

5th August 2025

Upcoming General Meeting of Shareholders

Dear Shareholder,


Scalare Partners Holdings Limited (**ASX:SCP** or “the **Company**”) (ACN 629 598 778), advises that the General Meeting will be held at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 at 2:00pm (AEST) on Wednesday, 3 September 2025 (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Statement (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://www.scalarepartners.com/asx-company-announcements>. The Notice will also be available on the Company’s ASX market announcements page.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents such as the Notice in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on the Proxy Form.2. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.
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For further information on the online proxy lodgment process please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at lucy.rowe@automicgroup.com.au.

Copies of all Meeting related material including the Notice, Access Letter and Proxy Form, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

Scalare Partners Holdings Limited

Notice of 2025 General Meeting

Explanatory Statement | Proxy Form

Wednesday, 3 September
2025

2:00 pm AEST

Address

Automic Group, Level 5,
126 Phillip Street, Sydney,
NSW 2000

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

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Important Information for Shareholders about the Company's 2025 GM

This Notice is given based on circumstances as at 4 August 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://scalarepartners.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting (**GM**) of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm AEST on Wednesday, 3 September 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-GMs/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the General Meeting, the representative should bring to the General Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Scalare Partners Holdings Limited ACN 116 825 793 will be held at 2:00 pm AEST on Wednesday, 3 September 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 2:00 pm AEST on Monday, 1 September 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Resolutions

Ratification of Prior Issue of IHV Shares and Placement Securities

1. Resolution 1 – Ratification of Prior Issues

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue 5,643,683 fully paid ordinary shares issued at \$0.189 each as part consideration to the Vendors of InHouse Ventures Pty Ltd (**IHV Shares**) on 19 March 2025 and of 8,217,023 Placement Shares to Placement Participants other than the Directors issued at \$0.012 per Share on 30 July 2025 (**Placement Securities**) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

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

- (i) 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
- (ii) 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

- (iii) 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.

Approval of Issue of Consideration Shares.

2. Resolution 2 - Approval of the issue of Consideration Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 12,500,000 fully paid ordinary shares to the Vendors of all of the shares in Tank Stream Labs Pty Ltd at \$0.12 per share, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

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

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

- (i) 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
- (ii) 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
- (iii) 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.

Approval of Issue of Share Purchase Plan Shares

3. Resolution 3 – Approval of Share Purchase Plan Shares and attaching New Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 9,000,000 SPP Shares and 4,500,000 attaching New Options to Eligible Shareholders, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

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

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

- (i) 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
- (ii) 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
- (iii) 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.

Issue of Share and New Options

4. Resolution 4 – Approval of Issue of New Shares and New Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 15,368,976 New Shares and 12,500,000 New Options to Placement Participants who have committed under the Placement to acquire them subject to shareholder approval, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution **Resolution 4 – Approval of Issue of** by:

- (i) 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
- (ii) 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
- (iii) 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 5** – Approval of Issue of Placement Shares and New Options to Burrill Skies Pty Ltd ATF Burrill Skies Trust an entity associated with Mr James Walker, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 225,000 Placement Shares and 112,500 New Options to Burrill Skies Pty Ltd ATF Burrill Skies trust and entity associated with Mr James Walker Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution **Resolution 5** – Approval of Issue of Placement Shares and New Options to Burrill Skies Pty Ltd ATF Burrill Skies Trust an entity associated with Mr James Walker, by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Approval of Issue of Placement Shares and New Options to Ms Adelle Howse, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 314,000 Shares and 157,000 New Options to Ms Adelle Howse, Director of the Company (or her nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Approval of Issue of Placement Shares and New Options to Mr Neil Carter, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 41,666 Placement Shares and 20,833 New Options to Mr Neil Carter Director of the Company (or his nominee), and otherwise on the terms

and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8 – Approval of Issue of Placement Shares and New Options to Mr James Loughheed, Director of the Company**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 416,667 Placement Shares and 208,333 New Options to Mr James Loughheed Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. **Resolution 9 – Approval of Issue of Placement Shares and New Options to Baobab Nominees Pty Ltd ATF Baobab Direct Investment Trust an entity associated with Mr Beau Quarry, Director of the Company**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 416,667 Placement Shares and 208,333 New Options to Baobab Nominees Pty Ltd ATF Baobab Direct Investment Trust an entity associated with Mr Beau Quarry Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (d) a person who is expected to receive the securities as a result of the proposed issue;
- (e) a 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 Company); or
- (f) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (iv) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (v) 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
- (vi) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Lucy Rowe
Joint Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 2:00 pm AEST on Wednesday, 3 September 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

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

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Background

On 14 July 2025 the Company announced the proposed acquisition of all of the shares in Tank Stream Labs Pty Ltd.

Tank Stream Labs (TSL) has established itself as one of Australia's leading co-working and innovation hub operators, with five strategically located facilities in Sydney and additional offices in Melbourne and Adelaide. Designed to support startups through to scale-ups and corporate clients, Tank Stream offers premium, technology-focused workspaces that foster innovation and collaboration across all stages of business development.

This acquisition will see TSL fully integrated into the Scalare ecosystem, enhancing Scalare's ability to deliver comprehensive support, services, accelerators, investment, and infrastructure for Australia's technology entrepreneurs.

The key terms to complete the TSL acquisition and increase Scalare's ownership to 100% are as follows:

- (a) \$3.0 million in cash – payable on completion;
- (b) \$1.5 million ordinary shares in Scalare – issued on completion and subject to shareholder approval (escrowed to 14 November 2026); and
- (c) \$1.0 million in total deferred consideration, with 50% cash and 50% Scalare shares payable to all Tank Stream shareholders on achieving net profit before tax target for the financial year ended 30 June 2026.

All Scalare shares issued as part of this acquisition will be subject to escrow until 14 November 2026. The issue price for the shares in point 2 above will be \$0.12 per share meaning the total number of shares to be issued on completion of the acquisition is 12,500,000.

Deferred Consideration – Net Profit Before Tax Targets: Additional Scalare shares and cash consideration will be payable to all current Tank Stream shareholders on achievement of the following targets:

	Net Profit Target	100% or more achieved	Less than 75% of target	Greater than 75% but less than 85% of target -	Greater than 85% but less than 100% of target -	Greater than 110% of target – 110% awarded
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				75% awarded	85% awarded	
FY2026	\$1,140,000	\$1,000,000	\$0	\$750,000	\$850,000	\$1,100,000

The consideration payable on achieving the net profit before tax milestone is at the Company's discretion but is expected to be paid 50% in cash and 50% as new issued shares in Scalare. It is expected that these payments will be funded from the cash surplus generated by the TSL business.

The consideration is also payable if, due to various actions taken by Scalare, Bradley Delamare is prevented from enabling TSL to achieve the stated profit target.

Other than Resolution 1 each of the other resolutions relates to the acquisition of TSL, either by approving the issue of fully paid ordinary shares as part consideration for the acquisition of TSL or to raise funds to pay the cash component of the acquisition cost or for working capital, portfolio investments and the costs of the offers.

Resolutions

Ratification of Prior Issue of IHV Shares and Placement

Securities

Resolution 1 – Ratification of Prior Issue of IHV Shares Placement

Securities

Background

As announced on 19 March 2025 the company acquired InHouse Ventures Pty Ltd (**IHV**). Part of the consideration for the acquisition was the issue of 5,643,683 fully paid ordinary shares issued at \$0.189 each to the vendors of all of the shares in IHV.

As announced by the Company on 17 July 2025, the Company received commitments from sophisticated and professional investors (**Placement Participants**) as well as the Directors to acquire 25,000,000 new fully paid ordinary shares at an issue price of \$0.12 per Share to raise \$3.0 million (before costs) for the Company.

Of the 25,000,000 shares 8,217,023 Shares were issued on 30 July 2025 to Placement Participants (**Placement Shares**).

The IHV Shares and the Placement Securities were issued (other than those to be issued to the Directors) utilising the Company's existing capacity under ASX Listing Rule 7.1.

The balance of the Shares to be issued to Placement Participants and the Directors together with all of the attaching New Options require shareholder approval under Listing Rule 7.1 and 10.11 and are the subject of Resolutions 4 to 9 inclusive

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 5,643,683 shares to the vendors of IHV on 19 March 2025 (**Issue Date**) as well as 8,217,023 Placement Shares issued to the Placement Participants, which were issued 30 July 2025.

All of the 5,643,683 IHV Shares and the 8,217,023 Placement Shares to Placement Participants were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of the IHV Shares, the Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as they have not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 5,643,683 IHV Shares and 8,217,023 Placement Shares to Placement Participants for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 5,643,683 IHV Shares 8,217,023 Placement Shares to Placement Participants will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of 5,643,683 IHV Shares and 8,217,023 Placement Shares to Placement Participants will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The 5,643,683 IHV Shares were issued to the vendors of IHV.
- (b) 8,217,023 Placement Shares to Placement Participants, being professional and sophisticated investors who were introduced to the Company by corporate advisors.
- (c) The 5,643,683 IHV Shares were fully paid on issued and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The 8,217,023 Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The terms of the New Options are set out in Annexure A of this Notice of Meeting.
- (f) The 5,643,683 IHV Shares were issued on 19 March 2025.
- (g) The 8,217,023 Placement Shares to Placement Participants were issued on 30 July 2025.
- (h) Each of the 5,643,683 IHV Shares were issued at \$0.189 per IHV Share.
- (i) No funds were raised from the issue of the 5,643,683 IHV Shares.
- (j) Each of the Placement Shares were issued at an issue price of \$0.12 per Placement Share,

which raised \$986,042.76.

- (k) Funds raised from the issue of the Placement Shares have been and will be used by the Company for paying the amount due for the acquisition of Tank Stream Labs Pty Ltd, for working capital and transaction costs.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Approval of issue of shares to Vendors of Tank Stream Labs Pty Ltd.

Resolution 2 - Approval of the issue of Consideration Shares

Background

As noted above the Company has agreed to acquire all of the issued shares in Tank Stream Labs Pty Ltd (**TSL Shares**). Part of the consideration for the TSL Shares is the issue at completion of a total of 12,500,000 Ordinary shares at \$0.12 per share to the vendors of the TSL Shares subject to shareholder approval.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the Consideration Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the New Options are issued.

If this Resolution is not passed the Company will not proceed with the issue of the Consideration Shares nor the acquisition of the TSL Shares.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees will be the vendors of the TSL Shares.
- (b) The maximum number of New Shares to be issued is 12,500,000.
- (c) The New Shares shall be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

- (d) These New Shares will be issued on or around 3 September 2025, but in any case, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The New Shares will be issued at \$0.12 each. No funds will be raised by the issue of the Consideration Shares.
- (f) The purpose of the issue is part of the consideration payable by the Company for the acquisition of the TSL Shares.
- (g) The capital structure of the Company assuming the approval of this Resolution 2 as well as Resolutions 3 to 9 inclusive is as set out below:

	Number of existing Securities	Number of Options to be issued	Fully Diluted Capital
Existing Shares	98,048,390	NIL	98,048,390
Existing Options	6,777	NIL	6,777
Consideration Shares	12,500,000	Nil	12,500,000
Issued under the Placement	8,217,023	4,108,511	12,325,534
Participants Offer (Maximum Commitment)	15,368,976	7,684,488	23,053,464
Directors Placement	1,414,000	706,999	2,121,000
Maximum to be issued under the SPP Offer	9,000,000	4,500,000	13,500,000
Total	144,555,166	16,999,998	161,555,165

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Approval of Issue of Share Purchase Plan Shares

Resolution 3 – Approval of Issue of Share Purchase Plan Shares and Shortfall Offer Shares

Background

Pursuant to the Share Purchase Plan (**SPP**) announced on 17 July 2025, and the Prospectus issued the on 17 July 2025, this Resolution seeks Shareholder approval to ratify the allotment of up to a maximum of 9,000,000 Fully Paid Ordinary Shares (**New Shares**) together with one attaching New Option for every two New Shares subscribed for to existing eligible Shareholders, that will be issued on or around 3 September 2025 to raise up to a maximum of \$1.08 million under the SPP.

The effect of this Resolution is for Shareholders to approve the issue of these SPP Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the SPP Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the SPP Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the New Options are issued.

If this Resolution is not passed the Company will not proceed with the issue of the SPP Shares and may not be able to complete the acquisition of the TSL Shares.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees will be existing shareholders of the Company on the Record Date who participate in the SPP.
- (b) The maximum number of New Shares to be issued is 9,000,000 and the maximum number of New Options is 4,500,000.
- (c) The New Shares shall be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These New Shares and New Options will be issued on or around 2 September 2025, but in any case, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The New Shares will be offered for \$0.12 per New Share raise up to \$1.08 million.
- (f) The full terms of the New Options are set out in Annexure A of this Notice of Meeting.
- (g) The purpose of the SPP Offer is to raise capital which will be used by the Company for part paying the cash consideration for the TSL Shares, additional working capital, acquisition of portfolio investments and the costs of the Offers.
- (h) The capital structure of the Company assuming the SPP Offer is fully subscribed and each of resolutions 2 and 4 to 9 inclusive were passed is as set out in above in respect of Resolution 2.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Issue of New Options

Resolution 4 – Approval of Issue of New Shares and New Options

Background

This Resolution seeks Shareholder approval to issue and allot up to a maximum number of 15,368,976 New Shares at \$0.12 per New Shares and 12,500,000 New Options, to Placement Participants who committed, subject to shareholder approval, to acquire additional New Shares and New options to those they acquired under the Placement which was the subject of Resolution 1.

The effect of this Resolution is for Shareholders to approve the issue of these New Shares and New Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the New Shares and New Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the New Shares and New Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the New Options are issued.

If this Resolution is not passed none of the New Shares and New Options the subject of this Resolution will be issued and the Company may not be able to complete the acquisition of TSL.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are Placement Participants who participated in the Placement.
- (b) The maximum number of New Shares to be issued is 15,368,976 and the maximum number of New Options to be issued is 12,500,000.
- (c) The full terms of the New Options are set out in Annexure A of this Notice of Meeting.
- (d) These New Shares and New Options will be issued on or around 2 September 2025, but in any case, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The New Shares will be offered for \$0.12 per New Share raising \$1,844,277.24 and the New Options will be offered for nil cash consideration as they are attaching New Options to New Shares. Accordingly, no funds will be raised from the issue of these New Options.
- (f) The purpose of the issue of the New Shares and New Options to the Placement Participants is to raise capital which will be used by the Company for part paying the cash consideration

for the TSL Shares, additional working capital, acquisition of portfolio investments and the costs of the Offers.

- (g) The capital structure of the Company assuming the Placement Offer is fully subscribed and each of resolutions 2 and 5 to 9 inclusive were passed is as set out in above in respect of Resolution 2.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Issue of Placement Shares and New Options to Directors of the Company

Resolutions 5, 6, 7,8 and 9 – Approval of Issue of Placement Shares and New Options to Directors of the Company

Background

Each of the Directors of the Company have confirmed their commitment to participate in the Placement through subscribing for a combined number of 1,414,000 Shares and 706,099 attaching New Options. The Placement Shares and New Options proposed under Resolutions 4, 5, 6 and 7 will be subscribed for on the same terms and conditions as those offered under the Placement and subject to Shareholder approval under Resolution 1 of this Notice.

Resolutions 5, 6, 7, 8 and 9 seek Shareholder approval to issue and allot up to a maximum of 1,414,000 New Shares to the Directors and 706,999 New Options to the Directors issued pursuant to the SPP, specifically:

- Resolution 5: A maximum of 225,000 New Shares and 112,500 New Options to be issued to Burrill Skies Pty Ltd ATF Burrill Skies Trust an entity associated with James Walker, Executive Director of the Company;
- Resolution 6: A maximum of 314,000 New Shares and 157,000 New Options to be issued to Adelle Howse, Non-Executive Director and Chair of the Company;
- Resolution 7: A maximum of 41,666 New Shares and 20,833 New Options to be issued to Neil Carter, Non-Executive Director of the Company;
- Resolution 8: A maximum of 416,667 New Shares and 208,333 New Options to be issued to James Loughed, Executive Director of the Company; and
- Resolution 9: A maximum of 416,667 New Shares and 208,333 New Options to be issued to Baobab Nominees 3 Pty Ltd AFT Baobab Direct Investment Trust an entity associated with Beau Quarry, Non-Executive Director of the Company

together (**Directors**).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a

substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an Associate of a person referred to in (a) to (c) above (ASX Listing Rule 10.11.4); and

a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders (ASX Listing Rule 10.11.5). The Directors are each persons in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the New Shares and New Options to the Directors under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If each of Resolutions 4, 5, 6, 7, 8 and 9 is passed, the Company will be able to proceed with the proposed issue and allotment of New Shares and New Options to the corresponding Director.

If one or more of Resolutions 5, 6, 7, 8 and 9 is not passed, then the Directors of the Company who are the subject of the resolutions which were not passed will not be able to participate in the Placement and therefore will not receive their proposed allotment of New Shares and New Options. The passing of any of Resolutions 5, 6, 7, 8 and 9 is independent of the other Resolutions proposed and therefore approval of each of Resolutions 5, 6, 7, 8 or 9 is not dependent on approval of any other Resolution in this Notice.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

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

The proposed issue of New Shares and New Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The Directors of the Company carefully considered the issue of these New Shares and New Options to the Directors and formed the view that the giving of this financial benefit are on arm's length terms, as the securities proposed to be issued are on the same terms as those offered to non-related parties under the Placement announced on 17 July 2024 and on the same or potentially worse conditions as those offered to non-related parties under the SPP announced on the same date.

Accordingly, the Directors of the Company believe that the issue of these New Shares and New Options to the Directors fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of New Shares and New Options to the Directors requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Director Shares and Placement Director Options to the Directors is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee are:
 - (i) Resolution 5: A maximum of 225,000 New Shares and 112,500 New Options to be issued to Burrill Skies Pty Ltd ATF Burrill Skies Trust an entity associated with James Walker, Executive Director of the Company;
 - (i) Resolution 6: A maximum of 314,000 New Shares and 157,000 New Options to be issued to Adelle Howse, Non-Executive Director and Chair of the Company;
 - (i) Resolution 7: A maximum of 41,666 New Shares and 20,833 New Options to be issued to Neil Carter, Non-Executive Director of the Company;
 - (i) Resolution 8: A maximum of 416,667 New Shares and 208,333 New Options to be issued to James Loughheed, Executive Director of the Company; and
 - (i) Resolution 9: A maximum of 416,667 New Shares and 208,333 New Options to be issued to Baobab Nominees 3 Pty Ltd AFT Baobab Direct Investment Trust an entity associated with Beau Quarry, Non-Executive Director of the Company
- (b) Each of the Directors is a related party of the Company for the purposes of ASX Listing Rule 10.11.1.
- (c) The maximum number of New Shares to be issued is 1,414,000. The maximum number of New Options to be issued is 706,999
- (d) The Placement Director Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The full terms of the New Options are set out in Annexure A of this Notice of Meeting.
- (f) The New Shares and New Options will be issued on 2 September 2025, but in any case within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The New Shares will be offered at an issue price of \$0.12.
- (h) The New Options will be offered for nil cash consideration as they are attaching options on the basis of 1 New Option for every 2 New Share subscribed for under the Placement. Accordingly, no funds will be raised from the issue of Placement Director Options.
- (i) Funds raised from the issue of the New Shares will be used by the Company for paying the amount due for the acquisition of Tank Stream Labs Pty Ltd, for working capital and transaction costs. No funds will be raised from the issue of the New Options.
- (j) The New Shares and New Options will not be issued under an agreement.
- (k) The issue of the New Shares and New Options are not intended to remunerate or incentivise the Directors. The Directors' participation in the Placement is voluntary and each Director is paying the full subscription price for their New Shares. The purpose of the issue of the New Options to participants in the Placement generally is to incentivise potential Placement participants to advance funds to the Company.

Directors' Recommendation

The Board of Directors have not made a recommendation on Resolutions 5, 6, 7, 8 and 9.

The Chair intends to vote all undirected proxies in favour of this Resolutions 5, 6, 7, 8 and 9.

Enquiries

Shareholders are asked to contact the Company Secretary at lucy.rowe@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Scalare Partners Holdings Limited ACN 116 825 793.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "**\$**" means Australian dollars.

Eligible Participant or **Eligible Shareholder** means a Shareholder as at 7pm on 16 July 2025 with an address in Australia or New Zealand.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

IHV means InHouse Ventures Pty Ltd ACN 660 084 435

IHV Shares means 5,643,683 fully paid ordinary shares issued at \$0.189

New Shares means fully paid ordinary shares to be issued at \$0.12 per share

New Options means the options the terms of which are set out in Annexure A.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting dated 4 August 2025 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement means the placement of 25,000,000 Placement Shares raising \$3.0 Million as announced by the Company on 17 July 2025.

Placement Participant means a person who acquired Placement Shares in the Placement.

Placement Securities means a total of 8,217,023 New Shares

Proxy Form means the proxy form attached to this Notice of Meeting.

Record Date means 7pm on 16 July 2025

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

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

SPP and SPP Offer means the offer to Eligible Shareholders under the Prospectus dated 17 July 2025 issued by the Company.

SPP Participant means a person who acquired SPP Shares in the SPP Offer.

Annexure A – Material Terms of the New Options

Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

(a) Entitlement

Each New Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.

(b) Exercise Price and Expiry Date

Each New Option has an exercise price of \$0.18 and will expire on the second anniversary of their issue. (**Expiry Date**).

Any New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Period

The New Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) Quotation of the Options

The Company will not apply for Official Quotation of the New Options.

(e) Transferability of the Options

The New Options will not be transferable other than with the written approval of the Company.

(f) Notice of Exercise

The New Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by BPAY electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that option as at the date of receipt.

(g) Shares Issued on Exercise

Shares issued on exercise of the New Options rank equally with the then Shares of the Company.

(i) Participation in New Issues

There are no participation rights or entitlements inherent in the New Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options.

(h) Adjustment for Bonus Issues of Shares

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):

- (ii) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the Bonus issue; and
- (iii) no change will be made to the Exercise Price.

(i) Adjustment for Entitlements Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which paragraph (l) will apply) there will be no adjustment of the Exercise Price of a New Option or the number of Shares over which the New Options are exercisable.

(iv) 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 Listing Rules.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **2.00pm (AEST) on Monday, 01 September 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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