
EDEN INNOVATIONS LTD
ACN 109 200 900

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

**22 JULY 2025
COMMENCING AT 11:00AM**

AT

**LEVEL 15
197 ST GEORGES TERRACE, PERTH
WESTERN AUSTRALIA**

EDEN INNOVATIONS LTD
(ACN 109 200 900)

NOTICE OF MEETING

Notice is hereby given that a General Meeting of shareholders of Eden Innovations Ltd (the **Company**) will be held at **Level 15, 197 St Georges Terrace, Perth** on **22nd day of July 2025 at 11:00am**.

AGENDA

1. Resolution 1 – Consolidation of capital

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

'That, for the purposes of section 254H of the Corporations Act, ASX Listing Rule 7.20 and for all other purposes, shareholders approve the consolidation of the Company's existing Securities on the basis that:

- a) every twenty (20) Shares be consolidated into one (1) Share; and*
- b) all Existing Options on issue be adjusted in accordance with ASX Listing Rule 7.22.1,*

and where this Consolidation results in a fraction of a Share or Option being held by a Shareholder or Optionholder, the Directors be authorised to round that fraction up to the nearest whole Share or Option, with such consolidation to take effect on 29 July 2025.

2. Resolution 2 – Approval of issue of Securities to March Bells Pty Ltd to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to:

- (a) if Resolution 1 is passed, 61,750,000 Shares and 30,875,000 Options; or*
- (b) if Resolution 1 is not passed, 1,235,000,000 Shares and 617,500,000 Options,*

to March Bells Pty Ltd as trustee for The DH Solomon Family Trust ("DS Trust"), an entity associated with DH Solomon, in satisfaction of the amount of \$2,470,000, being partial repayment of the amount lent by the DS Trust to the Company.

The Company will disregard any votes cast on this Resolution by or on behalf of March Bells Pty Ltd, Douglas Howard Solomon or any of its or his associates. 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 the 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 the directions given by the beneficiary to the holder to vote in that way

3. Resolution 3 – Approval of issue of Securities to Arkenstone Pty Ltd to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to:

- (a) if Resolution 1 is passed, 61,750,000 Shares and 30,875,000 Options; or*
- (b) if Resolution 1 is not passed, 1,235,000,000 Shares and 617,500,000 Options,*

to Arkenstone Pty Ltd as trustee for GH Solomon Family Investment Trust ("GS Trust"), an entity associated with Gregory Solomon, in satisfaction of the amount of \$2,470,000, being partial repayment of the amount lent by the GS Trust to the Company.

The Company will disregard any votes cast on this Resolution by or on behalf of Arkenstone Pty Ltd, Gregory Howard Solomon or any of its or his associates. 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 the 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 the directions given by the beneficiary to the holder to vote in that way

4. General

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Act, or otherwise.

PROXIES

In accordance with section 249L of the Act, shareholders are advised:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company;
- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

Online: www.automicgroup.com.au

By hand delivery to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

By post to: Automic, PO Box 5193, Sydney NSW 2001

Each shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular resolution. A shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. Where a shareholder appoints the Chairman as their proxy and does not expressly direct the Chairman to vote 'For' or 'Against' a resolution or to abstain from voting on a resolution, the Chairman intends to vote in favour of such resolution. Notwithstanding the Chairman's voting intention, a shareholder can (where they have appointed the Chairman as their proxy) expressly direct the Chairman to vote for or against such resolution, or to abstain from voting on such resolution, by marking the appropriate box on their proxy form. That is, a shareholder can direct the Chairman to vote as their proxy in a manner which is contrary to the Chairman's stated voting intentions. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the General Meeting.

The Chairman will call a poll for all resolutions.

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 20 July 2025 will be entitled to attend and vote at the General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

By Order of the Board of Directors

Mr Brett Tucker

Company Secretary

Dated this 20th day of June 2025

EDEN INNOVATIONS LTD

(ACN 009 253 187)

EXPLANATORY STATEMENT FOR SHAREHOLDERS

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1. RESOLUTION 1 - CONSOLIDATION OF CAPITAL

1.1. General

Resolution 1 seeks Shareholder approval for the Company to undertake a consolidation of its issued capital on the basis that:

- (a) every twenty (20) Shares be consolidated into one (1) Share; and
- (b) the Existing Options be adjusted in accordance with Listing Rule 7.22.1,

to take effect on 29 July 2025 ("Consolidation").

The Board considers that the Consolidation may have the following potential advantages:

- (c) increased liquidity of the Company's Shares as the bid ask spread is expected to be more attractive or market standard;
- (d) increased appeal to a wider range of investors, particularly to global and offshore institutional investors; and
- (e) may reduce:
 - (i) volatility of the Share price;
 - (ii) fluctuations in the Company's market capitalisation; and
 - (iii) the percentage transaction cost for trading in each board lot of Shares.

1.2. Regulatory Requirements

Section 254H of the Act provides that a company may, by resolution passed at a general meeting, convert all or any of its Shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to re-organise its capital, it must tell Equity Security holders:

- (a) the effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any Options and other convertible securities on issue.

Listing Rule 7.21 provides that a listed entity which has convertible Securities (except options) on issue may only re-organise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is re-organised so that the holder of the Convertible Securities will not receive a benefit that shareholders do not receive.

Listing Rule 7.22.1 requires that when a listed entity undertakes a consolidation of capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

If Resolution 1 is passed, the Company will be able to proceed with the Consolidation and the number of Securities that will be on issue at the time of the Consolidation is anticipated to be adjusted as follows, based on the Securities on issue as at the date of this Notice and to be issued if Resolutions 2 and 3 are approved:

Security	Pre-Consolidation	Post-Consolidation
Shares on issue as at the date of this Notice	4,109,881,048	205,494,052
Shares to be issued if Resolutions 2 and 3 are approved	2,470,000,000	123,500,000

Existing Options (unlisted)	587,245,419	29,362,271
Options to be issued if Resolutions 2 and 3 are approved	1,235,000,000	61,750,000

Accordingly, if all of Resolutions 1, 2 and 3 are passed, at the conclusion of the Consolidation and the issue of all of the Shares the subject of Resolutions 2 and 3, there will be 328,994,052 Shares on issue and 91,112,271 Options.

The effective date of the Consolidation will be 29 July 2025. The Consolidation timetable is set out in Section 1.7 below.

If Resolution 1 is not passed, the Company will not be able to proceed with the Consolidation.

1.3. Fractional entitlements

Not all Shareholders will hold that number of Securities which can be evenly divided by twenty (20). Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

1.4. Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

1.5. Holding statements

From the effective date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities. It is the responsibility of each Shareholder to check the number of Securities held prior to disposal or exercise (as the case may be).

1.6. Effect on capital structure

The approximate effect which the Consolidation will have on the Company's capital structure is set out in the tables below. All numbers are subject to rounding.

(a) Shares

	Pre-Consolidation	Post-Consolidation
Shares on issue as at the date of this Notice	4,109,881,048	205,494,052
Shares to be issued if all of Resolutions 2 and 3 are approved	2,470,000,000	123,500,000
Total Shares on issue if all of Resolutions 2 and 3 are approved	6,579,881,048	328,994,052

(b) Options

Expiry date	Pre-Consolidation		Post-Consolidation	
	Number	Exercise Price (\$)	Number	Exercise Price (\$)
Existing Options (unlisted, exp 11 September 2026)	587,245,419	\$0.009	29,362,271	\$0.18
Options to be issued if all of Resolutions 2 and 3 are approved (unlisted, expiring two years from date of issue)	1,235,000,000	\$0.004	61,750,000	\$0.08

1.7. Consolidation timetable

If Resolution 1 is passed, the Consolidation will take effect in accordance with the following timetable:

Event	Date
Company announces Consolidation using an Appendix 3A.3 and sends out Notice of Meeting	20 June 2025
Meeting – Shareholders approve Consolidation	22 July 2025
Effective date of Consolidation	29 July 2025
Last day for trading on a pre-Consolidation basis	30 July 2025
Post-Consolidation trading starts on a deferred settlement basis	31 July 2025
Record date and last day for Company to register transfers on a pre-Consolidation basis	1 August 2025
First day for Company to update its register of Securities on a post-Consolidation basis and first day for issue of holding statements	2 August 2025
Last day for Company to update its register and send holding statements on a post-Consolidation basis and notify ASX that this has occurred	8 August 2025

The timetable is a proposed indicative timetable, and the Board reserves the right to vary the dates in accordance with the Listing Rules.

1.8. Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of this Resolution 1.

2. BACKGROUND TO RESOLUTIONS 2 AND 3

These Resolutions seek shareholder approval for the conversion of certain amounts which are owing by the Company to:

- Partial repayment of loan advances made by March Bells Pty Ltd as trustee for The DH Solomon Family Trust ("DS Trust"), and Arkenstone Pty Ltd as trustee for GH Solomon Family Investment Trust ("GS Trust"), which each provided unsecured, at call loans for working capital, and on terms and conditions as announced to the ASX on 25 March 2025.

A summary of the Company's indebtedness to each of the abovementioned parties follows:

	AMOUNT (\$)	AMOUNT (\$)	DETAILS
DS Trust Loan outstanding as at date of this notice, comprising principal plus accrued interest	3,706,350		
DS Trust Loan repayment		2,470,000	Partial repayment of loan owed through share and option issue
GS Trust Loan outstanding as at date of this notice, comprising principal plus accrued interest	3,706,350		
GS Trust Loan repayment		2,470,000	Partial repayment of loan owed through share and option issue

The Company and each of the above mentioned parties have agreed to the conversion of the outstanding amounts into Shares at a deemed price of \$0.04 per Share (post Consolidation) (or, if Resolution 1 is not passed, \$0.002), together with Options, subject to receiving shareholder approval, the subject of each of Resolutions 2 and 3. There are no other material terms for each of these agreements.

The Company announced to ASX its intention to convert all of the above debts into Shares and Options (subject to Shareholder approval) on 20 June 2025.

If Shareholders approve all of Resolutions 2 and 3, it is proposed that the debts will be settled through the issue of Shares and Options no later than one month following the Meeting, with the issue of Shares and Options expected to occur on 22 July 2025 (and being, if Resolution 1 is passed, after the effective date of the Consolidation).

The Company wishes to repay the above amounts, by issuing equity, in order to preserve cash while settling the Company's debts. The Company would prefer not to apply any of its existing cash reserves in repayment of the above amounts as it considers those reserves are likely to be required to fund the ongoing working capital requirements of the Company and its activities in relation to the production and sale of EdenCrete® and OptiBlend®.

If Shareholders approve all of Resolutions 2 and 3, and assuming Resolution 1 is approved, the Company will issue an additional 123,500,000 Shares, representing 37.54% of its issued Share capital immediately after the Consolidation is effective and after all of the Shares the subject of Resolutions 2 and 3 have been issued (of 328,994,052 Shares post-Consolidation), together with an additional 61,750,000 Options. If Resolution 1 is not approved, the Company will issue an additional 2,470,000,000 Shares, representing 37.54% of its issued Share capital after all of the Shares the subject of Resolutions 2 and 3 have been issued (of 6,579,881,048 Shares), together with an additional 1,235,000,000 Options.

The following table summarises the impact on the Company's share capital structure if all of Resolutions 2 and 3 are passed:

Table 1

	If Resolution 1 (Consolidation) is approved		If Resolution 1 (Consolidation) is not approved	
	Shares	% of Total	Shares	% of Total
Current structure	205,494,052	62.46%	4,109,881,048	62.46%
Shares to be issued if Resolution 2 is passed	61,750,000	18.77%	1,235,000,000	18.77%
Shares to be issued if Resolution 3 is passed	61,750,000	18.77%	1,235,000,000	18.77%
Total Shares to be issued if all of Resolutions 2 and 3 are passed	123,500,000	37.54%	2,470,000,000	37.54%
TOTAL	328,994,052	100.00%	6,579,881,048	100.00%
	Options	% of Total	Options	% of Total
Current structure	29,362,271	32.23%	587,245,419	32.23%
Options to be issued if Resolution 2 is passed	30,875,000	33.89%	617,500,000	33.89%
Options to be issued if Resolution 3 is passed	30,875,000	33.89%	617,500,000	33.89%
Total Options to be issued if all of Resolutions 2 and 3 are passed	61,750,000	67.77%	1,235,000,000	67.77%
TOTAL	91,112,271	100.00%	1,822,245,419	100.00%

If Resolutions 2 and 3 are passed, the Shares and Options the subject of those Resolutions will be issued to related parties of the Company. The following table shows the beneficial interest which each director of the Company (either personally or through entities controlled by him) has in the Company's Shares as at the date of this Notice, and will have if all of Resolutions 2 and 3 are passed.

Table 2

	If Resolution 1 (Consolidation) is approved			If Resolution 1 (Consolidation) is not approved		
	GH Solomon and associated entities	DH Solomon and associated entities	Allan Larsen	GH Solomon and associated entities	DH Solomon and associated entities	Allan Larsen
Current Shares held (%¹)	4,014,694 (1.95%)	3,623,265 (1.76%)	2,191,782 (1.07%)	80,293,890 (1.95%)	72,465,288 (1.76%)	43,835,647 (1.07%)
Beneficial interest in Resolution 2 Shares	-	61,750,000	-	-	1,235,000,000	-
Beneficial interest in Resolution 3 Shares	61,750,000	-	-	1,235,000,000	-	-

Shares held if all Resolutions 2 and 3 are passed (%)	65,764,694² (19.99%)	65,373,265⁴ (19.87%)	2,191,782 (0.67%)	1,315,293,890³ (19.99%)	1,307,465,288⁵ (19.87%)	43,835,647 (0.67%)
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¹ - Of current issued share capital of 205,494,052 Shares (post-Consolidation) and of 4,109,881,048 (pre-Consolidation)

² - Of proposed issued share capital of 328,994,052 Shares (post-Consolidation) on the basis that all of the Shares which are referred to in second column of Table 1 are issued.

³ - Of proposed issued share capital of 6,579,881,048 Shares (in the event that Resolution 1 (Consolidation) is not approved) on the basis that all of the Shares which are referred to in fourth column of Table 1 are issued.

⁴ - These Shares are being issued to the DS Trust, an entity controlled by DH Solomon.

⁵ - These Shares are being issued to the GS Trust, an entity controlled by GH Solomon

The following table shows the beneficial interest which each director of the Company (either personally or through entities controlled by him) has in the Company's options as at the date of this Notice, and will have if all of Resolutions 2 and 3 are passed.

Table 3

	If Resolution 1 (Consolidation) is approved			If Resolution 1 (Consolidation) is not approved		
	GH Solomon and associated entities	DH Solomon and associated entities	Allan Larsen	GH Solomon and associated entities	DH Solomon and associated entities	Allan Larsen
Current options held¹ (%¹)	Nil	Nil	Nil	Nil	Nil	Nil
Beneficial interest in Resolution 2 Options	-	30,875,000	-	-	617,500,000	-
Beneficial interest in Resolution 3 Options	30,875,000	-	-	617,500,000	-	-
Options held if all Resolutions 2 and 3 are passed (%)	30,875,000^{2 5} (33.89%)	30,875,000^{2 4} (33.89%)	Nil	617,500,000^{3 5} (33.89%)	617,500,000^{3 4} (33.89%)	Nil

¹ - Of current options on issue of 29,362,271 options (post-Consolidation) and of 587,245,419 options (pre-Consolidation)

² - Of proposed total options on issue of 91,112,271 options (post-Consolidation) on the basis that all of the options which are referred to in Table 3 are issued.

³ - Of proposed total options on issue of 1,822,245,419 options (in the event that Resolution 1 (Consolidation) is not approved) on the basis that all of the options which are referred to in Table 3 are issued.

⁴ - These Options are being issued to the DS Trust, an entity controlled by DH Solomon.

⁵ - These Options are being issued to the GS Trust, an entity controlled by GH Solomon

If any of Resolutions 2 and 3 are not approved by the Company's Shareholders, the Company will not be able to effect the relevant fee/debt-equity conversion(s) the subject of that Resolution, and the Company will (in lieu of converting the outstanding fees/debt into equity) need to repay these outstanding fees in full, in cash.

The following table shows the total annual remuneration package for each director as at the date of this Notice.

Director	Director Fees	Superannuation	Equity	Total remuneration
GH Solomon	300,000	36,750	-	336,750
DH Solomon	54,000	6,615	-	60,615
A Larsen ¹	344,807	-	85,452	430,259

The total remuneration paid to ¹Dr Allan Godsk Larsen includes director fees of \$32,000 and consultancy fees of USD210,000 (in his consultant capacity as Chief Scientist and Manager of International Business).

3. RESOLUTION 2 – APPROVAL OF ISSUE OF SECURITIES TO MARCH BELLS TO CONVERT DEBT INTO EQUITY

Shareholder approval for the proposed issue of up to 61,750,000 Shares and 30,875,000 Options on a post-Consolidation basis (or alternatively, up to 1,235,000,000 Shares and 617,500,000 Options if Resolution 1 is not approved) to March Bells Pty Ltd as trustee for The DH Solomon Family Trust ("DS Trust") in partial satisfaction of the debt owing by the Company to the DS Trust, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11.

Section 2 headed "Background to Resolutions 2 and 3" contains details of the amount owing by the Company to DS Trust as at the date of this Notice.

As set out above, the Company proposes to issue to DS Trust:

- (a) If Resolution 1 is passed:
 - 61,750,000 Shares, which represent 30.05% of the Company's issued Share capital of 205,494,052 Shares as at the date of this Notice (on a post-Consolidation basis); and
 - 30,875,000 Options, which represent 105.15% of the Company's options on issue of 29,362,271 options as at the date of this Notice (on a post-Consolidation basis).or
- (b) If Resolution 1 is not passed:
 - 1,235,000,000 Shares which represents 30.05% of the Company's issued Share capital of 4,109,881,048 Shares as at the date of this Notice (on a pre-Consolidation basis); and
 - 617,500,000 Options, which represent 105.15% of the Company's options on issue of 587,245,419 options as at the date of this Notice (on a pre-Consolidation basis).

When the Shares which the Company proposes to issue to DS Trust are aggregated with those which it proposes to issue if Resolution 3 is also passed, the Company proposes to issue, in total, 123,500,000 Shares representing 37.54% of its issued Share capital on a post-Consolidation basis and after all of the Shares the subject of Resolutions 2 and 3 have been issued. If Resolution 1 is not approved, but this Resolution and Resolution 3 are also passed, the Company proposes to issue, in total, 2,470,000,000 Shares representing 37.54% of its issued Share capital as at the date of this Notice and after all of the Shares the subject of Resolutions 2 and 3 have been issued.

As at the date of this Notice, DH Solomon and entities associated with him (including the DS Trust) ("DS Entities") currently hold 72,465,288 Shares. If Resolution 1 (Consolidation) is approved, the DS Entities will then hold 3,623,265 Shares. If this Resolution 2 is passed, the shareholding of the DS Entities will increase to 1,307,465,288 Shares (if the Consolidation contemplated by Resolution 1 is not approved) or 65,373,265 Shares (if Resolution 1 is approved and the Consolidation proceeds as contemplated).

Tables 2 and 3 (in section 2 headed "Background to Resolutions 2 and 3") shows the beneficial interest which the DS Entities will acquire in the Company's Shares and Options if this Resolution 2 is passed.

As at the date of this Notice, the DS Entities hold 1.76% of the issued Share capital of the Company. As shown in Table 2 above (in section 2 headed "Background to Resolutions 2 and 3"), if Resolution 2 is passed, and all of the other resolutions are also passed, the interest of the DS Entities will increase from 1.76% to 19.87%, being an increase of 18.11%.

If Resolution 2 is approved and Resolution 3 is not approved, then the amount of the outstanding debt owed by the Company to the DS Trust that will be able to be converted into Shares under this Resolution 2 will be lowered in order that the relevant interest of the DS Entities in the Company's issued Share capital at the conclusion of all of the Share issues approved by shareholders does not increase to more than 19.99% and does not contravene the prohibition in s.606 of the Act. Relevantly, s.606 of the Act prohibits a person's voting power in a company increasing from 20% or below to more than 20% (unless an exemption in s.611 of the Act applies). Accordingly, if Resolution 2 is approved and if Resolution 3 or is not approved, the number of Shares to be issued to DS Trust on conversion of debt under this Resolution 2 may be lower than the maximum amount stated in Resolution 2, which would cause the debt owing by the Company to the DS Trust following conversion into Shares to be proportionally higher than as stated in this Explanatory Memorandum (because less of it will be able to be converted into equity).

For the purposes of both the Listing Rules and the Act, related parties of the Company includes the directors of the Company, and any entities that the directors control. DH Solomon is a director, and shareholder, of March Bells Pty Ltd. Accordingly, as DH Solomon controls March Bells Pty Ltd, the DS Trust will be a related party of the Company for the purposes of both the Act and the Listing Rules.

Listing Rule 10.11

As noted above, the Company is proposing to issue up to 61,750,000 Shares and 30,875,000 Options on a post-Consolidation basis (or alternatively, up to 1,235,000,000 Shares and 617,500,000 Options if the Consolidation contemplated by Resolution 1 is not approved) to DS Trust (the "DS Trust Issue").

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The DS Trust Issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolution 2 seeks the required shareholder approval to the DS Trust Issue under and for the purposes of Listing Rule 10.11.

If Resolution 2 is passed, the Company will be able to proceed with the DS Trust Issue and part of the debt which is owing by the Company to the DS Trust will be converted into Shares.

If Resolution 2 is not passed, the Company will not be able to proceed with the DS Trust Issue and will need to repay the full amount owing by it to the DS Trust, subject to having available cash.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares and Options the subject of this Resolution 2 will be issued to March Bells Pty Ltd as trustee for The DH Solomon Family Trust.
2. If this Resolution 2 is passed, the Company will issue a maximum of 61,750,000 Shares and 30,875,000 Options on a post-Consolidation basis (or alternatively, a maximum of 1,235,000,000 Shares and 617,500,000 Options if Resolution 1 is not approved). The Shares will be issued on the same terms as, and rank pari passu with, the existing issued Shares of the Company (ASX Code: EDE) and will be quoted on the ASX. The terms of the Options are provided in Schedule 1.
3. All of the Shares and Options will be issued to DS Trust not more than one month after the date of this meeting (it is intended that they will be issued on 22 August 2025).
4. DH Solomon controls March Bells Pty Ltd, and accordingly the DS Trust is a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to DS Trust to convert a portion of the debt owing by the Company into equity, the issue price for the Shares has been fixed at \$0.04 (if the Consolidation contemplated by Resolution 1 is approved) or \$0.002 otherwise. No issue price has been fixed for the Options, which are provided free attaching on a 1 for 2 basis on identical terms to a proposed entitlement offer to shareholders as announced to the ASX on 20 June 2025.
6. No funds will be raised from the proposed issue of the Shares or Options. The Shares and Options are being issued in partial satisfaction of the amount owing by the Company to the DS Trust, to the extent of the maximum sum of \$2,470,000.
7. The Company will disregard any votes cast on this Resolution by or on behalf of Douglas Howard Solomon, DS Trust and any of his or its associates. However, this does not apply to a vote cast in favour of the resolution by:
 - 7.1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 7.2. 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
 - 7.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 7.3.1. 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
 - 7.3.2. the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12-month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares and Options which the Company propose to issue to DS Trust under this Resolution and if Resolution 3 is also passed represent 45.10% of the Company's issued capital as at the date of this Notice, being 4,109,881,048 Shares, (which will become 205,494,052 if Resolution 1 (Consolidation) is approved).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company.

By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, related parties of the Company includes the directors of the Company. As noted above, DH Solomon is a director of the Company. DH Solomon controls March Bells Pty Ltd and, accordingly, the DS Trust is a related party of the Company for the purposes of the Act.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. The proposed conversion price will be \$0.04 (assuming the consolidation contemplated by Resolution 1 proceeds), or \$0.002 otherwise. The conversion price equates to the price of the Shares as at the date of this Notice (i.e. it was not calculated by applying a discount to the current market share price) and is equal to the offer price of Shares (together with free attaching options on a 1 for 2 basis) pursuant to a proposed entitlement offer to shareholders as announced to the ASX on 20 June 2025. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares and Options, is being made on arms' length terms and that Shareholder approval is not required for the purposes of Part 2E.1 of the Act.

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SECURITIES TO ARKENSTONE PTY LTD TO CONVERT DEBT INTO EQUITY

Shareholder approval for the proposed issue of up to 61,750,000 Shares and 30,875,000 Options on a post-Consolidation basis (or alternatively, up to 1,235,000,000 Shares and 617,500,000 Options if Resolution 1 is not approved) to Arkenstone Pty Ltd as trustee for GH Solomon Family Investment Trust ("GS Trust") in partial satisfaction of the debt owing by the Company, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11.

Section 2 headed "Background to Resolutions 2 and 3" contains details of the amount owing by the Company to GS Trust as at the date of this Notice.

As set out above, the Company proposes to issue to GS Trust:

- (a) If Resolution 1 is passed:
 - 61,750,000 Shares, which represent 30.05% of the Company's issued Share capital of 205,494,052 Shares as at the date of this Notice (on a post-Consolidation basis); and
 - 30,875,000 Options, which represent 105.15% of the Company's options on issue of 29,362,271 options as at the date of this Notice (on a post-Consolidation basis).

or
- (b) If Resolution 1 is not passed:
 - 1,235,000,000 Shares which represents 30.05% of the Company's issued Share capital of 4,109,881,048 Shares as at the date of this Notice (on a pre-Consolidation basis); and
 - 617,500,000 Options, which represent 105.15% of the Company's options on issue of 587,245,419 options as at the date of this Notice (on a pre-Consolidation basis).

When the Shares which the Company proposes to issue to GS Trust are aggregated with those which it proposes to issue if Resolution 2 is also passed, the Company proposes to issue, in total, 123,500,000 Shares representing 37.54% of its issued Share capital on a post-Consolidation basis and after all of the Shares the subject of Resolutions 2 and 3 have been issued. If Resolution 1 is not approved, but this Resolution and Resolution 2 are also passed, the Company proposes to issue, in total, 2,470,000,000 Shares representing 37.54% of its issued Share capital as at the date of this Notice and after all of the Shares the subject of Resolutions 2 and 3 have been issued.

As at the date of this Notice, GH Solomon and entities associated with him (including the GS Trust) ("GS Entities") currently hold 80,293,890 Shares. If Resolution 1 (Consolidation) is approved, the GS Entities will then hold 4,014,694

Shares. If this Resolution 3 is passed, the shareholding of the GS Entities will increase to 1,315,293,890 Shares (if the Consolidation contemplated by Resolution 1 is not approved) or 65,764,694 Shares (if Resolution 1 is approved and the Consolidation proceeds as contemplated).

Tables 2 and 3 (in section 2 headed "Background to Resolutions 2 and 3") shows the beneficial interest which the GS Entities will acquire in the Company's Shares and Options if this Resolution 3 is passed.

As at the date of this Notice, the GS Entities hold 1.95% of the issued Share capital of the Company. As shown in Table 2 above (in section 2 headed "Background to Resolutions 2 and 3"), if Resolution 3 is passed, and all of the other resolutions are also passed, the interest of the GS Entities will increase from 1.95% to 19.99%, being an increase of 18.04%.

If Resolution 3 is approved and if Resolution 2 is not approved, then the amount of the outstanding debt owed by the Company to the GS Trust that will be able to be converted into Shares under this Resolution 3 will be lowered in order that the relevant interest of the GS Entities in the Company's issued Share capital at the conclusion of all of the Share issues approved by shareholders does not increase to more than 19.99% and does not contravene the prohibition in s.606 of the Act. Relevantly, s.606 of the Act prohibits a person's voting power in a company increasing from 20% or below to more than 20% (unless an exemption in s.611 of the Act applies). Accordingly, if Resolution 3 is approved and if Resolution 2 is not approved, the number of Shares to be issued to GS Trust on conversion of debt under this Resolution 3 may be lower than the maximum amount stated in Resolution 3, which would cause the debt owing by the Company to the GS Trust following conversion into Shares to be proportionally higher than as stated in this Explanatory Memorandum (because less of it will be able to be converted into equity).

For the purposes of both the Listing Rules and the Act, related parties of the Company includes the directors of the Company, and any entities that the directors control. GH Solomon is a director, and shareholder, of Arkenstone Pty Ltd. Accordingly, as GH Solomon controls Arkenstone Pty Ltd, the GS Trust will be a related party of the Company for the purposes of both the Act and the Listing Rules.

Listing Rule 10.11

As noted above, the Company is proposing to issue up to 61,750,000 Shares and 30,875,000 Options on a post-Consolidation basis (or alternatively, up to 1,235,000,000 Shares and 617,500,000 Options if the Consolidation contemplated by Resolution 1 is not approved) to GS Trust (the "GS Trust Issue").

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The GS Trust Issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolution 3 seeks the required shareholder approval to the GS Trust Issue under and for the purposes of Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the GS Trust Issue and part of the debt which is owing by the Company to the GS Trust will be converted into Shares and Options.

If Resolution 3 is not passed, the Company will not be able to proceed with the GS Trust Issue and will need to repay the full amount owing by it to the GS Trust, subject to having available cash.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares and Options the subject of this Resolution 3 will be issued to Arkenstone Pty Ltd as trustee for The GH Solomon Family Trust.
2. If this Resolution 3 is passed, the Company will issue a maximum of 61,750,000 Shares and 30,875,000 Options on a post-Consolidation basis (or alternatively, a maximum of 1,235,000,000 Shares and 617,500,000 Options if Resolution 1 is not approved). The Shares will be issued on the same terms as, and rank *pari passu* with, the

existing issued Shares of the Company (ASX Code: EDE) and will be quoted on the ASX. The terms of the Options are provided in Schedule 1.

3. All of the Shares will be issued to GS Trust not more than one month after the date of this meeting (it is intended that they will be issued on 22 August 2025).
4. GS Solomon controls Arkenstone Pty Ltd, and accordingly the GS Trust is a related party of the Company.
5. For the purpose of determining the number of Shares and Options to be issued to GS Trust to convert a portion of the debt owing by the Company into equity, the issue price for the Shares has been fixed at \$0.04 (if the Consolidation contemplated by Resolution 1 is approved) or \$0.002 otherwise. No issue price has been fixed for the Options, which are provided free attaching on identical terms to a proposed entitlement offer to shareholders as announced to the ASX on 20 June 2025.
6. No funds will be raised from the proposed issue of the Shares or Options. The Shares and Options are being issued in partial satisfaction of the amount owing by the Company to the GS Trust, to the extent of the maximum sum of \$2,470,000.
7. The Company will disregard any votes cast on this Resolution by or on behalf of Gregory Howard Solomon, GS Trust and any of his or its associates. However, this does not apply to a vote cast in favour of the resolution by:
 - 7.1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 7.2. 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
 - 7.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 7.3.1. 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
 - 7.3.2. the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12-month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares and Options which the Company propose to issue to GS Trust under this Resolution and if Resolution 2 is also passed represent 45.10% of the Company's issued capital as at the date of this Notice, being 4,109,881,048 Shares, (which will become 205,494,052 if Resolution 1 (Consolidation) is approved).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company.

By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, related parties of the Company includes the directors of the Company. As noted above, DH Solomon is a director of the Company. GH Solomon controls March Bells Pty Ltd and, accordingly, the GS Trust is a related party of the Company for the purposes of the Act. Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. The proposed conversion price will be \$0.04 (assuming the consolidation contemplated by Resolution 1 proceeds), or \$0.002 otherwise. The conversion price equates to the price of the Shares as at the date of this Notice (i.e. it was not calculated by applying a discount to the current market share price) and is equal to the offer price of Shares (together with free attaching options on a 1 for 2 basis) pursuant to a proposed entitlement offer to shareholders as announced to the ASX on 20 June 2025. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares and Options, is being made on arms' length terms and that Shareholder approval is not required for the purposes of Part 2E.1 of the Act.

GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"Act" means Corporations Act 2001 (Cth);

"ASIC" means Australian Securities and Investments Commission;

"ASX" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as required by the context;

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

"Company" or "Eden" means Eden Innovations Ltd (ACN 109 200 900);

"Consolidation" means the consolidation of the Company's issued capital on the basis that every twenty (20) Shares be consolidated into one (1) Share (and with the Existing Options to be adjusted in accordance with Listing Rule 7.22.1), for which shareholder approval is sought under Resolution 1;

"Director" means a director of the Company;

"DS Trust" means March Bells Pty Ltd as trustee for The DH Solomon Family Trust;

"equity securities" means, in accordance with the Listing Rules:

- (a) a share;
- (b) a unit;
- (c) an option over an issued or unissued share or unit;
- (d) a right to an issued or unissued share or unit;
- (e) an option over, or a right to, a security referred to in (c) or (d) above;
- (f) a convertible security;
- (g) any security that ASX decides to classify as an equity security;
- (h) but not a security ASX decides to classify as a debt security;

"Existing Option" means all options on issue to acquire Shares in the Company as at the date of this Notice;

"Explanatory Statement" means the information attached to the Notice of Meeting which provides information to shareholders about the Resolutions contained in the Notice of Meeting;

"GS Trust" means Arkenstone Pty Ltd as trustee for the GH Solomon Family Investment Trust

"Listing Rules" means the ASX Listing Rules and **"Listing Rule"** has a corresponding meaning;

"Notice" or "Notice of Meeting" means the notice of meeting which accompanies this Explanatory Statement;

"Option" means options to acquire Shares proposed to be issued pursuant to Resolutions 2 and 3, on terms and conditions as set out in Schedule 1.

"Optionholder" means the holder of an Option in the Company;

"Securities" means all of the Shares and Options of the Company;

"Share" means an ordinary fully paid share in the Company; and

unless the contrary intention appears, terms defined in the Notice of Meeting have the same meaning in this Explanatory Statement.

SCHEDULE 1 TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price and Expiry Date)**: the amount payable upon exercise of each Option (Exercise Price) is \$0.08 (or, if Resolution 1 is not passed, \$0.004) and expiring two years from the date of issue (**Expiry Date**).
3. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date.
4. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
5. **(Transferability)**: The Options can be transferred at any time prior to the Expiry Date.
6. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and, if applicable, payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

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 of the Notice of Exercise and, if applicable, the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which, if applicable, cleared funds have been received by the Company; and
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
8. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
9. **(Timing of application for quotation)** If admitted to the official list of ASX at the time, the Company must apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options within 10 Business Days of the end of the quarter in which the exercise occurred, or within such other time period required by the Listing Rules.
10. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
11. **(Takeovers prohibition)**:
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
12. **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. **(Participation in new issues)**: There are no participation rights or entitlements inherent in the

Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

14. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
15. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
17. **(Adjustment for rights issue):** There will be no adjustment if the Company makes an issue of Shares pro rata to existing Shareholders other than as required under the Listing Rules.
18. **(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 or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
19. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
20. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.



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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 **11.00am (AWST) on Sunday, 20 July 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.



BY MAIL:

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Sydney NSW 2001

IN PERSON:

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Sydney NSW 2000

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