

## General Meeting to convene on Friday, 8 August 2025

The general meeting (**General Meeting**) of Microba Life Sciences Limited (ASX : MAP) (**Microba or Company**) is scheduled to be held on Friday, 8 August 2025 at 11:00am AEST (Brisbane time).

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

View this announcement on our Investor Hub: <https://ir.microba.com/link/MrDawP>

*This announcement has been authorised for release by the Chair and Chief Executive Officer.*

For further information, please contact:

**Dr Luke Reid**

Chief Executive Officer

[luke.reid@microba.com](mailto:luke.reid@microba.com)

**Investor / Media Relations**

[investor@microba.com](mailto:investor@microba.com)

<https://ir.microba.com/welcome>

**About Microba Life Sciences Limited**

Microba Life Sciences is a company at the forefront of microbiome diagnostics & therapeutics and are on a mission to improve human health. With world-leading technology for measuring the human gut microbiome, Microba is driving the discovery and development of novel therapeutics for major chronic diseases and delivering gut microbiome testing services globally to researchers, clinicians, and consumers. Through partnerships with leading organisations, Microba is powering the discovery of new relationships between the microbiome, health and disease for the development of new health solutions. For more information visit [www.microba.com](http://www.microba.com)



**JOIN MICROBA'S INTERACTIVE INVESTOR HUB**

For more Company information and to engage with management by asking questions about Microba's latest announcements and updates, visit [ir.microba.com/welcome](https://ir.microba.com/welcome)

**Microba Life Sciences Ltd** | ABN 82 617 096 652 | L10, 324 Queen Street, Brisbane QLD 4000 Australia | 1300 974 621

Dear Shareholder,

### **Invitation to Microba Life Sciences' General Meeting**

On behalf of the Board of Directors of Microba Life Sciences Limited (**Microba**), I am pleased to invite you to the General Meeting of Microba (**General Meeting**)

This General Meeting marks an important milestone as we seek Shareholder approval for several capital initiatives that will drive expanded clinical adoption of the Company's core microbiome testing products. Microba is in a key growth phase driving towards regional break-even milestones, and your support through this capital raise will help us realise health outcomes for more patients and value creation for shareholders. Following the strong support already received from Sonic Healthcare our largest shareholder, alongside new and existing institutional and sophisticated investors through the \$12.5m Placement, we are now seeking to broaden participation through a \$2.0 million underwritten Share Purchase Plan (**SPP**) and progress our commercial collaboration with Sonic Healthcare.

These capital raising initiatives will enable Microba to:

- Expand adoption of MetaXplore and MetaPanel in Australia and the UK;
- Build the next phase of our scalable commercial operations;
- Generate robust clinical evidence to drive clinical uptake;
- Strengthen our working capital position to support execution; and
- Support long-term value creation for all stakeholders.

The General Meeting will be held at Thomson Geer, Level 28, 1 Eagle Street, Brisbane on Friday, 8 August 2025 at 11:00am AEST (Brisbane time).

### **Lodging Your Proxy and Questions**

We encourage you to lodge a directed proxy form by 11:00am AEST (Brisbane time) on Wednesday, 6 August 2025 if you are unable to attend the General Meeting in person. In addition, please submit any questions ahead of the General Meeting to give our management team the best opportunity to address them comprehensively during the General Meeting. Full details on how to participate, either in person or by proxy, can be found in the attached Notice of General Meeting & Explanatory Statement.

### **Access to General Meeting Documents**

The Notice of General Meeting & Explanatory Statement can be viewed and downloaded from: <https://ir.microba.com/asx-announcements>

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

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

If you are unable to access any of the important General Meeting documents online or if you wish to receive a hard copy of the General Meeting documents please contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 (outside Australia) or via email at [hello@automic.com.au](mailto:hello@automic.com.au)

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

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

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



### **JOIN MICROBA'S INTERACTIVE INVESTOR HUB**

For more Company information and to engage with management by asking questions about Microba's latest announcements and updates, visit [ir.microba.com/welcome](https://ir.microba.com/welcome)

**Microba Life Sciences Ltd** | ABN 82 617 096 652 | L10, 324 Queen Street, Brisbane QLD 4000 Australia | 1300 974 621

8 July 2025



### Updating Your Communication Preferences

To ensure that you receive important updates efficiently, we encourage all shareholders to provide an email address for electronic communications, which includes notices, meeting documents, and annual reports. You can update your communication preferences at <https://investor.automic.com.au/>.

If you are a shareholder and would like a hard copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 (outside Australia) or via email at [hello@automic.com.au](mailto:hello@automic.com.au).

We appreciate your continued support and look forward to welcoming you to the General Meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "P. Rombola".

**Pasquale Rombola**  
Chair | Microba Life Sciences Limited

For further information, please contact:

**Dr Luke Reid**  
Chief Executive Officer  
[luke.reid@microba.com](mailto:luke.reid@microba.com)

**Investor / Media Relations**  
[investor@microba.com](mailto:investor@microba.com)  
<https://ir.microba.com/welcome>

### About Microba Life Sciences Limited

Microba Life Sciences is a precision microbiome company driven to improve human health. With world-leading technology for measuring the human gut microbiome, Microba is driving the discovery and development of novel therapeutics for major chronic diseases and delivering gut microbiome testing services globally to researchers, clinicians, and consumers. Through partnerships with leading organisations, Microba is powering the discovery of new relationships between the microbiome, health and disease for the development of new health solutions. For more information visit [www.microba.com](http://www.microba.com)



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**Microba Life Sciences Ltd** | ABN 82 617 096 652 | L10, 324 Queen Street, Brisbane QLD 4000 Australia | 1300 974 621



# Microba Life Sciences Limited

## ACN 617 096 652

### Notice of General Meeting & Explanatory Statement

**To be held at:** Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000

**To be held on:** Friday, 8 August 2025

**Commencing at:** 11:00am AEST (Brisbane time)

#### Important Information

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

#### Stay Informed — Join the Microba Investor Hub

To ensure you're receiving timely company email updates, ASX announcements & invitations to investor webinars, we encourage all shareholders to activate their Microba Investor Hub profile.

With your Microba Investor Hub profile, you can:

- Access company news, market updates and ASX announcements
- Stay informed about investor webinars and events
- Engage directly with the Microba team through Q&A

Activate your profile today at <https://ir.microba.com/> or simply scan the QR code.



## Important dates

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Issue date of the Tranche 1 Placement Shares	27 June 2025
Deadline for lodgement of Proxy Forms for the General Meeting	11:00am (Brisbane time), 6 August 2025
General Meeting	11:00am (Brisbane time), 8 August 2025
Anticipated issue date of the: <ul style="list-style-type: none"> <li>• Tranche 2 Placement Shares</li> <li>• Placement Options</li> <li>• SPP Shares</li> <li>• SPP Options</li> <li>• Sonic Option</li> </ul>	13 August 2025

\*Dates are indicative only and subject to change. The occurrence of milestones after the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

## Letter from the Chair

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Dear Shareholders,

### General Meeting

We are pleased to invite you to the General Meeting of Microba Life Sciences Limited ACN 617 096 652 (**Company**) to be held at 11:00am (Brisbane time) on 8 August 2025 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000 (**General Meeting**).

This General Meeting marks an important milestone as we seek Shareholder approval for several capital initiatives that will accelerate the execution of Microba's commercial and strategic objectives. Following the strong support we've received from Sonic Healthcare our largest shareholder, alongside new and existing institutional and sophisticated investors through the \$12.5 million Placement, we are now seeking to broaden participation through a \$2.0 million underwritten Share Purchase Plan (**SPP**) and progress our commercial collaboration with Sonic Healthcare.

These capital raising initiatives will enable us to:

- Expand adoption of MetaXplore and MetaPanel in Australia and the UK;
- Build the next phase of our scalable commercial operations;
- Generate robust clinical evidence to drive clinical uptake;
- Strengthen our working capital position to support execution; and
- Support long-term value creation for all stakeholders.

Votes may be submitted during the General Meeting only by those Shareholders physically in attendance at the General Meeting either in person or through a validly appointed corporate representative. Votes via validly submitted Proxy Forms will also be accepted.

In accordance with Part 1.2AA of the *Corporations Act 2001 (Cth)*, the Company will only be dispatching physical copies of the Notice of General Meeting (**Notice of General Meeting**) to Shareholders who have elected to receive the Notice of General Meeting in physical form. The Notice of General Meeting is being made available to Shareholders electronically and can be viewed and downloaded online on at the Company's Investor Relations Website <https://ir.microba.com/> announcements page.

We encourage all shareholders to activate their profile and link their shareholding on Microba's Investor Hub platform at <https://ir.microba.com/> to ensure they are receiving the most up-to-date information from the Company. Investor Hub is our dedicated shareholder engagement platform, providing access to company ASX announcements, Q&A with Company management, access to investor emails as well as invitations to exclusive investor webinars. By registering, you'll stay informed about Microba's broader strategic and commercial progress as we continue to scale across key markets.

### Background to the Resolutions

On 23 June 2025, the Company announced the following:

- (a) The Company had received firm commitments for a placement of 138,888,889 new fully-paid ordinary shares in the Company, to sophisticated, professional and institutional investors, at a price of \$0.09 per Share (**Placement**) to raise approximately \$12.5 million (before costs).
- (b) Additionally, the Company will offer a fully underwritten share purchase plan (**SPP**), underwritten to \$2.0 million, to existing Eligible Shareholders at a price of \$0.09 per Share to raise a further \$2.0 million (before costs) on the same terms as the Placement.
- (c) Under both the Placement and the SPP, the Company will offer one (1) free attaching Option for every two (2) new Shares subscribed for. Such Options will have an exercise price of \$0.14 per Option and will expire 2 years following their issue.

The Shares issued under the Placement (**Placement Shares**) are to be issued in two tranches:

- (a) 67,177,796 Placement Shares were issued on 27 June 2025 (**Tranche 1 Placement Shares**); and

- (b) 71,711,093 Placement Shares are proposed to be issued on or around 13 August 2025, subject to receiving Shareholder approval at the General Meeting (**Tranche 2 Placement Shares**).

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

- (a) 33,588,898 Placement Options which were free attaching to the Tranche 1 Placement Shares are proposed to be issued on or around 13 August 2025, subject to receiving Shareholder approval at the General Meeting (**Tranche 1 Placement Options**). In the event Shareholder approval is not provided for the Tranche 1 Placement Options, the Tranche 1 Placement Options will not be issued; and
- (b) 35,855,546 Placement Options which are free attaching to the Tranche 2 Placement Shares are proposed to be issued on or around 13 August 2025, subject to receiving Shareholder approval at the General Meeting (**Tranche 2 Placement Options**).

It is proposed that the Shares (**SPP Shares**) and the Options (**SPP Options**) to be issued under the SPP will be issued on 13 August 2025, following receipt of Shareholder approval at the General Meeting.

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

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

### **Purpose of General Meeting**

This General Meeting seeks the approval of Shareholders for:

#### **The Placement:**

- (a) Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under ASX Listing Rule 7.4;
- (b) Resolution 2 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under ASX Listing Rule 7.1;
- (c) Resolution 3 seeks Shareholder approval for the issue of the free attaching Placement Options (consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options) pursuant to the Placement under ASX Listing Rule 7.1;
- (d) Resolution 4(a) seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Shares to Mr Pasquale Rombola, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Shares are being issued on the same terms as the Tranche 1 Placement Shares and Tranche 2 Placement Shares under the Placement;
- (e) Resolution 4(b) seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Options to Mr Pasquale Rombola, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Options are being issued on the same terms as the Tranche 1 Placement Options and Tranche 2 Placement Options under the Placement;
- (f) Resolution 5(a) seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Shares to Professor Ian Frazer, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Shares are being issued on the same terms as the Tranche 1 Placement Shares and Tranche 2 Placement Shares under the Placement;
- (g) Resolution 5(b) seeks Shareholder approval for the issue of a number of the Tranche 2 Placement Options to Professor Ian Frazer, a Director, under ASX Listing Rule 10.11. These Tranche 2 Placement Options are being issued on the same terms as the Tranche 1 Placement Options and Tranche 2 Placement Options under the Placement;

#### **The SPP:**

- (h) Resolution 6(a) seeks Shareholder approval for the issue of the SPP Shares pursuant to the SPP under ASX Listing Rule 7.1;
- (i) Resolution 6(b) seeks Shareholder approval for the issue of the SPP Options pursuant to the SPP under ASX Listing Rule 7.1; and

**Sonic Option:**

- (j) Resolution 7 seeks Shareholder approval for the issue of the Sonic Option to Sonic Healthcare Limited under ASX Listing Rule 7.1,

(together, the **Resolutions**).

**Proceeds**

Proceeds from the Placement will be used to rapidly advance Microba's commercialisation of its core tests MetaXplore and MetaPanel including:

- Advancing the product development roadmap to support expanded clinical adoption in Australia and the UK;
- Advancing scalable sales, marketing and commercial operations in Australia and the UK;
- Developing targeted clinical evidence to underpin the product roadmap and drive clinical adoption;
- Strengthening working capital and balance sheet flexibility;
- Offer costs.

Any funds raised via the SPP will be allocated to working capital.

**Capital structure**

The following table details the projected capital structure of the Company after completion of the Placement and SPP and issue of the Sonic Option (on an undiluted basis).

<b>Current capital structure</b>	
Issued capital of the Company prior to completion of the Placement and SPP and issue of the Sonic Option	447,851,977 Shares
	26,849,744 Options
<b>Placement</b>	
Issue of Tranche 1 Placement Shares	67,177,796 Shares
Issue of Tranche 2 Placement Shares (following Shareholder approval)	71,711,093 Shares
Issue of Tranche 1 Placement Options and Tranche 2 Placement Options (following Shareholder approval)	69,444,444 Options
<b>SPP</b>	
Issue of SPP Shares (to all Eligible Shareholders) (following Shareholder approval)	22,222,223 Shares
Issue of SPP Options (to all Eligible Shareholders) (following Shareholder approval)	11,111,111 Options
<b>Sonic Option</b>	
Issue of Sonic Option	1 Option
<b>Projected issued capital after completion of the Placement and SPP and assuming all Options are issued (but the Options issued are not exercised)</b>	<b>608,963,089 Shares</b> <b>107,405,299 Options</b>

Refer to **Schedule 3** for detail of the issued capital of the Company on a fully diluted basis.

**Voting**

A Shareholder can vote either in person or by proxy.



Shareholders are encouraged to vote online at <https://investor.automic.com.au/#!/loginsah>.

Alternatively, the attached proxy form can be returned by:

Post to: Automic  
GPO Box 5193  
Sydney NSW 2001

Or email to: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Or in person: Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

Or fax to: 02 2 8583 3040 within Australia or  
+61 2 8583 3040 outside Australia

If you are unsure as to how to vote, we recommend that you speak with your professional adviser.

### Booklet

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

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

### Questions

Should you wish to discuss the matters in this Notice of General Meeting & Explanatory Statement, please do not hesitate to contact the Company Secretary, James Heath at [James.Heath@microba.com](mailto:James.Heath@microba.com). Alternatively, you should consult your licensed financial adviser, stockbroker or other professional adviser.

If you have any questions in regards to your holding in Shares or other Share registry matters, please consult Automic on 1300 288 664 (from within Australia) and +61 2 9698 5414 (from outside Australia). We look forward to the participation of all Shareholders at the General Meeting on 11:00am (Brisbane time) on 8 August 2025.

We appreciate your continued support and look forward to welcoming you to the General Meeting.

Yours sincerely,



Pasquale Rombola | Chair - Microba Life Sciences Limited

## Section A – Glossary

<b>\$</b>	Australian dollars.
<b>General Meeting</b>	The meeting of Shareholders convened by the Notice of General Meeting & Explanatory Statement.
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	The board of Directors of the Company.
<b>Business Day</b>	Monday to Friday inclusive, except any day that the ASX declares is not a business day.
<b>Chairman or Chair</b>	The chair of the General Meeting.
<b>Company or Microba</b>	Microba Life Sciences Limited ACN 617 096 652.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	The directors of the Company.
<b>Equity Securities</b>	Any type of security in the Company, including a Share, Option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
<b>Eligible Shareholder</b>	Has the meaning given to that term in the prospectus for the SPP.
<b>Explanatory Statement</b>	The information set out in <b>Section C</b> of this Notice of General Meeting & Explanatory Statement.
<b>Glossary</b>	The glossary contained in this <b>Section A</b> of this Notice of General Meeting & Explanatory Statement.
<b>Joint Lead Managers</b>	Morgans Corporate Limited and Canaccord Genuity (Australia) Limited.
<b>Listing Rules or ASX Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Notice of General Meeting</b>	The Notice of General Meeting contained in <b>Section B</b> of this Notice of General Meeting & Explanatory Statement.
<b>Notice of General Meeting &amp; Explanatory Statement</b>	This Notice of General Meeting & Explanatory Statement, including the Notice of General Meeting, Explanatory Statement, the schedules and the Proxy Form.
<b>Option</b>	An option to subscribe for a Share in the Company.
<b>Placement</b>	A placement of 138,888,889 new fully-paid ordinary shares in the Company, to sophisticated, professional and institutional investors, at a price of A\$0.09 per share to raise approximately A\$12.5 million (before costs) together with one free attaching Placement Option exercisable at \$0.14 each on or before the date that is 24 months following their issue for every two Placement Shares issued
<b>Placement Options</b>	An Option offered under the Placement (one free attaching Placement Option for every two Placement Shares) exercisable at \$0.14 per Option on or before the date that is 2 years following issue of the Placement Option. The terms of which are detailed in <b>Schedule 1</b> . The Placement Options consist of the Tranche 1 Placement Options and the Tranche 2 Placement Options.
<b>Placement Shares</b>	The Tranche 1 Placement Shares and the Tranche 2 Placement Shares.
<b>Proxy Form</b>	The proxy form accompanying the Notice of General Meeting & Explanatory Statement.
<b>Related Party or Parties</b>	Has the meaning given to that term in the Listing Rules.
<b>Resolutions</b>	The resolutions set out in the Notice of General Meeting and <b>Resolution</b> means any of them.
<b>Section</b>	A section of this Notice of General Meeting & Explanatory Statement.

<b>Shareholder</b>	A holder of one or more Shares.
<b>Shares</b>	The ordinary shares on issue in the share capital of the Company and <b>Share</b> means any one of them.
<b>Sonic</b>	Means Sonic Healthcare Limited.
<b>Sonic Attaching Options</b>	The attaching options issued on exercise of the Sonic Option (on the basis of 1 Sonic Attaching Option for every 4 Shares issued on exercise of the Sonic Option). The terms of the Sonic Attaching Options are detailed in <b>Schedule 2</b> .
<b>Sonic Option</b>	The 1 Option proposed to be issued to Sonic, which is exercisable into a maximum of 46,296,296 Shares and a maximum of 11,574,074 Sonic Attaching Options (on the basis of 1 Sonic Attaching Option for every 4 Shares issued on exercise of the Sonic Option). The terms of the Sonic Option are detailed in <b>Schedule 2</b> .
<b>SPP or SPP Offer</b>	The offer to each Eligible Shareholder to subscribe for up to \$30,000 of SPP Shares at an issue price of \$0.09 per Share with one free attaching Option exercisable at \$0.14 each on or before the date that is 2 years following their issue ( <b>SPP Option</b> ) for every two SPP Shares issued, to raise up to \$2,000,000 before costs ( <b>SPP Offer</b> ). The SPP Offer is underwritten to \$2,000,000.
<b>SPP Options</b>	An Option offered under the SPP (one free attaching SPP Option for every two SPP Shares) exercisable at \$0.14 per SPP Option on or before the date that is 2 years following the issue of the SPP Option. The terms of which are detailed in <b>Schedule 1</b> .
<b>SPP Shares</b>	A Share offered under the SPP at an issue price of \$0.09 per Share.
<b>Tranche 1 Placement</b>	Means the placement of the Tranche 1 Placement Shares and Tranche 1 Placement Options.
<b>Tranche 1 Placement Options</b>	Means the 33,588,898 Placement Options which were free attaching to the Tranche 1 Placement Shares, proposed to be issued on or around 13 August 2025, subject to receiving Shareholder approval at the General Meeting.
<b>Tranche 1 Placement Shares</b>	Means the 67,177,796 Shares issued on 27 June 2025 as part of the Placement.
<b>Tranche 2 Placement</b>	Means the placement of the Tranche 2 Placement Shares and Tranche 2 Placement Options.
<b>Tranche 2 Placement Options</b>	Means the 35,855,546 Placement Options which are free attaching to the Tranche 2 Placement Shares proposed to be issued on or around 13 August 2025, subject to receiving Shareholder approval at the General Meeting.
<b>Tranche 2 Placement Shares</b>	Means the 71,711,093 Shares proposed to be issued on or around 13 August 2025, subject to receiving Shareholder approval at the General Meeting, as part of the Placement.

## Section B – Notice of General Meeting

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### Time and place

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

Held at: Thomson Geer, Level 28, 1 Eagle Street, Brisbane City QLD 4000

Commencing at: 11:00am AEST (Brisbane time) on Friday, 8 August 2025

### Voting

Votes may be submitted during the General Meeting only by those Shareholders physically in attendance at the General Meeting or through a validly appointed corporate representative. Votes via validly submitted Proxy Forms will also be accepted. **Accordingly, the Company strongly encourages Shareholders to lodge a directed Proxy Form with the Company no later than 48 hours prior to the General Meeting.**

### Explanatory Statement

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

### Defined terms

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

## SPECIAL BUSINESS

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

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company's prior issue of 67,177,796 Tranche 1 Placement Shares issued under Listing Rule 7.1 at an issue price of \$0.09 per Tranche 1 Placement Share on the terms and conditions set out in the Explanatory Statement."*

#### Short explanation

On 27 June 2025, the Company issued 67,177,796 Tranche 1 Placement Shares to sophisticated and professional investors at an issue price of \$0.09 per Tranche 1 Placement Share.

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

The 67,177,796 Tranche 1 Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Tranche 1 Placement Shares and re-set the 15% Placement Capacity.

#### Voting Exclusion Statement

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

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

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

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

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

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 71,711,093 Tranche 2 Placement Shares at an issue price of \$0.09 per Tranche 2 Placement Share on the terms and conditions set out in the Explanatory Statement."*

**Short explanation:** The Company will (subject to Shareholder approval) issue the 71,711,093 Tranche 2 Placement Shares to sophisticated and professional investors at an issue price of \$0.09 per Tranche 2 Placement Share.

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

Approval under ASX Listing Rule 7.1 is being sought as the number of Tranche 2 Placement Shares exceeds the 15% Placement Capacity.

### Voting Exclusion Statement

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

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

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

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

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

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 69,444,444 Placement Options and, upon exercise of those Placement Options, the acquisition of the ordinary shares underlying those Placement Options, on the terms and conditions set out in the Explanatory Statement."*

#### **Short explanation**

The Company will (subject to Shareholder approval) issue the Placement Options to sophisticated and professional investors at an exercise price of \$0.14 per Placement Option to be exercised on or before the date that is 2 years following their issue.

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

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

#### **Voting Exclusion Statement**

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

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

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

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

### 4. **Resolution 4(a): Authority to issue Tranche 2 Placement Shares to a Related Party, Mr Pasquale Rombola, under ASX Listing Rule 10.11**

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

*"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 600,000 of the Tranche 2 Placement Shares to Mr Pasquale Rombola (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*

#### **Short explanation**

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 600,000 Tranche 2 Placement Shares, to Mr Pasquale Rombola (or his nominee), being a Director.

#### **Voting Exclusion Statement**

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

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

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

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

### **5. Resolution 4(b): Authority to issue Tranche 2 Placement Options to a Related Party, Mr Pasquale Rombola, under ASX Listing Rule 10.11**

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 300,000 of the Tranche 2 Placement Options to Mr Pasquale Rombola (or his nominee), a Director of the Company, and, upon exercise of those Tranche 2 Placement Options, the acquisition of the ordinary shares underlying those Tranche 2 Placement Options, on the terms and conditions set out in the Explanatory Statement.”*

#### **Short explanation**

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 300,000 Tranche 2 Placement Options, to Mr Pasquale Rombola (or his nominee), being a Director.

**Voting Exclusion Statement**

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

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

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

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

## 6. Resolution 5(a): Authority to issue Tranche 2 Placement Shares to a Related Party, Professor Ian Frazer, under ASX Listing Rule 10.11

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 833,333 of the Tranche 2 Placement Shares to Professor Ian Frazer (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement.”*

**Short explanation**

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 833,333 Tranche 2 Placement Shares, to Professor Ian Frazer (or his nominee), being a Director.

**Voting Exclusion Statement**

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

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

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

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



## 7. Resolution 5(b): Authority to issue Tranche 2 Placement Options to a Related Party, Professor Ian Frazer, under ASX Listing Rule 10.11

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

*"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 416,666 of the Tranche 2 Placement Options to Professor Ian Frazer (or his nominee), a Director of the Company, and, upon exercise of those Tranche 2 Placement Options, the acquisition of the ordinary shares underlying those Tranche 2 Placement Options, on the terms and conditions set out in the Explanatory Statement."*

### Short explanation

This Resolution is required under ASX Listing Rule 10.11 to allow the issue of Equity Securities, being the 416,666 Tranche 2 Placement Options, to Professor Ian Frazer (or his nominee), being a Director.

### Voting Exclusion Statement

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

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

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

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

## 8. Resolution 6(a): Authority to issue SPP Shares under ASX Listing Rule 7.1

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

*"That, conditional on the approval of Resolution 6(b), for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 22,222,223 SPP Shares on the terms and conditions set out in the Explanatory Statement."*

### Short explanation

The Company will (subject to Shareholder approval) issue to Eligible Shareholders the 22,222,223 SPP Shares at \$0.09 per SPP Share.

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

Approval under ASX Listing Rule 7.1 is being sought for the issue of the SPP Shares as:

- the exception to ASX Listing Rule 7.1 in ASX Listing Rule 7.2, Exception 5 does not apply to shares issued under a securities purchase plan that do not comply with the pricing conditions; and
- the number of SPP Shares exceeds the 15% Placement Capacity.

**Voting Exclusion Statement**

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

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

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

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

## 9. Resolution 6(b): Authority to issue SPP Options under ASX Listing Rule 7.1

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

*" That, conditional on the approval of Resolution 6(a), for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 11,111,111 SPP Options and, upon exercise of those SPP Options, the acquisition of the ordinary shares underlying those SPP Options, on the terms and conditions set out in the Explanatory Statement."*

**Short explanation**

The Company will (subject to Shareholder approval) issue to Eligible Shareholders the 11,111,111 SPP Options at an exercise price of \$0.14 per SPP Option (to be exercised on or before the date that is 2 years following their issue).

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

Approval under ASX Listing Rule 7.1 is being sought for the issue of the SPP Options as:

- the exception to ASX Listing Rule 7.1 in ASX Listing Rule 7.2, Exception 5 does not apply to options attaching to shares issued under a securities purchase plan; and
- the number of SPP Options exceeds the 15% Placement Capacity.

**Voting Exclusion Statement**

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

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

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

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

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

## 10. Resolution 7: Authority to issue Sonic Option under ASX Listing Rule 7.1

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 1 Sonic Option and, upon exercise of that Sonic Option, the acquisition of the ordinary shares underlying that Sonic Option and the Sonic Attaching Options (and the ordinary shares underlying the Sonic Attaching Options), on the terms and conditions set out in the Explanatory Statement."*

### Short explanation

The Company will (subject to Shareholder approval) issue the 1 Sonic Option to Sonic, to be exercised on or before the date that is 17 months following its issue, which is exercisable into a maximum of 46,296,296 Shares and 11,574,074 Sonic Attaching Options (which are in turn exercisable into 11,574,074 Shares) on the terms detailed in the Explanatory Statement.

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

Approval under ASX Listing Rule 7.1 is being sought as the Sonic Option (and the Shares and Sonic Attaching Options on exercise of the Sonic Option) exceeds the 15% Placement Capacity.

### Voting Exclusion Statement

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

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

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

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

## OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company's constitution.



## Section C – How to vote

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### 1. How to vote

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If you are entitled to vote at the General Meeting, you may vote by attending the General Meeting in person or by attending the meeting by proxy.

**Please note that if you intend to attend the meeting, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.**

### 2. Your vote is important

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

### 3. Corporations

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

A corporation may appoint a proxy.

### 4. Voting in person

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

### 5. Voting by proxy

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

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

Shareholders and their proxies should be aware that:

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

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> and follow the instructions. To use the online lodgement facility, Shareholders will need Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.
<b>By post</b>	Automic GPO Box 5193 Sydney NSW 2001
<b>By email</b>	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>
<b>In person</b>	Automic

	Level 5, 126 Phillip Street Sydney NSW 2000
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For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the General Meeting (i.e. by 11:00am (Brisbane time) on 6 August 2025). Proxy Forms received later than this time will be invalid.

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

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

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

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

## **6. Eligibility to vote**

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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 that are registered Shareholders at 7:00pm (Brisbane time) on 6 August 2025. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

## **7. Voting procedure – on a poll**

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

## **8. Enquiries**

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For all enquiries, please contact the Company Secretary, James Heath, by email at [james.heath@microba.com](mailto:james.heath@microba.com).

## Section D – Explanatory Statement

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This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held commencing at 11:00am (Brisbane time) on Friday, 8 August 2025 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000.

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

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

### Purpose

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

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

### Defined terms

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

## GENERAL INFORMATION

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

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#### 1.1 General

On 23 June 2025, the Company announced a capital raising to raise approximately \$14.5 million through the issue of Shares to sophisticated and professional investors (as described in section 708 of the Corporations Act) at an offer price of \$0.09 per Share (**Placement**), with Morgans Corporate Limited and Canaccord Genuity (Australia) Limited acting as the Joint Lead Managers.

The Placement is to occur in two tranches.

- (a) Tranche 1 of the Placement (**Tranche 1 Placement**) involved the issue of 67,177,796 Shares (**Tranche 1 Placement Shares**) on 27 June 2025 to raise \$6.046 million of which all Shares were issued under Listing Rule 7.1, without the need for Shareholder approval within the Company's 15% annual limit. The issue of the Tranche 1 Placement Shares is the subject of Resolution 1.
- (b) Tranche 2 of the Placement (**Tranche 2 Placement**) involves the proposed issue of up to 71,711,093 Shares (**Tranche 2 Placement Shares**) to raise a further \$6.454 million. The issue of the Tranche 2 Placement Shares is the subject of Resolution 2, 4 and 5.
- (c) In addition, the Tranche 1 Placement and Tranche 2 Placement involves the issue of Placement Options, consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options (proposed to be issued following approval of Resolution 3 at the General Meeting) on the basis that for every two (2) Placement Shares issued, one (1) free attaching Placement Option would be issued exercisable at \$0.14 per Placement Option on and from the date of issue until the date that is 2 years following their issue.

The issue of the Tranche 1 Placement Options and the Tranche 2 Placement Options is the subject of Resolution 3, 4 and 5.

The funds raised from the issue of the Tranche 1 Placement Shares will be used for the purposes set out below.

Resolution 1 seeks Shareholder approval and ratification pursuant to Listing Rule 7.4 for the prior issue of the 67,177,796 Tranche 1 Placement Shares issued under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

## 1.2 ASX Listing Rule 7.1

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

The issue of the Tranche 1 Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders and it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue (**Issue Date**).

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

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

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

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

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

## 1.3 Technical information required by ASX Listing Rule 7.5

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

### The names of the persons to whom the Company issued the securities:

The 67,177,796 Tranche 1 Placement Shares were issued to sophisticated investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act identified and introduced by the Joint Lead Managers, none of whom is a Related Party of the Company and none of whom is a party to whom Listing Rule 10.11 would apply.

For the avoidance of doubt, with the exception of Sonic, none of the recipients who were issued more than 1% of the Company's current issued capital were:

- a member of the key management personnel;
- a substantial holder of the Company;
- an adviser of the Company; or



	<ul style="list-style-type: none"> <li>an associate of any of the above.</li> </ul>
<b>The number and class of securities issued:</b>	67,177,796 Tranche 1 Placement Shares were issued by the Company pursuant to Listing Rule 7.1. They are fully paid ordinary shares in the Company.
<b>The date on which the securities were issued:</b>	The 67,177,796 Tranche 1 Placement Shares were issued by the Company on 27 June 2025.
<b>The issue price:</b>	The issue price was \$0.09 per Tranche 1 Placement Share, being \$6.046 million in total before costs.
<b>The terms of the securities:</b>	The 67,177,796 Tranche 1 Placement Shares comprise of fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
<b>The intended use of the funds raised:</b>	<p>Funds from the Tranche 1 Placement will be used to rapidly advance Microba's commercialisation of its core tests MetaXplore and MetaPanel including:</p> <ul style="list-style-type: none"> <li>Advancing the product development roadmap to support expanded clinical adoption in Australia and the UK;</li> <li>Advancing scalable sales, marketing and commercial operations in Australia and the UK;</li> <li>Developing targeted clinical evidence to underpin the product roadmap and drive clinical adoption;</li> <li>Strengthening working capital and balance sheet flexibility;</li> <li>Offer costs.</li> </ul> <p>A management fee of 3% and a selling fee of 3% was payable to the Joint Lead Managers on the proceeds from the Tranche 1 Placement.</p>
<b>If the securities were issued under an agreement, a summary of the material terms of the agreement:</b>	<p>The Tranche 1 Placement Shares were issued under a term sheet that detailed:</p> <ul style="list-style-type: none"> <li>the price of each Tranche 1 Placement Share;</li> <li>the Tranche 1 Placement Options will only be issued following Shareholder approval; and</li> <li>the proposed issue date of each Tranche 1 Placement Share.</li> </ul>
<b>Voting exclusion statement:</b>	A voting exclusion statement is contained in Resolution 1.

#### 1.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 1.

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

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

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

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

### 2.1 General

On 23 June 2025, the Company announced a capital raising to raise approximately \$14.5 million through the issue of Shares to sophisticated and professional investors (as described in section 708 of the Corporations Act) at an offer price of \$0.09 per Share (**Placement**), with

Morgans Corporate Limited and Canaccord Genuity (Australia) Limited acting as the Joint Lead Managers.

The Placement is to occur in two tranches.

- (a) Tranche 1 of the Placement (**Tranche 1 Placement**) involved the issue of 67,177,796 Shares (**Tranche 1 Placement Shares**) on 27 June 2025 to raise \$6.046 million of which all Shares were issued under Listing Rule 7.1, without the need for Shareholder approval within the Company's 15% annual limit. The issue of the Tranche 1 Placement Shares is the subject of Resolution 1.
- (b) Tranche 2 of the Placement (**Tranche 2 Placement**) involves the proposed issue of up to 71,711,093 Shares (**Tranche 2 Placement Shares**) to raise a further \$6.454 million. The issue of the Tranche 2 Placement Shares is the subject of Resolution 2, 4 and 5.
- (c) In addition, the Tranche 1 Placement and Tranche 2 Placement involves the issue of Placement Options, consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options (proposed to be issued following approval of Resolution 3 at the General Meeting) on the basis that for every two (2) Placement Shares issued, one (1) free attaching Placement Option would be issued exercisable at \$0.14 per Placement Option on and from the date of issue until the date that is 2 years following their issue. The issue of the Tranche 1 Placement Options and the Tranche 2 Placement Options is the subject of Resolution 3, 4 and 5.

The funds raised from the issue of the Tranche 2 Placement Shares will be used for the purposes set out below.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 71,711,093 Tranche 2 Placement Shares.

The Tranche 2 Placement Shares, the subject of this Resolution, includes those Tranche 2 Placement Shares proposed to be subscribed for by Related Parties of the Company. The approval for the issue of those Tranche 2 Placement Shares is the subject of Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b) for the purposes of ASX Listing Rule 10.11.

Resolution 2 is an ordinary resolution.

## 2.2 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

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

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

If Resolution 2 is not passed and Resolution 1 is also not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

If Resolution 2 is not passed and Resolution 1 is passed, the Company may proceed with the issue of the Tranche 1 Placement Shares up to the available placement capacity of the Company.

## 2.3 Technical information required by Listing Rule 7.3

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

<b>The names of the persons to whom the Company will issue the securities:</b>	<p>The Tranche 2 Placement Shares will be issued to sophisticated and professional investors.</p> <p>Those Tranche 2 Placement Shares proposed to be issued to Related Parties or associates of Related Parties of the Company, are also subject to approval under ASX Listing Rule 10.11 under Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b).</p>
<b>The number and class of securities to be issued:</b>	<p>The maximum number of Tranche 2 Placement Shares that the Company may issue under the Placement is 71,711,093 Tranche 2 Placement Shares. They will be fully paid ordinary shares in the Company.</p>
<b>The date on which the securities are proposed to be issued:</b>	<p>The Tranche 2 Placement Shares will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).</p> <p>It is intended that the Tranche 2 Placement Shares will be issued on or around 13 August 2025.</p>
<b>The issue price:</b>	<p>The Tranche 2 Placement Shares will be issued at \$0.09 per Tranche 2 Placement Share, being \$6.454 million in total before costs.</p>
<b>The terms of the securities:</b>	<p>The Tranche 2 Placement Shares are to be issued on the same terms as all other quoted Shares on issue in the Company.</p>
<b>The intended use of the funds raised:</b>	<p>Funds from the Tranche 2 Placement will be used to rapidly advance Microba's commercialisation of its core tests MetaXplore and MetaPanel including:</p> <ul style="list-style-type: none"> <li>• Advancing the product development roadmap to support expanded clinical adoption in Australia and the UK;</li> <li>• Advancing scalable sales, marketing and commercial operations in Australia and the UK;</li> <li>• Developing targeted clinical evidence to underpin the product roadmap and drive clinical adoption;</li> <li>• Strengthening working capital and balance sheet flexibility;</li> <li>• Offer costs.</li> </ul> <p>A management fee of 3% and a selling fee of 3% will be payable to the Joint Lead Managers on the proceeds from the Tranche 2 Placement.</p>
<b>If the securities are being issued under an agreement, a summary of the material terms of the agreement:</b>	<p>The Tranche 2 Placement Shares were issued under a term sheet that detailed:</p> <ul style="list-style-type: none"> <li>• the price of each Tranche 2 Placement Share;</li> <li>• the Tranche 2 Placement Options will only be issued following Shareholder approval; and</li> <li>• the proposed issue date of each Tranche 2 Placement Share.</li> </ul> <p>The Tranche 2 Placement Shares proposed to be issued to related parties (or their nominee) are subject to Shareholder approval at the General Meeting under Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b).</p>

<b>Voting exclusion statement</b>	A voting exclusion statement is contained in Resolution 2.
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## 2.4 Recommendation and voting requirements

The Directors recommends that Shareholders approve Resolution 2.

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

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

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

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

### 3.1 General

Pursuant to the Placement, and subject to Shareholder approval, the Company intends to issue 69,444,444 Placement Options which are free attaching to the Placement Shares on the basis of one (1) free Placement Option for every two (2) Placement Share subscribed for. The Placement Options consist of:

- (a) 33,588,898 Tranche 1 Placement Options, which were free attaching to the Tranche 1 Placement Shares; and
- (b) 35,855,546 Tranche 2 Placement Options, which are free attaching to the Tranche 2 Placement Shares.

The funds raised from the Placement will be used for the purposes set out below.

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

The Placement Options, the subject of this Resolution, includes those Placement Options to be issued to a Related Party of the Company. The approval for the issue of those Placement Options is also the subject of Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b) for the purposes of ASX Listing Rule 10.11.

Resolution 3 is an ordinary resolution.

### 3.2 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions under Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

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

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options (consisting of both the Tranche 1 Placement Options and the Tranche 2 Placement Options). In addition, the issue of the Placement Options will be excluded from the calculation

of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

### 3.3 Technical information required by Listing Rule 7.3

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

<b>The names of the persons to whom the Company will issue the securities:</b>	<p>The Placement Options will be issued to sophisticated and professional investors.</p> <p>Those Placement Options proposed to be issued to Related Parties or associates of Related Parties of the Company, are also the subject of approval under ASX Listing Rule 10.11 under Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b) .</p>
<b>Maximum number of securities:</b>	<p>The maximum number of Placement Options that the Company may issue under the Placement is 69,444,444 Placement Options.</p>
<b>The date on which the securities are proposed to be issued:</b>	<p>The Placement Options will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).</p> <p>It is intended that the Placement Options will be issued on 13 August 2025.</p>
<b>The issue price:</b>	<p>The Placement Options will be issued at an issue price of \$nil per Placement Option as they are free attaching on the basis of one (1) free Placement Option for every two (2) Placement Shares subscribed for.</p>
<b>The terms of the securities:</b>	<p>The Placement Options are to be issued under a prospectus issued under section 713 of the Corporations Act and are to be issued on the basis of one (1) Placement Option for every two (2) Placement Shares issued.</p> <p>The prospectus was lodged with ASIC on 27 June 2025 and is available on the Company's website and on the ASX.</p> <p>Refer to <b>Schedule 1</b> for a summary of the terms of issue of the Placement Options.</p> <p>Each Placement Option is exercisable at \$0.14 per Placement Option on and from the date of issue and expires 2 years following their issue.</p>
<b>The intended use of the funds raised:</b>	<p>No funds will be raised given that the Placement Options will be issued at an issue price of \$nil per Placement Option.</p>
<b>If the securities are being issued under an agreement, a summary of the material terms of the agreement:</b>	<p>The Placement Options are to be issued under a prospectus issued under section 713 of the Corporations Act lodged on 27 June 2025 that detailed:</p> <ul style="list-style-type: none"> <li>the price of each Placement Share;</li> <li>the proposed issue date of each Placement Option; and</li> <li>that for every two (2) Placement Shares issued, one (1) free attaching Placement Option would be issued exercisable at \$0.14 per Placement Option on and from the date of issue until the date that is 2 years following their issue.</li> </ul> <p>The prospectus was lodged with ASIC on 27 June 2025 and is available on the Company's website and on the ASX.</p> <p>The Placement Options proposed to be issued to Related Parties and their associates are subject to Shareholder approval at the General Meeting under Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b).</p>

**Voting exclusion statement**

A voting exclusion statement is contained in Resolution 3.

### 3.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 3.

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

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

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

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

### 4.1 General

On 23 June 2025, the Company announced a capital raising to raise approximately \$14.5 million through the issue of Shares to sophisticated and professional investors (as described in section 708 of the Corporations Act) at an offer price of \$0.09 per Share (**Placement**), with Morgans Corporate Limited and Canaccord Genuity (Australia) Limited acting as the Joint Lead Managers.

The Placement is to occur in two tranches.

- (a) Tranche 1 of the Placement (**Tranche 1 Placement**) involved the issue of 67,177,796 Shares (**Tranche 1 Placement Shares**) on 27 June 2025 to raise \$6.046 million of which all Shares were issued under Listing Rule 7.1, without the need for Shareholder approval within the Company's 15% annual limit. The issue of the Tranche 1 Placement Shares is the subject of Resolution 1.
- (b) Tranche 2 of the Placement (**Tranche 2 Placement**) involves the proposed issue of up to 71,711,093 Shares (**Tranche 2 Placement Shares**) to raise a further \$6.454 million. The issue of the Tranche 2 Placement Shares is the subject of Resolution 2, 4 and 5.
- (c) In addition, the Tranche 1 Placement and Tranche 2 Placement involves the issue of Placement Options, consisting of the Tranche 1 Placement Options and Tranche 2 Placement Options (proposed to be issued following approval of Resolution 3 at the General Meeting) on the basis that for every two (2) Placement Shares issued, one (1) free attaching Placement Option would be issued exercisable at \$0.14 per Placement Option on and from the date of issue until the date that is 2 years following their issue. The issue of the Tranche 1 Placement Options and the Tranche 2 Placement Options is the subject of Resolution 3, 4 and 5.

Resolution 1 seeks subsequent Shareholder approval for the Tranche 1 Placement Shares. Resolution 2 seeks Shareholder approval for the issue of all of the Tranche 2 Placement Shares. Resolution 3 seeks Shareholder approval for the issue of all of the Placement Options.

Directors, Mr Pasquale Rombola and Professor Ian Frazer (or their respective nominees), wish to participate in the Placement by subscribing for an aggregate 1,433,333 Tranche 2 Placement Shares and 716,666 Tranche 2 Placement Options.

Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b) seek Shareholder approval for the issue of a total of 1,433,333 Tranche 2 Placement Shares and a total of 716,666 Tranche 2

Placement Options under the Placement to Mr Pasquale Rombola and Professor Ian Frazer (or their nominees) (**Placement Participation**).

#### Chapter 2E of the Corporations Act

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

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

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

The issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options constitutes giving a financial benefit and each of Mr Pasquale Rombola and Professor Ian Frazer are Related Parties of the Company by virtue of being Directors.

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

The Directors (other than Professor Ian Frazer who has a material personal interest in Resolutions 5(a) and 5(b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 5(a) and 5(b) because the Tranche 2 Placement Shares and Tranche 2 Placement Options will be issued to Professor Ian Frazer on the same terms as Tranche 2 Placement Shares and Tranche 2 Placement Options issued to non-Related Party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

#### ASX Listing Rule 10.11

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

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

If Resolutions 4(a) and 4(b) are passed, the Company will be able to proceed with the issue of the 600,000 Tranche 2 Placement Shares and 300,000 Tranche 2 Placement Options to Mr Pasquale Rombola. In addition, the issue of those Tranche 2 Placement Shares and Tranche 2 Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 5(a) and 5(b) are passed, the Company will be able to proceed with the issue of the 833,333 Tranche 2 Placement Shares and 416,666 Tranche 2 Placement Options to Professor Ian Frazer. In addition, the issue of those Tranche 2 Placement Shares and Tranche 2 Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If any of Resolutions 4(a) or 4(b) are not passed, the Company will not be able to proceed with the issue of the 600,000 Tranche 2 Placement Shares or 300,000 Tranche 2 Placement Options (as relevant) to Mr Pasquale Rombola.

If any of Resolutions 5(a) or 5(b) are not passed, the Company will not be able to proceed with the issue of the 833,333 Tranche 2 Placement Shares or 416,666 Tranche 2 Placement Options (as relevant) to Professor Ian Frazer.

#### 4.2 Information required pursuant to ASX Listing Rule 10.13

The following information in regards to the Placement Participation is provided to satisfy the requirements of ASX Listing Rule 10.13 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.11).

<b>The names of the persons to whom the Company will issue the securities:</b>	The Tranche 2 Placement Shares and Tranche 2 Placement Options are proposed to be issued to each of Mr Pasquale Rombola and Professor Ian Frazer.
<b>Category of Placement Participants:</b>	Each of Mr Pasquale Rombola and Professor Ian Frazer are Directors of the Company and, consequently, are Related Parties. This means that they fall within the category in ASX Listing Rule 10.11.1.  The issue is not intended to remunerate or incentivise any of these Directors.
<b>Number and class of securities to be issued:</b>	A maximum of 1,433,333 of the Tranche 2 Placement Shares and 716,666 of the Tranche 2 Placement Options will be issued comprising of: <ul style="list-style-type: none"> <li>• 600,000 Tranche 2 Placement Shares and 300,000 Tranche 2 Placement Options to Mr Pasquale Rombola (or his nominee) which is the subject of Resolution 4(a) and Resolution 4(b); and</li> <li>• 833,333 Tranche 2 Placement Shares and 416,666 Tranche 2 Placement Options to Professor Ian Frazer (or his nominee) which is the subject of Resolution 5(a) and Resolution 5(b).</li> </ul> One fully paid ordinary share in the Company will be allocated in relation to each exercised Placement Option which is exercised, upon payment of the exercise price.
<b>The terms and price of the securities:</b>	The Tranche 2 Placement Shares will be issued for \$0.09 per Tranche 2 Placement Share. The Tranche 2 Placement Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.  The Placement Options are issued for nil consideration and are issued on the basis of one (1) Placement Option for every two (2) Tranche 2 Placement Shares issued.  Refer to <b>Schedule 1</b> for a summary of the terms of issue of the Placement Options.  The Placement Options are exercisable at \$0.14 per Placement Option on and from the date of issue until the date that is 2 years following their issue.
<b>Date by which the securities will be issued:</b>	The Tranche 2 Placement Shares and Tranche 2 Placement Options are intended to be issued on or around 13 August 2025 but in any event, no later than 1 month after the date of the General Meeting.
<b>The intended use of the funds raised:</b>	Funds from the Tranche 2 Placement will be directed towards achieving full operating capacity at the Stapylton facility, further progressing the Company's expansion planning beyond the Stapylton site, supporting the Company's operations through to the final stage of commercialisation, and costs of the offer.
<b>If the securities were issued under an</b>	The Tranche 2 Placement Shares are to be issued under a term sheet that detailed:



<b>agreement, a summary of the material terms of the agreement:</b>	<ul style="list-style-type: none"> <li>• the price of each Tranche 2 Placement Share; and</li> <li>• the proposed issue date of each Tranche 2 Placement Share; and</li> <li>• that for every two (2) Placement Shares issued, one (1) free attaching Placement Option would be issued exercisable at \$0.14 per Placement Option and from the date of issue until the date that is 2 years following their issue.</li> </ul> <p>The Tranche 2 Placement Options are to be issued under a prospectus issued under section 713 of the Corporations Act.</p> <p>The prospectus was lodged on 27 June 2025 and is available on the Company's website</p>
<b>Voting exclusion statement:</b>	<p>Voting exclusion statements are contained in Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b) .</p>

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Tranche 2 Placement Shares and Tranche 2 Placement Options to Mr Pasquale Rombola and Professor Ian Frazer as approval is being obtained under ASX Listing Rule 10.11. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Mr Pasquale Rombola and Professor Ian Frazer (or their nominees) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

#### 4.3 Recommendation and voting requirements

The Directors (with the exception of Mr Pasquale Rombola and Professor Ian Frazer) recommend that Shareholders approve Resolutions 4(a) and 4(b) and Resolutions 5(a) and 5(b).

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

A voting exclusion statement is contained after each of the Resolutions. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

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

## 5 Resolution 6(a) and Resolution 6(b): Authority to issue SPP Shares and SPP Options under ASX Listing Rule 7.1

### 5.1 General

Pursuant to the SPP, and subject to Shareholder approval, the Company intends to issue up to 22,222,223 SPP Shares and 11,111,111 SPP Options which are free attaching to the SPP Shares on the basis of one (1) free SPP Option for every two (2) SPP Shares subscribed for.

The funds raised from the SPP will be used for the purposes set out below.

Resolution 6(a) relates to the 22,222,223 SPP Shares and Resolution 6(b) relates to the 11,111,111 SPP Options. Both are ordinary resolutions.

### 5.2 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the SPP Shares and SPP Options does not fall within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. They therefore require the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 6(a) and Resolution 6(b) seek the required Shareholder approval for the issue of the SPP Shares and SPP Options under and for the purposes of ASX Listing Rule 7.1. Resolution 6(a) and Resolution 6(b) are inter-conditional, meaning that both need to pass in order for one to pass.

If Resolution 6(a) and Resolution 6(b) are passed, the Company will be able to proceed with the issue of the SPP Shares and SPP Options. In addition, the issue of the SPP Shares and SPP Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 6(a) and Resolution 6(b) are not passed, the Company will not be able to proceed with the issue of the SPP Shares and SPP Options.

### 5.3 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the SPP Shares and SPP Options is provided as follows:

<b>The names of the persons to whom the Company will issue the securities:</b>	<p>The SPP Shares and SPP Options will be issued to Eligible Shareholders of the Company.</p> <p>No Related Parties will take up any SPP Shares or SPP Options.</p>
<b>Maximum number of securities:</b>	<p>The maximum number of SPP Shares and SPP Options that the Company may issue under the SPP is 22,222,223 SPP Shares and 11,111,111 SPP Options.</p>
<b>The date on which the securities are proposed to be issued:</b>	<p>The SPP Shares and SPP Options will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).</p> <p>It is expected that the SPP Shares and SPP Options will be issued on 13 August 2025 as detailed in the timetable for the SPP.</p>
<b>The issue price:</b>	<p>The SPP Shares will be issued for \$0.09 per SPP Share.</p> <p>The SPP Options will be issued at an issue price of \$nil per SPP Option as these are free attaching on the basis of one (1) free SPP Option for every two (2) SPP Shares subscribed for.</p>
<b>The terms of the securities:</b>	<p>The SPP Shares are ordinary fully paid shares in the Company ranking equally with all other fully paid ordinary shares of the Company.</p> <p>The SPP Options are to be issued on the basis of one (1) SPP Option for every two (2) SPP Shares issued.</p> <p>Refer to <b>Schedule 1</b> for a summary of the terms of issue of the SPP Options.</p> <p>Each SPP Option is exercisable at \$0.14 per SPP Option and from the date of issue and expires 2 years following their issue.</p>
<b>The intended use of the funds raised</b>	<p>Proceeds from the SPP will be used for working capital purposes.</p> <p>No funds will be raised from the SPP Options as will be issued at an issue price of \$nil per SPP Option. The SPP Options are being issued as a mechanism to raise funds following their exercise.</p>
<b>If the securities are being issued under an agreement, a summary of the material terms of the agreement:</b>	<p>The SPP Shares and SPP Options are to be issued under a prospectus issued under section 713 of the Corporations Act lodged on 27 June 2025 that detailed:</p> <ul style="list-style-type: none"> <li>the price of each SPP Share, namely \$0.09 per SPP Share;</li> <li>the proposed issue date of each SPP Share and SPP Option; and</li> <li>that for every two (2) SPP Shares issued, one (1) free attaching SPP Option would be issued exercisable at \$0.14 per SPP Option on and from the date of issue until the date that is 2 years following their issue.</li> </ul>

	The prospectus was lodged on 27 June 2025 and is available on the Company's website
<b>Voting exclusion statement</b>	Voting exclusion statements are contained in Resolution 6(a) and Resolution 6(b).

#### 5.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 6(a) and Resolution 6(b).

Resolution 6(a) and Resolution 6(b) of the General Meeting are ordinary resolutions and so require the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after each of the Resolutions. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 6(a) and Resolution 6(b).

## 6 Resolution 7: Authority to issue Sonic Option under ASX Listing Rule 7.1

### 6.1 General

Subject to Shareholder approval, the Company intends to issue 1 Sonic Option to Sonic. The Sonic Option is exercisable as follows:

The Sonic Option entitles the holder (**Sonic Optionholder**) to subscribe for:

- (a) fully paid ordinary shares in the capital of Microba with such number of Shares calculated by dividing the \$4.167 million by the greater of:
  - (i) 90% of the 30-day VWAP calculated for the 30 days prior to the date on which Microba receives the Notice of Exercise (as that term is defined in Schedule 2); and
  - (ii) \$0.09,**(Exercise Price).**
- (b) one Sonic Attaching Option for every 4 Shares issued.

The Sonic Option and the Sonic Attaching Options will be issued on the terms detailed in Schedule 2.

Resolution 7 is an ordinary resolution.

### 6.2 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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Sonic Option does not fall within any of the exceptions in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 7 seeks the required Shareholder approval to the issue of the Sonic Option under and for the purposes of ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Sonic Option. In addition, the issue of the Sonic Option will be excluded from the calculation of the

number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Sonic Option.

### 6.3 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Sonic Option is provided as follows:

<b>The names of the persons to whom the Company will issue the securities:</b>	The Sonic Option will be issued to Sonic, being a non-related party of Microba.
<b>Maximum number of securities:</b>	<p>The maximum number of Sonic Options that the Company may issue is 1 Sonic Option. This Sonic Option is exercisable into a:</p> <ul style="list-style-type: none"> <li>• maximum of 46,296,296 Shares; and</li> <li>• maximum of 11,574,074 Sonic Attaching Options (which are in turn exercisable into 11,574,074 Shares).</li> </ul> <p>Refer to Schedule 3 for detail of the fully diluted capital table of the Company.</p>
<b>The date on which the securities are proposed to be issued:</b>	<p>The Sonic Option will be issued no later than three months after the date of the General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).</p> <p>It is intended that the Sonic Option will be issued on 13 August 2025.</p>
<b>The issue price:</b>	The Sonic Option will be issued at an issue price of \$nil.
<b>The terms of the securities:</b>	Refer to <b>Schedule 2</b> for a summary of the terms of issue of the Sonic Option and Sonic Attaching Options.
<b>The intended use of the funds raised:</b>	No funds will be raised given that the Sonic Option will be issued at an issue price of \$nil.
<b>If the securities are being issued under an agreement, a summary of the material terms of the agreement:</b>	<p>The Sonic Option is being issued under a Binding Term Sheet which sets out:</p> <ul style="list-style-type: none"> <li>• the price of the Sonic Option; and</li> <li>• the proposed issue date of the Sonic Option; and</li> <li>• that the Sonic Option is exercisable into a maximum of 46,296,296 Shares and a maximum of 11,574,074 Sonic Attaching Options (which are in turn exercisable into 11,574,074 Shares).</li> </ul>
<b>Voting exclusion statement</b>	A voting exclusion statement is contained in Resolution 7.

### 6.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 7.

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

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

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

## Schedule 1

### Terms of issue of Placement Options and SPP Options

#### Rights attaching to the Placement Options and SPP Options

The terms and conditions of the Placement Options and SPP Options are as follows:

<b>Entitlement</b>	Each Option entitles the holder ( <b>Optionholder</b> ) to subscribe for one fully paid ordinary share ( <b>Share</b> ) in the capital of the Microba Life Sciences Limited ( <b>Company</b> ) upon exercise of the Option.
<b>Exercise Price</b>	Each Option has an exercise price of a \$0.14 per Option.
<b>Expiry Date</b>	The Options will expire at 5:00pm (Sydney time) on the date that is 24 months following their issue ( <b>Expiry Date</b> ). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
<b>Exercise Period</b>	The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
<b>Quotation of the Options</b>	The Company does not intend to apply for official quotation of the Options at this time.
<b>Transferability of the Options</b>	The Options are freely transferrable.
<b>Notice of Exercise</b>	The Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company ( <b>Notice of Exercise</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency BPAY or 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.
<b>Shares Issued on Exercise</b>	Shares issued on exercise of the Options will rank equally with the then issued Shares of the Company.
<b>Participation in New Issues</b>	There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
<b>Adjustment for Bonus Issues of Shares</b>	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): <ul style="list-style-type: none"> <li>the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the Bonus issue; and</li> <li>no change will be made to the Exercise Price.</li> </ul>
<b>Adjustment for Entitlements Issue</b>	If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which the above will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
<b>Adjustments for Reorganisation</b>	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.

## Schedule 2

### Terms of issue of Sonic Option and Sonic Attaching Options

#### Rights attaching to the Sonic Option

The terms and conditions of the Sonic Option are as follows:

<b>Entitlement and Exercise Price</b>	<p>The Sonic Option entitles the holder (<b>Optionholder</b>) to subscribe for</p> <ul style="list-style-type: none"> <li>fully paid ordinary shares in the capital of Microba Life Sciences Limited (<b>Company</b>) (<b>Shares</b>) with such number of Shares calculated by dividing \$4.167 million by the greater of: <ul style="list-style-type: none"> <li>90% of the 30-day VWAP calculated for the 30 days prior to the date on which Microba receives the Notice of Exercise; and</li> <li>\$0.09,</li> </ul> </li> <li>(<b>Exercise Price</b>).</li> <li>one Sonic Attaching Option for every four Shares issued.</li> </ul>
<b>Expiry Date</b>	The Sonic Option expires at 5:00m (Sydney time) on the day that is 17 months following the date of issue of the Sonic Option ( <b>Expiry Date</b> ) and will automatically lapse on the Expiry Date.
<b>Exercise Period</b>	The Sonic Option is exercisable at any time and from time to time on or prior to the Expiry Date.
<b>Quotation of the Sonic Options</b>	The Company will not apply for official quotation of the Sonic Option.
<b>Transferability of the Sonic Options</b>	The Sonic Option is transferrable to a Related Body Corporate (as defined in the <i>Corporations Act 2001</i> (Cth)) of Sonic and otherwise, as approved by the Board.
<b>Notice of Exercise</b>	<p>The Sonic Option may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (<b>Notice of Exercise</b>) and payment of the Exercise Price being exercised in Australian currency via BPAY or electronic funds transfer.</p> <p>Any Notice of Exercise of the Sonic Option received by the Company will be deemed to be a notice of the exercise of that option as at the date of receipt.</p>
<b>Shares and Sonic Attaching Options Issued on Exercise</b>	<p>Shares issued on exercise of the Sonic Option will rank equally with the then issued Shares of the Company.</p> <p>In addition to the issue of Shares, each exercised Sonic Option will entitle the holder to one Sonic Attaching Option for every four Shares issued.</p>
<b>Participation in New Issues</b>	There are no participation rights or entitlements inherent in the Sonic Option and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Sonic Option.
<b>Adjustment for Bonus Issues of Shares</b>	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> <li>the number of Shares which must be issued on the exercise of the Sonic Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Sonic Option before the record date for the bonus issue; and</li> <li>no change will be made to the Exercise Price.</li> </ul>
<b>Adjustment for Entitlements Issue</b>	If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue to which the above will apply) there will be no adjustment of the Exercise Price of the Sonic Option or the number of Shares over which the Option is exercisable.

<b>Adjustments for Reorganisation</b>	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.
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### Rights attaching to the Sonic Attaching Options

The terms and conditions of the Sonic Attaching Options are as follows:

<b>Entitlement</b>	Each Sonic Attaching Option entitles the holder ( <b>Optionholder</b> ) to subscribe for one fully paid ordinary share ( <b>Share</b> ) in the capital of the Microba Life Sciences Limited ( <b>Company</b> ) upon exercise of the Sonic Attaching Option.
<b>Exercise Price</b>	Each Sonic Attaching Option has an exercise price of a 20% premium to the Exercise Price of the Sonic Option.
<b>Expiry Date</b>	The Sonic Attaching Options will expire at 5:00pm (Sydney time) on the date that is 36 months following their issue ( <b>Expiry Date</b> ). Any Sonic Attaching Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
<b>Exercise Period</b>	The Sonic Attaching Options are exercisable at any time and from time to time on or prior to the Expiry Date.
<b>Quotation of the Options</b>	The Company does not intend to apply for official quotation of the Sonic Attaching Options at this time.
<b>Transferability of the Options</b>	The Sonic Attaching Options are transferrable to a Related Body Corporate (as defined in the <i>Corporations Act 2001</i> (Cth)) of Sonic and otherwise, as approved by the Board.
<b>Notice of Exercise</b>	The Sonic Attaching Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company ( <b>Notice of Exercise</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency BPAY or 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.
<b>Shares Issued on Exercise</b>	Shares issued on exercise of the Sonic Attaching Options will rank equally with the then issued Shares of the Company.
<b>Participation in New Issues</b>	There are no participation rights or entitlements inherent in the Sonic Attaching Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Sonic Attaching Options.
<b>Adjustment for Bonus Issues of Shares</b>	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> <li>the number of Shares which must be issued on the exercise of a Sonic Attaching Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Sonic Attaching Option before the record date for the bonus issue; and</li> <li>no change will be made to the Exercise Price.</li> </ul>
<b>Adjustment for Entitlements Issue</b>	If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which the above will apply) there will be no adjustment of the Exercise Price of a Sonic Attaching Option or the number of Shares over which the Sonic Attaching Options are exercisable.
<b>Adjustments for Reorganisation</b>	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.



## Schedule 3

### Microba – capital – fully diluted

The fully diluted capital of Microba, assuming all Existing Options, Placement Options, SPP Options and the Sonic Option and Sonic Attaching Options are exercised, is detailed below:

Securities	Number	Percentage (%)
<b>Shares</b>		
Shares on issue immediately prior to the date of issue of the Tranche 1 Placement Shares	447,851,977	57.84%
Shares to be issued to the Placement Subscribers under the Tranche 1 Placement	67,177,796	8.68%
Shares to be issued to the Placement Subscribers under the Tranche 2 Placement	71,711,093	9.26%
Shares to be issued under the SPP	22,222,223	2.87%
<b>Shares on exercise of Options</b>		
Shares on exercise of Options on issue as at the date of this Notice of General Meeting	26,849,744	3.47%
Shares on exercise of Options to be issued to the Placement Subscribers under the Tranche 1 Placement	33,588,898	4.34%
Shares on exercise of Options to be issued to the Placement Subscribers under the Tranche 2 Placement	35,855,546	4.63%
Shares on exercise of Options to be issued under the SPP	11,111,111	1.44%
Shares on exercise of Sonic Option to be issued to Sonic	46,296,296	5.98%
Shares on exercise of Sonic Attaching Option to be issued to Sonic	11,574,074	1.49%
<b>Total Shares on issue at completion of the SPP and Placement (fully diluted)</b>	<b>774,238,758</b>	<b>100%</b>



Your proxy voting instruction must be received by **11.00am (AEST) on Wednesday, 06 August 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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

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#### All enquiries to Automic:

#### WEBSITE:

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+61 2 9698 5414 (Overseas)

