

Refer to paragraph 2.2 for a snapshot of ASX Listing Rule 7.1.

Conditional on the passing of Resolutions 2 – 5 (inclusive), Resolution 8 seeks the required Shareholder approval for the issue of the Earn-Out Performance Rights under and for the purposes of ASX Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Earn-Out Performance Rights and the Proposed Acquisition. In addition, the issue of the Earn-Out Performance Rights will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Earn-Out Performance Rights and the Proposed Acquisition.

7.3 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Earn-Out Performance Rights is provided as follows:

The names of the persons to whom the Company will issue the securities:

The Earn-Out Performance Rights will be issued to the shareholders of Nexvia, being the holders of 100% of the issued share capital in Nexvia. These sellers are as follows:

- TU INQB8 PTY LTD ACN 123 534 083 ATF the Rowe Investment Trust;
- CD BLACKER PTY LTD ACN 130 068 594 ATF the CD Blacker Family Trust;
- PART CO PTY LTD ACN 677 628 474 ATF the PART Unit Trust;
- Andrew James Williams;
- Blair Daniel Williams;
- Daniel Michael Eaton.

The shareholders of Nexvia fall within the exceptions to disclosure in section 708 of the Corporations Act.

The number and class of securities that will be issued:	<p>A maximum 9,600,000 Earn-Out Performance Rights will be issued to the shareholders of Nexvia.</p> <p>Subject to milestones being satisfied in full, the Earn-Out Performance Rights are convertible into a maximum of 9,600,000 fully paid ordinary shares in the Company.</p>
The date on which the securities are proposed to be issued:	<p>The Earn-Out Performance Rights will be issued no later than three months after the date of the General Meeting.</p> <p>It is anticipated that the Earn-Out Performance Rights will be issued on or around 8 October 2025 on completion of the Proposed Acquisition.</p>
The issue price:	The Earn-Out Performance Rights are issued at \$nil per Earn-Out Performance Right.
The purpose of the issue or intended use of the funds raised from the issue:	The Earn-Out Performance Rights are proposed to be issued as part consideration for the acquisition of 100% of the issued share capital in Nexvia.
The terms of the securities:	The Earn-Out Performance Rights are to be issued on the Earn-Out Performance Rights Terms appended to the Share Sale and Purchase Agreement. A summary of the material terms of the Share Sale and Purchase Agreement, including the Earn-Out Performance Rights, is provided in Schedule 1.
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	The Earn-Out Performance Rights are to be issued on the terms of the Share Sale and Purchase Agreement. A summary of the material terms of the Share Sale and Purchase Agreement is provided at schedule 1 .
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 8.

7.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 8.

Resolution 8 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 8.

Schedule 1 – Summary of the Share Purchase Agreement

Sale and Purchase:	Under the Share Purchase Agreement, Felix will buy, and the holders of the shares in Nexvia (Sellers) will sell, 100% of the issued share capital in Nexvia Pty Ltd (Target Shares).
Consideration:	<p><u>Purchase Price</u></p> <p>The purchase price for the Target Shares will be as follows:</p> <ul style="list-style-type: none"> (a) Cash in the amount of \$6.0 million² (Cash Consideration) payable at Completion. (b) Ordinary shares in Felix (Consideration Shares). The number of Consideration Shares was determined by dividing \$3.6 million by the price per ordinary share (Share) issued under the capital raising of Felix (Capital Raising), to fund the Cash Consideration. This will therefore result in 16.36 million Consideration Shares being issued. (c) Earn-Out Performance Rights in Felix (Earn-Out Performance Rights). The number of Earn-Out Performance Rights was determined by dividing \$2.4 million by \$0.25. This will therefore result in 9.6 million Earn-Out Performance Rights being issued.
Earn-Out Performance Rights	<p>The Earn-Out Performance Rights will be convertible into Shares on a 1:1 basis as follows:</p> <ul style="list-style-type: none"> (a) If, over a 12-month period, commencing on 1 October 2025 and ending on 30 September 2026 (Calculation Period), Nexvia achieves: <ul style="list-style-type: none"> (i) a growth in the monthly recurring subscription revenue (Subscription Revenue Growth) of 15%, then 50% of the Earn-Out Performance Rights will convert into Shares; or (ii) Subscription Revenue Growth of 25%, then 100% of the Earn-Out Performance Rights will convert into Shares. (b) If in the Calculation Period, Nexvia achieves less than 15% Subscription Revenue Growth, the Earn-Out Performance Rights will lapse and not convert into Shares. (c) If in the Calculation Period, Nexvia achieves more than 15% Subscription Revenue Growth but less than 25% Subscription Revenue Growth, then the Earn-Out Performance Rights will convert into Shares on a pro-rata basis, based on the level of Subscription Revenue Growth achieved. (d) The Earn-Out Performance Rights will automatically vest in circumstances where: <ul style="list-style-type: none"> (i) Felix fails to allocate a total of \$1,590,545 for Nexvia costs of sales and \$1,386,876 for Nexvia sales and marketing. (ii) Nexvia undergoes or purports to undergo an 'Acceleration Event', namely: 50% or more of the shares in Nexvia Pty Ltd (or any subsidiary) are to be sold to a third party; all or substantially all of the assets owned by Nexvia Pty Ltd (or any subsidiary) are to be sold to a third party; 50% or more of the Shares or any other securities in the company or any of its related body corporates or subsidiaries are to be sold to a third party; all or substantially all of the assets owned by company (or any of its related body corporates or subsidiaries) are to be sold to a third party. (iii) Felix implements, or procures that Nexvia Pty Ltd (or any subsidiary) implements, a price increase or decrease of customer contracts or subscriptions for Nexvia Pty Ltd (or any subsidiary) without the prior written consent of the Nexvia sellers (such consent not to be unreasonably withheld); (iv) Felix discontinues, suspends or removes from offering any product offered by Nexvia Pty Ltd (or any subsidiary) as at the date of completion of the Share Purchase Agreement without the prior written consent of the Nexvia sellers (such consent not to be unreasonably withheld). (e) The Earn-Out Performance Rights: <ul style="list-style-type: none"> (i) are not transferrable, other than to an associated entity;

² The Company will also pay an additional \$275,000 by way of loan to assist Nexvia employee optionholders exercise their options contemporaneously with completion, this amount will be repaid by those optionholders to Nexvia in reduction of that loan and will remain on the Nexvia balance sheet.

	<ul style="list-style-type: none"> (ii) do not confer any right to vote; (iii) do not confer any entitlement to a dividend, whether fixed or at the discretion of the Felix directors; (iv) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise; (v) do not confer any right to participate in the surplus profit or assets of the entity upon a winding up; and (vi) do not confer any right to participate in new issues of securities including an entitlement issue.
Escrow:	<p>100% of the Consideration Shares will be escrowed for 12 months from their respective date of issue.</p> <p>The Shares on conversion of the Earn-Out Performance Rights will not be subject to any escrow.</p>
Condition Precedent:	<p>Felix and the Nexvia shareholders are only obliged to complete the Proposed Acquisition if the following key outstanding conditions are satisfied (or waived, by the party having the benefit of the relevant warranty):</p> <ul style="list-style-type: none"> (a) a minimum of \$15 million is raised under the Placement; (b) shareholder approval under ASX Listing Rule 7.1 for the issue of the Consideration Shares and Earn-Out Performance Rights and securities under the Tranche 2 Placement is obtained; (c) all relevant landlord and change in control consents are obtained; (d) no material adverse change has occurred with respect to Felix or Nexvia; and (e) there is no material breach of any warranties provided by the Nexvia sellers.
Completion Date:	<p>Completion will be on the day which is 5 Business Days after the Condition Precedent is satisfied. As such, it is anticipated that the date of completion will be 8 October 2025.</p>
Warranties and indemnities	<p>The Nexvia sellers have provided market standard warranties and restraints for a transaction of this nature. The warranties are supported by a warranty indemnity. Where a Nexvia Shareholder is a corporate entity, the relevant warranty is also provided by the individual that controls the relevant corporate Nexvia Shareholder.</p> <p>The warranties and warranty indemnity are subject to customary limitations.</p>

Schedule 2 – Terms of issue of the Placement Options

Entitlement and Shareholder approval	Each option (Placement Option) entitles the holder (Optionholder) to subscribe for one fully paid ordinary share (Share) in the capital of Felix Group Holdings Limited (Company) upon exercise of the Placement Option and at all times subject to the Corporations Act 2001 (Cth) (Corporations Act).
Exercise Price	Each Placement Option has an exercise price of A\$0.31 per Placement Option.
Expiry Date	<p>The Placement Options will expire at 5:00pm (Sydney time) on the date that is 5 years following their issue (Expiry Date).</p> <p>Any Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.</p>
Exercise Period	<p>The Placement Options are exercisable at any time and from time to time on or prior to the Expiry Date in minimum parcels of 100,000, or such lesser number, in the event less than 100,000 Placement Options are held.</p> <p>The exercise of the Placement Options is at all time subject to compliance with the Corporations Act 2001 (Cth) (Corporations Act).</p>

Notice of Exercise	<p>The Placement Options may be exercised by delivering a completed notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Placement Option being exercised in Australian currency BPAY or electronic funds transfer.</p> <p>Subject to compliance with the Corporations Act, the Placement Options will be deemed to have been exercised on the date that the aggregate Exercise Price has been paid (in cleared funds) and evidence of such payment has been provided to the Company in respect of the Placement Options exercised in accordance with the Notice of Exercise (Exercise Date).</p>
Timing of Issue of Shares and Quotation of Shares on Exercise	<p>Within 10 Business Days after the later of the following:</p> <ul style="list-style-type: none"> the Exercise Date; and when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, <p>but in any case, no later than 15 Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> allot and issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Notice of Exercise; if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (cleansing notice), or, if the Company is unable to issue a cleansing notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. The Company must notify the Optionholder as soon as possible (whether or not a Notice of Exercise has been delivered) if the Company will not be able to issue a cleansing notice in response to a Notice of Exercise in accordance with these Terms and expects to prepare a cleansing prospectus instead; and if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.
Shares Issued on Exercise	<p>Shares issued on exercise of the Placement Options will rank equally with the then issued Shares of the Company and are free of all encumbrances, liens and third-party interests. Upon issue of the Shares, the Optionholder agrees to become a member of the Company and to be bound by the Constitution.</p>
Quotation - Placement Options	<p>No application for quotation of the Placement Options will be made by the Company.</p>
Transferability of the Placement Options	<p>The Placement Options are only transferable provided that the transfer of Placement Options complies with section 707(3) of the Corporations Act.</p> <p>The Company and Optionholder acknowledge and agree that the Placement Options are not issued with the purpose of selling or transferring them and no Optionholder currently intends to transfer the Placement Options.</p> <p>Subject to the foregoing, the Company agrees to do all things reasonably necessary to allow the Optionholder to transfer one or more Options to another person if requested by the Optionholder in writing</p>
Participation in New Issues	<p>With respect to the Placement Options, an Optionholder is not entitled to:</p> <ul style="list-style-type: none"> a notice of, or to vote or attend at, a meeting of the shareholders; receive any dividends declared by the Company; or participate in any new issues of securities offered to shareholders during the term of the Placement Options, <p>unless and until the Placement Options are exercised and the Optionholder holds Shares.</p>
Adjustment for Bonus Issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Placement Option before the record date for the bonus issue; and

	<ul style="list-style-type: none"> no change will be made to the Exercise Price.
Adjustments for rights issues	<p>If the Company makes an issue of Shares pursuant to a pro rata to existing Shareholders (other than a bonus issue) the Exercise Price of a Placement Option will be reduced according to the following formula:</p> $\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$ <p>O = the old Exercise Price of the Placement Option.</p> <p>E = the number of underlying Shares into which one Placement Option is exercisable.</p> <p>P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.</p> <p>S = the subscription price of a Share under the pro rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).</p> <p>N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.</p>
Adjustments for Reorganisation	If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the ASX Listing Rules.
Winding up	In the event of a winding up of the Company, unexercised Placement Options will have no right to a distribution of surplus assets of the Company.

Schedule 3 – Terms of issue of the Broker Options

Entitlement and Shareholder approval	Each option (Broker Option) entitles the holder (Optionholder) to subscribe for one fully paid ordinary share (Share) in the capital of Felix Group Holdings Limited (Company) upon exercise of the Broker Option and at all times subject to the Corporations Act 2001 (Cth) (Corporations Act).
Exercise Price	Each Broker Option has an exercise price of A\$0.33 per Broker Option.
Expiry Date	<p>The Broker Options will expire at 5:00pm (Sydney time) on the date that is 3 years following their issue (Expiry Date).</p> <p>Any Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.</p>
Exercise Period	<p>The Broker Options are exercisable at any time and from time to time on or prior to the Expiry Date in minimum parcels of 100,000, or such lesser number, in the event less than 100,000 Broker Options are held.</p> <p>The exercise of the Broker Options is at all time subject to compliance with the Corporations Act 2001 (Cth) (Corporations Act).</p>
Notice of Exercise	<p>The Broker Options may be exercised by delivering a completed notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Broker Option being exercised in Australian currency BPAY or electronic funds transfer.</p> <p>Subject to compliance with the Corporations Act, the Broker Options will be deemed to have been exercised on the date that the aggregate Exercise Price has been paid (in cleared funds) and evidence of such payment has been provided to the Company in respect of the Broker Options exercised in accordance with the Notice of Exercise (Exercise Date).</p>
Timing of Issue of Shares and Quotation of Shares on Exercise	<p>Within 10 Business Days after the later of the following:</p> <ul style="list-style-type: none"> the Exercise Date; and when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, <p>but in any case, no later than 15 Business Days after the Exercise Date, the Company will:</p>

	<ul style="list-style-type: none"> allot and issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Notice of Exercise; if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (cleansing notice), or, if the Company is unable to issue a cleansing notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. The Company must notify the Optionholder as soon as possible (whether or not a Notice of Exercise has been delivered) if the Company will not be able to issue a cleansing notice in response to a Notice of Exercise in accordance with these Terms and expects to prepare a cleansing prospectus instead; and if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Broker Options.
Shares Issued on Exercise	Shares issued on exercise of the Broker Options will rank equally with the then Shares of the Company and are free of all encumbrances, liens and third-party interests. Upon issue of the Shares, the Optionholder agrees to become a member of the Company and to be bound by the Constitution.
Quotation - Broker Options	No application for quotation of the Broker Options will be made by the Company.
Transferability of the Broker Options	<p>The Broker Options are only transferable provided that the transfer of Broker Options complies with section 707(3) of the Corporations Act.</p> <p>The Company and Optionholder acknowledge and agree that the Broker Options are not issued with the purpose of selling or transferring them and no Optionholder currently intends to transfer the Broker Options.</p> <p>Subject to the foregoing, the Company agrees to do all things reasonably necessary to allow the Optionholder to transfer one or more Options to another person if requested by the Optionholder in writing</p>
Participation in New Issues	<p>With respect to the Broker Options, an Optionholder is not entitled to:</p> <ul style="list-style-type: none"> a notice of, or to vote or attend at, a meeting of the shareholders; receive any dividends declared by the Company; or participate in any new issues of securities offered to shareholders during the term of the Broker Options, <p>unless and until the Broker Options are exercised and the Optionholder holds Shares.</p>
Adjustment for Bonus Issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> the number of Shares which must be issued on the exercise of a Broker Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Broker Option before the record date for the bonus issue; and no change will be made to the Exercise Price.
Adjustments for rights issues	<p>If the Company makes an issue of Shares pursuant to a pro rata to existing Shareholders (other than a bonus issue) the Exercise Price of a Broker Option will be reduced according to the following formula:</p> $\text{New exercise price} = \frac{O - \frac{E[P - (S + D)]}{N + 1}}$ <p>O = the old Exercise Price of the Broker Option.</p> <p>E = the number of underlying Shares into which one Broker Option is exercisable.</p> <p>P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.</p> <p>S = the subscription price of a Share under the pro rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).</p>

	N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.
Adjustments for Reorganisation	If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the ASX Listing Rules.
Winding up	In the event of a winding up of the Company, unexercised Broker Options will have no right to a distribution of surplus assets of the Company.



Felix Group Holdings Limited
ABN 65 159 858 509

FLX

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 a.m. AEST (Melbourne time) on Tuesday, 30 September 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:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: 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 Felix Group Holdings Limited hereby appoint

☐ the Chair of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Felix Group Holdings Limited to be held at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 on Thursday, 2 October 2025 at 11:00 a.m. AEST (Melbourne time) and at any adjournment or postponement of that meeting.

Step 2

Item 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.

Special Business		For	Against	Abstain
1	Ratification of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Authority to issue Tranche 2 Placement Shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Authority to issue Placement Options (consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options) under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a)	Authority to issue Tranche 2 Placement Shares to a Related Party of George Rolleston, under ASX Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b)	Authority to issue Tranche 2 Placement Options to a Related Party of George Rolleston, under ASX Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a)	Authority to issue Tranche 2 Placement Shares to a Related Party of Rob Phillpot, under ASX Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b)	Authority to issue Tranche 2 Placement Options to a Related Party of Rob Phillpot, under ASX Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Authority to issue Broker Options under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Authority to issue the Consideration Shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Authority to issue the Earn-Out Rights under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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