

ASX Announcement
8 September 2025

Notice of 2025 Annual General Meeting

Adslot Ltd (ASX: ADS) attaches the following documents relating to the 2025 Annual General Meeting of Adslot Ltd to be held at 10.30am (AEDT) on Friday, 10 October 2025:

- Notice of Annual General Meeting
- Proxy Form
- Notice and Access Letter

This announcement is authorised for release by the Company Secretary of Adslot Ltd.

- END -

For further enquiries, please contact:

Ben Loiterton
Internal Chief Executive Officer
Adslot Limited
investor.relations@adslot.com

ADSLOT LTD

ABN 70 001 287 510

NOTICE OF MEETING

Friday, 10 October 2025 at 10.30am (AEDT)

TO BE HELD AT

Hall & Wilcox,

Level 18, 347 Kent Street, Sydney NSW 2000

This Notice 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.

ADSLLOT LTD
ABN 70 001 287 510

NOTICE OF ANNUAL GENERAL MEETING
Friday, 10 October 2025

Notice is given that the Annual General Meeting of the Shareholders of Adslot Ltd ('Company' or 'Adslot') will be held at the offices of Hall & Wilcox, Level 18, 347 Kent Street, Sydney NSW 2000 on Friday, 10 October 2025 at 10.30am (AEDT).

AGENDA

Ordinary Business

1. Financial statements and reports

To receive and consider the Directors' Report, Financial Report and Auditor's Report for the financial year ended 30 June 2025.

2. Remuneration Report (Resolution 1)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2025 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Company or its directors.

3. Re-election of Ms Sarah Morgan as a Director (Resolution 2)

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

"That Ms Sarah Morgan, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, and offering herself for re-election, be re-elected as a director of the Company."

4. Approval of 10% Placement Facility (Resolution 3)

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

5. Ratification of Issue of Convertible Notes under Placement (Resolution 4)

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 739 Convertible Notes to various sophisticated and professional investors under the Placement, on the terms and conditions set out in the Explanatory Statement."

6. Approval of Issue of Attaching Options - Convertible Notes (Resolution 5)

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issuance of 246,333,087 attaching options (issued as 333,333 attaching unquoted options against each Note issued to various sophisticated and professional investors under the Placement), on the terms and conditions set out in the Explanatory Statement."

7. Approval of Issue of Attaching Options -Shares (Resolution 6)

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issuance of 225,000,000 attaching options (issued as one for one attaching unquoted option for each ordinary Share issued on 8 August 2025), on the terms and conditions set out in the Explanatory Statement."

8. Approval of Issue of 25,000,000 Shares to Andrew Dyer (Resolution 7)

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000,000 Shares to Mr Andrew Dyer, an executive chairman (or his nominee), on the terms and conditions set out in the Explanatory Statement."

9. Approval of Issue of 25,000,000 Attaching Options - Shares to Andrew Dyer (Resolution 8)

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000,000 Attaching Options -Shares to Mr Andrew Dyer, an executive chairman, (or his nominee) on the terms and conditions set out in the Explanatory Statement."

10. Ratification of Issue of options to Venturastar Pty Ltd (Resolution 9)

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 issue of 65,000,000 unquoted options (issued at an exercise price of \$0.001) to Venturastar Pty Ltd (Ben Loiterton, Interim CEO), on the terms and conditions set out in the Explanatory Statement."

11. Approval of Issue of options to Venturastar Pty Ltd (Resolution 10)

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 95,000,000 unquoted options to Venturastar Pty Ltd (Ben Loiterton, Interim CEO) on the terms and conditions set out in the Explanatory Statement."

12. Ratification of Issue of options to Green Light Pty Ltd (Resolution 11)

*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 issue of 1,150,000 unquoted options (issued at an exercise price of \$0.001) to Green Light Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Other Business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the Corporations Act.

HOW TO VOTE

To vote on the Resolutions, Shareholders will need to follow these steps:

EITHER: Complete the Proxy Form and return it online or by facsimile or mail (**to be received no later than 10.30am (AEDT) on 8 October 2025**) to the following email address, office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: www.investorvote.com.au

By Mail: GPO Box 242, Melbourne VIC 3001

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

OR: Attend the Meeting.

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

QUERIES

If you have any queries about the Meeting, the financial statements to be put to the Meeting or the Resolutions being considered, please contact the Company Secretary, Mark Licciardo at company.secretary@adslot.com.

PROXY NOTES

- A member entitled to attend and vote at the Meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The Proxy Form included with this Notice must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of its duly authorised officer(s) or by attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, using the reply paid envelope supplied, or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or online at www.investorvote.com.au as soon as possible, and in any event not later than 10.30am (AEDT) on 8 October 2025.
- Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice, for information regarding each Resolution.

DIRECTED AND UNDIRECTED PROXIES

- A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (other than as noted below).

- If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on each Resolution by marking either “For”, “Against” or “Abstain” for this item of business on the Proxy Form.
- If you sign the enclosed Proxy Form and do not specify an individual or body corporate as your proxy, you will be deemed to have appointed the Chair as your proxy.
- If the Chair is appointed as your proxy and you have not directed the Chair how to vote, you will be taken to have expressly authorised the Chair to cast your votes in favour of every Resolution (which the Chair intends to do), even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- If you appoint as your proxy any other director of the Company, any other of the Company’s Key Management Personnel or any of their closely related parties, they will vote undirected proxies in favour of all of the proposed Resolutions except any Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Those persons will not cast any votes in respect of any Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, where those votes arise from undirected proxies they hold.
- The “Key Management Personnel” of the Company for the financial year ended 30 June 2025 are identified in the Remuneration Report, which forms part of the Company’s 2025 Annual Report. The “closely related parties” of the Company’s Key Management Personnel are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, only persons holding Shares at 7.00pm (AEDT) on 8 October 2025 will be treated as Shareholders. This means that only those persons who are the registered holders of Shares at that time will be entitled to attend and vote at the Meeting.

REQUIRED VOTING MAJORITIES

All Resolutions (other than Resolution 1 and 3) are proposed as ordinary resolutions. Accordingly, the passage of each Resolution (other than Resolution 1 and 3) requires approval by a simple majority of the votes cast by members present and voting at the Meeting, whether in person or by proxy.

Resolution 1 is proposed as a non-binding, advisory resolution.

Resolution 3 is proposed as a special resolution. Accordingly, the passage of the Resolution requires approval of not less than 75% of the votes cast by members present and entitled to vote at the Meeting, whether in person or by proxy.

VOTING EXCLUSION STATEMENTS

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of a member of the Key Management Personnel.

A closely related party of a member of the Key Management Personnel means any of the following:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- a company the member controls.

However, a person (the voter) described above may cast a vote on Resolution 1:

- (a) as a proxy for a person who is entitled to vote and either:
 - (i) the proxy appointment is in writing and specifies how the proxy is to vote; or
 - (ii) the vote is cast by the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the holder is acting solely as a nominee, trustee, custodial or in other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 1; and
 - (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

Note: In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.

Resolutions 4 and 5

The Company will disregard any votes cast in favour of Resolutions 4 and 5 by any person or entity who participated in the issue of Convertible Notes under the Placement and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with directions given to the proxy or attorney to vote on Resolution in that way; or
- (b) it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with a direction given to the Chair to vote on Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution; and
 - (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by any person or entity who participated in the issue of ordinary Shares and is entitled to receive Attaching Options-Shares under the Placement and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with directions given to the proxy or attorney to vote on Resolution in that way; or
- (b) it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with a direction given to the Chair to vote on Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution; and
 - (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 7 and 8

The Company will disregard any votes cast in favour of Resolutions 7 and 8 by Mr Andrew Dyer (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Shares and Attaching Options -Shares, (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any of his associates.

However, the Company will not disregard a vote if:

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

- (b) it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with a direction given to the Chair to vote on Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution; and
 - (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 9 and 10

The Company will disregard any votes cast in favour of Resolutions 9 and 10 by Ben Loiterton, Venturastar Pty Ltd and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with directions given to the proxy or attorney to vote on Resolution in that way; or
- (b) it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with a direction given to the Chair to vote on Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution; and
 - (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11

The Company will disregard any votes cast in favour of Resolution 11 by Green Light Pty Ltd and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with directions given to the proxy or attorney to vote on Resolution in that way; or
- (b) it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution, in accordance with a direction given to the Chair to vote on Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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 Resolution; and
- (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board

Mark Licciardo
Company Secretary
Dated: 8 September 2025

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice) is to provide Shareholders with an explanation of the business and the Resolutions to be proposed and considered at the Annual General Meeting of the Company (**Meeting**) which is to be held at the offices of Hall & Wilcox, Level 18, 347 Kent Street, Sydney NSW 2000 on Friday, 10 October 2025 at 10.30am (AEDT). The information in the Explanatory Statement will also assist Shareholders to determine how they wish to vote on each Resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the Shareholders at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2025. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically).

The Annual Report can also be viewed, printed and downloaded from the Company's website www.adslot.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will be tabled at the Meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or the reports at the Meeting. It is not the purpose of the Meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Meeting.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the Meeting may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the Auditor's Report to be considered at the Meeting; or
 - (ii) the conduct of the audit of the Financial Report to be considered at the Meeting; and
- (b) the Shareholder gives the question to the Company Secretary no later than 5 business days before the day on which the Meeting. Please contact the Company Secretary, Mark Licciardo at company.secretary@adslot.com.

The auditor will then compile the questions relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report into a question list. At or before the start of the Meeting, the Company will make the question list reasonably available to the Shareholders attending the Meeting.

REMUNERATION REPORT (Resolution 1)

The 2025 Annual Report contains the Remuneration Report, which sets out the Company's remuneration philosophy and the policy for remuneration of its officers and senior employees. The Board assesses the appropriateness of the nature and amount of the remuneration of employees on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit by:

- a) Attracting the highest quality employees;
- b) Retaining the best performing employees;
- c) Aligning the employees with shareholder outcomes;
- d) Aligning employee motivation to a cascading set of key performance indicators that drive the most optimal strategic outcomes for the business; and
- e) Ensuring it aligns with the latest industry best practice.

The Corporations Act (section 250R(2)) requires that each listed company put a resolution to its shareholders at its annual general meeting that its remuneration report be adopted. **The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.**

The Board will consider the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, If at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report (Resolution 1), the Company receives a "strike". If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be given the opportunity to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election (**Spill Resolution**). At the Company's 2024 Annual General Meeting, 1.12% of the votes cast by members were against the adoption of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.

Where the Chair has been appointed as proxy, the Chair will be taken to have been expressly authorised to vote (and the Chair will vote) on undirected proxies in favour of Resolution 1 (Remuneration Report) even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. However, if another Director or any other of the Company's Key Management Personnel (or any of their closely related parties) is appointed as a proxy, they will not cast any votes in respect of Resolution 1 that arise from any undirected proxies they hold.

If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" for this item of business on the Proxy Form.

Resolution 1 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation and undirected proxies

Recommendation – The Board makes no recommendation with respect to voting on Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1.

RE-ELECTION OF MS SARAH MORGAN AS A DIRECTOR (Resolution 2)

Listing Rule 14.4 provides that a director of an entity (other than a managing director) must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 58.1 of the Company's constitution requires one third of the directors to retire by rotation at each annual general meeting. Accordingly, Ms Sarah Morgan retires from office and, being eligible, offers herself for re-election.

If Resolution 2 is not approved, Ms Sarah Morgan will not be re-elected as a director of the Company, and the position that she currently holds as a director of the Company will be vacated. If Resolution 2 is approved, Ms Sarah Morgan will remain a director until she nominates herself for re-election, retires or is otherwise removed as a director.

Biographical details of Ms Sarah Morgan

Ms Morgan has extensive financial market experience and over 20 years of experience as a private, not for-profit and public company Director. Prior to becoming a company Director, she spent over 15 years as an Executive Director at Grant Samuel, an independent corporate advisory firm, where she specialised in merger and acquisitions, public and private capital raisings and other forms of corporate financial advice. Ms Morgan also brings significant expertise in listed markets, a strong regulatory background, and a strategic skillset and knowledge of human and social capital management.

She holds a degree in Engineering and a Master of Business Administration from the University of Melbourne and is a Graduate of Australian Institute of Company Directors.

Ms Morgan is a Non-Executive Director of Future Generation Global Investment Company Limited (from July 2015) and Intrepid Group Pty Ltd (from January 2019). Ms Morgan was previously a Non-Executive Director of Hansen Technology Limited (from October 2014 to December 2019), Nitro Software Limited (from November 2019 to March 2023) and Whispir Limited (from January 2019 to January 2024).

Ms Morgan was first appointed as a Non-Executive Director of Adslot in January 2015. Ms Morgan is also Chair of the Company's Audit and Risk Committee.

Directors' recommendation and undirected proxies

Recommendation – The Board (other than Ms Morgan) recommends that Shareholders vote in favor of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

APPROVAL OF 10% PLACEMENT FACILITY (Resolution 3)

The Company raised funds in the 2025 financial year to continue investment in key commercial projects, strengthen the balance sheet and provide additional working capital.

To further grow the business and achieve its strategic objectives, the Company may also seek to issue further capital to (among other things) secure further strategic investment from suitable investors.

The capital available under the 10% Placement Facility could be used to pursue such opportunities, and also provides the Company with more flexibility to raise further working capital. In particular, the ability of the Company to issue Shares under the 10% Placement Facility will enable the Company to issue Shares in circumstances where it might otherwise be subject to the cost, delay and uncertainty of having

to go back to the Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing market conditions.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility, should the need to do so arise.

Description of Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to seek approval of Shareholders by special resolution to have the capacity to issue Equity Securities (as defined below) equal to up to 10% of their issued share capital through placements over 12 months after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation (based on its main class of securities on issue) of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 22 August 2025 of \$5.72million based on a share price of \$0.001.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by special resolution at an annual general meeting.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue three classes of Equity Securities, Shares, Options and Convertible Notes, but can only issue Shares under Listing Rule 7.1A because the Options and Convertible Notes are not quoted.

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 months after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) plus the number of fully paid shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (c) plus the number of fully paid shares issued in the previous 12 months under an agreement to issue shares within Listing Rule 7.2 exception 16 where:

- (i) the agreement was entered into before the commencement of the 12 month period; or
- (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (d) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (e) plus the number of any other fully paid shares issued in the previous 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (f) less the number of fully paid shares cancelled in the previous 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 5,717,028,571 Shares and has a capacity to issue subject to the Shareholder approval being sought under Resolution 3, 571,702,857 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per Equity Security which is not less than 75% of the volume weighted average market price (as defined in the Listing Rules) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the next annual general meeting; or

- (c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Period).

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A on issue of any Shares.

Listing Rule 7.3A

Under and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting on 10 October 2025; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0005	\$0.001	\$0.002
		50% decrease in assumed Issue Price	Assumed Issue Price	100% increase in assumed Issue Price
Current variable "A" 5,717,028,571	10% voting dilution	571,702,857 Shares	571,702,857 Shares	571,702,857 Shares
	Funds raised	\$285,851	\$571,703	\$1,143,406
50% increase in current variable "A" 8,575,542,857	10% voting dilution	857,554,286 Shares	857,554,286 Shares	857,554,286 Shares
	Funds raised	\$428,777	\$857,554	\$1,715,109
100% increase in current variable "A" 11,434,057,142	10% voting dilution	1,143,405,714 Shares	1,143,405,714 Shares	1,143,405,714 Shares
	Funds raised	\$571,703	\$1,143,406	\$2,286,811

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) At 22 August 2025, there are currently 5,717,028,571 Shares on issue.
- (viii) The issue price is \$0.001, being the closing price of the Shares on 22 August 2025.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period.
- (d) The Company can only issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards acquisitions of new businesses or investments (including expenses associated with such acquisition), expanding or accelerating the Company's businesses and general working capital.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case by case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which Shareholders can participate;

- (ii) the effect of the issue of the Shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (f) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (g) The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 26 November 2024 (**Previous Approval**).
- (h) The Company issued 225,000,000 Equity Securities in the past 12 months preceding the date of the 2025 Annual General Meeting under Listing Rule 7.1A.2, which represent 3.64% of the total number of equity securities on issue at the commencement of the 12 month period.

The 225,000,000 Equity Securities were issued to existing and new sophisticated and professional investors as private placement as announced to the ASX on 7 August 2025, at an offer price of \$0.001.

The Equity Securities were issued as fully paid ordinary shares.

The offer price for these Equity Securities was, \$0.001 per share with no discount or premium to the volume weighted average price ("VWAP") for the Company's ordinary shares on the ASX for the 30-day period up to and including 4 August 2025 (the last day of trading prior to the trading halt in connection with the private placement), which was \$0.001.

The total cash consideration received by the Company for 225,000,000 Equity Securities was \$225,000.00 and no amount has been spent to date. The cash will be utilized for the purposes as specified in the announcement made on 7 August 2025.

- (i) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under a voting exclusion in the Notice.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

RATIFICATION OF ISSUE OF CONVERTIBLE NOTES (RESOLUTION 4)

On 7 August 2025, the Company announced to the ASX that the Company received firm commitments to raise \$989,000 before costs from sophisticated and professional investors through the issue of secured Convertible Notes and equity securities (together, **Placement**).

The issue of Convertible Notes did not require Shareholder approval and resulted in issue of 739 Convertible Notes on 8 August 2025 at the issue price and face value of \$1000.00 per note. The conversion price is \$0.001 per conversion share, paying an annual interest rate of 11%. The maturity date of the notes is thirty months after they are issued, which is 7 February 2028. The notes have been issued using the Company's placement capacity under ASX Listing Rule 7.1.

The Company's obligations under the notes are secured by a grant of a security interest over the Company's assets and undertaking (subject, to the extent required, to any shareholder approval or ASX

waiver being obtained). The security agent or trustee holding the security interest (on behalf of the noteholders) over Adslot Ltd is Specialised Investment and Lending Corporation Ltd (AFSL 407100).

Each note subscribed for will, subject to shareholder approval obtained at this Meeting (Resolution 5), entitle the noteholder to be issued with 333,333 attaching unquoted options in the Company.

Other key terms of the Convertible Notes are set out in **Schedule 1**.

The purpose of Resolution 4 is for Shareholders to ratify for the purposes of Listing Rule 7.4 the issue of 739 secured Convertible Notes issued on 8 August 2025 to sophisticated and professional investors and the subsequent entitlement to convert the Convertible Notes into fully paid ordinary shares at the election of the noteholder at any time before their maturity date.

Listing Rule 7.1

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

The issue of Convertible Notes does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue, which is 8 August 2025.

Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Convertible Notes.

Specific information required by Listing Rules 7.4 and 7.5

The following information is provided in relation to the issue of Shares under the Placement in accordance with Listing Rule 7.5:

- a) The 739 Convertible Notes were issued to the existing and new sophisticated and professional investors.
- b) These Convertible Notes were issued on 8 August 2025.
- c) The Convertible Notes were issued on the terms set out in **Schedule 1**.
- d) The Convertible Notes were issued at a face value of \$1,000.00 for each note and the conversion price is \$0.001 per conversion share.
- e) The proceeds from the issue of Convertible Notes will be used by the Company to fund its working capital, to strengthen the Company's balance sheet and to continue investment in key commercial projects.
- f) A voting exclusion statement in relation to Resolution 4 is included in the Notice.

g) The issue of Convertible Notes did not breach Listing Rule 7.1.

Information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

APPROVAL OF ISSUE OF ATTACHING OPTIONS - CONVERTIBLE NOTES (RESOLUTION 5)

On 7 August 2025, the Company announced to the ASX, Placement by issue of Convertible Notes and equity securities to the sophisticated and professional investors. Each note subscribed for will, subject to Shareholder approval obtained at this Meeting, entitled the noteholder to be issued with 333,333 Attaching Options - Convertible Notes in the Company.

The purpose of Resolution 5 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of up to 246,333,087 Attaching Options - Convertible Notes, with an exercise price of \$0.001 per option pursuant to the terms of issue of the Convertible Notes.

Other key terms of the Attaching Options - Convertible Notes are set out in **Schedule 2**.

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 246,333,087 Attaching Options - Convertible Notes does not fall under any of the relevant exemptions. Resolution 5 therefore proposes the approval of the granting of the issue of 246,333,087 Attaching Options - Convertible Notes for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- a) the Attaching Options - Convertible Notes are to be issued to noteholders who subscribed for the 739 Convertible Notes issued on 8 August 2025, under the Placement.
- b) the maximum number of Attaching Options - Convertible Notes to be issued is 246,333,087;
- c) the material terms of the Attaching Options - Convertible Notes are set out in Schedule 2;
- d) the purpose for the issue of the Attaching Options - Convertible Notes is same as issue of Convertible Notes, which is to fund the Company's working capital, to strengthen the Company's balance sheet and to continue investment in key commercial projects;
- e) the Attaching Options - Convertible Notes are expected to be issued as soon as practicable after Shareholder approval, but no later than three months after the date of the Meeting;
- f) the Attaching Options - Convertible Notes will be issued at a nil issue price and at an exercise price of \$0.001 per option;
- g) the Attaching Options - Convertible Notes will expire within 30 months from the date of issue; and

h) a voting exclusion statement in relation to Resolution 5 is included in the Notice.

Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Attaching Options - Convertible Notes. In addition, the issue of 246,333,087 Attaching Options - Convertible Notes will be excluded from the calculation of the number of equity securities that the Company can issue without shareholders approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 246,333,087 Attaching Options - Convertible Notes.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolution 5.

The Chair intends to vote undirected proxies in favour of Resolution 5.

APPROVAL OF ISSUE OF ATTACHING OPTIONS -SHARES (RESOLUTION 6)

As per the Placement, announced on 7 August 2025, the Company also issued 225,000,000 fully paid ordinary shares at a price of \$0.001 per share, utilising the Company's placement capacity under ASX Listing Rule 7.1A. These investors are entitled (subject to Shareholder approval being obtained at this Meeting) to Attaching Options -Shares for each share subscribed.

The purpose of Resolution 6 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of up to 225,000,000 Attaching Options -Shares, with an exercise price of \$0.001 per option pursuant to the terms of issue of issue of shares.

Other key terms of the Attaching Options -Shares are set out in **Schedule 3**.

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 225,000,000 Attaching Options -Shares does not fall under any of the relevant exemptions. Resolution 6 therefore proposes the approval of the granting of the issue of 225,000,000 Attaching Options -Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- a) the 225,000,000 Attaching Options -Shares are to be issued to the existing shareholders who subscribed for the 225,000,000 shares, issued on 8 August 2025, under the Placement;
- b) the maximum number of securities to be issued is 225,000,000 Attaching Options -Shares;
- c) the material terms of the Attaching Options-Shares are set out in Schedule 3;
- d) the Attaching Options-Shares are expected to be issued as soon as practicable after Shareholder approval, but no later than three months after the date of the Meeting;
- e) the Attaching Options -Shares will be issued at a nil issue price and at an exercise price of \$0.001 per option;

- f) the purpose for the issue of the Attaching Options - Shares is to fund the Company's working capital, to strengthen the Company's balance sheet and to continue investment in key commercial projects;
- g) the Attaching Options -Shares, will expire within 30 months from the date of issue; and
- h) a voting exclusion statement in relation to Resolution 6 is included in the Notice.

Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Attaching Options - Shares. In addition, the issue of 225,000,000 Attaching Options -Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholders approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the 225,000,000 Attaching Options -Shares.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolution 6.

The Chair intends to vote undirected proxies in favour of Resolution 6.

APPROVAL OF ISSUE OF 25,000,000 SHARES AND 25,000,000 ATTACHING OPTIONS TO ANDREW DYER (Resolutions 7 and 8)

As announced on 7 August 2025, the Company has agreed with Mr Andrew Dyer, as part of the Placement, subject to obtaining Shareholder approval, to issue 25,000,000 Shares to Mr Andrew Dyer and his associates.

As part of the issue, Mr Andrew Dyer is entitled to one for one attaching options for each share subscribed. Accordingly, subject to obtaining Shareholder approval, the Company is to issue 25,000,000 Attaching Options -Shares to Mr Andrew Dyer and/or his associates.

The purpose of the funds raised as per the Placement, including the proposed issue to Mr Andrew Dyer and his associates, is for working capital, to strengthen the Company's balance sheet and continue investment in key commercial projects.

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.

Mr Dyer is an executive chairman of the Company since June 2023. The issue of 25,000,000 Shares and 25,000,000 Attaching Options -Shares to Mr Dyer and his associates constitutes giving a financial benefit to a related party of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares and Attaching Options -Shares to Mr Andrew Dyer (or his associates) because these Shares and Attaching Options -Shares would be issued at the same price and on the same terms and conditions as the Shares and Attaching Options -Shares that were issued to all

other (unrelated) subscribers, and as such, the giving of the financial benefit to Mr Dyer will be on arm's length terms.

Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party or their associate, unless an exception in ASX Listing Rule 10.12 applies.

Mr Dyer and his associates fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. As such, Shareholder approval pursuant to ASX Listing Rule 10.11 is required.

Specific Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 7 and 8:

- a) the 25,000,000 Shares will be issued to DM Kelly Pty Ltd ATF DMK Superannuation Fund, an associate of Mr Andrew Dyer;
- b) the 25,000,000 Attaching Options-Shares will be issued to DM Kelly Pty Ltd ATF DMK Superannuation Fund, an associate of Mr Andrew Dyer;
- c) Mr Dyer is a related party of the Company, by virtue of being executive chairman of the Company, and DM Kelly Pty Ltd ATF DMK Superannuation Fund is an associate of Mr Dyer and therefore falls within Listing Rule 10.11.4;
- d) a maximum of 25,000,000 Shares and 25,000,000 Attaching Options -Shares will be issued to Mr Dyer (or his nominees) and/or his associates;
- e) the Shares will be issued for \$25,000 at the price of \$0.001 per Share;
- f) the Attaching Options-Shares will be issued as one for one attaching option for each ordinary share issued to DM Kelly Pty Ltd ATF DMK Superannuation Fund, an associate of Mr Andrew Dyer at a nil issue price and at an exercise price of \$0.001 per option;
- g) the material terms of the 25,000,000 Attaching Options-Shares are set out in Schedule 3;
- h) the purpose of the issue of the Shares is to raise funds for working capital, to strengthen the Company's balance sheet and continue investment in key commercial projects;
- i) the 25,000,000 Shares and 25,000,000 Attaching Options -Shares will be issued no later than one month after the date of the Meeting;
- j) the Shares and Attaching Options -Shares are being issued as part of commitment agreements between the Company and Mr Dyer (or his nominees) and his associates, subject to Shareholder approval;
- k) the commitment agreement was executed between Mr Dyer and the Company on 6 August 2025, at the same terms as of the private placement; and
- l) a voting exclusion statement is included in this Notice for Resolutions 7 and 8.

Information required by Listing Rule 14.1A

If Resolutions 7 and 8 are passed, the Company will be able to proceed with the issue of 25,000,000 Shares and 25,000,000 Attaching Options -Shares within one month after the date of the Meeting.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the 25,000,000 Shares and 25,000,000 Attaching Options -Shares (because approval is being obtained under Listing Rule 10.11), the issue of these Shares and Attaching Options-Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 7 and 8 are not passed, the Company will not be able to proceed with the issue of the 25,000,000 Shares and 25,000,000 Attaching Options-Shares to Mr Dyer (or his nominees) and his associates.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolutions 7 and 8.

The Chair intends to vote undirected proxies in favour of Resolutions 7 and 8.

RATIFICATION OF ISSUE OF OPTIONS TO VENTURASTAR PTY LTD (RESOLUTION 9)

As announced on 6 September 2024, the Company entered into an independent contractor agreement with Mr Ben Loiterton, Interim CEO, through Venturastar Pty Ltd. The details of the agreement were annexed to the announcement and are also detailed in **Schedule 4** of this Notice. As per the agreement, Venturastar Pty Ltd was granted and issued 25,000,000 options on 6 November 2024 and 40,000,000 options on 26 February 2025.

The purpose of Resolution 9 is for Shareholders to ratify, under Listing Rule 7.4, and for all other purposes, the previous issue of 65,000,000 options issued to Venturastar Pty Ltd on the terms and conditions agreed between the Company and Venturastar Pty Ltd.

As the issue of 65,000,000 options was made without Shareholder approval and utilizing the Company's 15% placement capacity under Listing Rule 7.1, it is sought under Resolution 9, to ratify the issue of options in accordance with Listing Rule 7.4.

Listing Rule 7.1

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

The issue of 65,000,000 options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

Specific Information required by Listing Rule 7.5

The following information is provided in relation to the issue of 65,000,000 options in accordance with Listing Rule 7.5:

- a) 65,000,000 options were issued as follows:
 - 25,000,000 - issued to Venturastar Pty Ltd on 6 November 2024
 - 40,000,000 – issued to Venturastar Pty Ltd on 26 February 2025
- b) 65,000,000 options were issued under Listing Rule 7.1.
- c) These options were issued at a nil consideration and with an exercise price of \$0.001 per option.
- d) The terms of 65,000,000 options issued to Venturastar Pty Ltd are set out in Schedule 4.
- e) The purpose of issue of 65,000,000 options issued to Venturastar Pty Ltd are as per the terms and conditions agreed between the Company and Venturastar Pty Ltd, as announced on 6 September 2024.
- f) These options were issued with a maturity date of 4 years from the date of issue.
- g) A voting exclusion statement in relation to Resolution 9 is included in the Notice.
- h) The issue of 65,000,000 options did not breach Listing Rule 7.1.

Information required by Listing Rule 14.1A

If Resolution 9 is passed, the issue of 65,000,000 options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Meeting.

If Resolution 9 is not passed, the issue of 65,000,000 options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolution 9.

The Chair intends to vote undirected proxies in favour of Resolution 9.

APPROVAL OF ISSUE OF OPTIONS TO VENTURASTAR PTY LTD (RESOLUTION 10)

As detailed in Resolution 9, the Company entered into an independent contractor agreement with Mr Ben Loiterton, Interim CEO, through Venturastar Pty Ltd. The details of the agreement were annexed to the announcement made on 6 September 2024 and are also detailed in **Schedule 4** of this Notice.

Based on the contractor agreement and the performance of the Company as at 30 June 2025, the achievement of an agreed milestone as detailed in Schedule 4 and successful completion of capital raise of \$989,000 in August 2025, the Board agreed to issue 95,000,000 options to Mr Ben Loiterton, Interim CEO, through Venturastar Pty Ltd.

The purpose of Resolution 10 is for Shareholders to approve, under Listing Rule 7.1 and for all other purposes, the issue of up to 95,000,000 options, with an exercise price of \$0.001 per option, pursuant to the terms of the agreement with Venturastar Pty Ltd.

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 95,000,000 options does not fall under any of the relevant exemptions. Resolution 10 therefore proposes the approval of the granting of the issue of 95,000,000 options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- a) the 95,000,000 options are to be issued to Venturastar Pty Ltd, an associate of Mr Ben Loiterton, Interim CEO;
- b) the maximum number of securities to be issued is 95,000,000 options;
- c) the material terms of the 95,000,000 options are set out in Schedule 4;
- d) the 95,000,000 options are expected to be issued as soon as practicable after Shareholder approval, but no later than three months after the date of the Meeting;
- e) the 95,000,000 options will be issued at a nil issue price and at an exercise price of \$0.001 per option;
- f) the 95,000,000 options will expire within 4 years from the date of issue; and
- g) A voting exclusion statement in relation to Resolution 10 is included in the Notice.

Information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the 95,000,000 options. In addition, the issue of these options will be excluded from the calculation of the number of equity securities that the Company can issue without shareholders approval under Listing Rule 7.1.

If Resolution 10 is not passed, the issue of 95,000,000 options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolution 10.

The Chair intends to vote undirected proxies in favour of Resolution 10.

RATIFICATION OF ISSUE OF OPTIONS TO GREEN LIGHT CAPITAL PTY LTD (RESOLUTION 11)

The purpose of Resolution 11 is for Shareholders to ratify, under Listing Rule 7.4, and for all other purposes, the previous issue of 1,150,000 options issued to Green Light Capital Pty Ltd on the terms and conditions of the engagement agreement between the Company and Green Light Capital Pty Ltd on 8 August 2024.

As announced on 17 June 2024, the Company did a capital raise up to \$2.4 million in the form of an entitlement offer at a price of \$0.001 per share. By 15 July 2024, under the entitlement offer the Company had raised in total \$1.48m and with residual shortfall of \$0.94m. On 8 August 2024, the Company entered into an engagement agreement with Green Light Capital Pty Ltd to assist in completion of the shortfall. Further, as announced on 7 October 2024, the Company raised additional \$540k as the shortfall under

the entitlement offer with the assistance of Green Light Capital Pty Ltd. As part of the engagement agreement, Green Light Capital Pty Ltd was entitled to 1,150,000 options which was issued on 6 November 2024.

As the issue of 1,150,000 options was made without Shareholder approval and utilizing the Company's 15% placement capacity under Listing Rule 7.1, it is sought under Resolution 11, to ratify the issue of options in accordance with Listing Rule 7.4.

Listing Rule 7.1

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

The issue of 1,150,000 options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

Specific Information required by Listing Rule 7.5

The following information is provided in relation to the issue of 1,150,000 options in accordance with Listing Rule 7.5:

- a) 1,150,000 options were issued to Green Light Capital Pty Ltd 6 November 2024.
- b) 1,150,000 options were issued under Listing Rule 7.1.
- c) These options were issued at a nil consideration and with an exercise price of \$0.001 per option.
- d) 1,150,000 options were issued to Green Light Capital Pty Ltd on the following terms:
 - options to vest immediately after the date of issue.
 - exercise price of \$0.001 per option.
 - expiry of options is 4 years from the date of issue.
- e) These options were issued with a maturity date of 4 years from the date of issue.
- f) A voting exclusion statement in relation to Resolution 11 is included in the Notice.
- g) The issue of 1,150,000 options did not breach Listing Rule 7.1.

Information required by Listing Rule 14.1A

If Resolution 11 is passed, the issue of 1,150,000 options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without

Shareholder approval over the 12 month period following the date of the Meeting.

If Resolution 11 is not passed, the issue of 1,150,000 options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Meeting.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolution 11.

The Chair intends to vote undirected proxies in favour of Resolution 11.

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

AEDT	Australian Eastern Daylight Time (or Standard Time, as the case may be).
AGM	an annual general meeting of the Company.
Annual Report	the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2025.
ASX	ASX Limited.
Attaching Options - Convertible Notes	means 333,333 attaching unquoted options for every one Convertible Note subscribed for under the Placement with an exercise price of \$0.001 per option and an expiration of approximately thirty months from the date of issue.
Attaching Options -Shares	means the one for one attaching unquoted option for every one share issued under the Placement with an exercise price of \$0.001 per option and an expiration of approximately thirty months from the date of issue.
Auditor's Report	the auditor's report on the Financial Report.
Board	the board of Directors of the Company.
Chair	Chairperson of the Meeting.
Chairman	Chairman of the Company.
Company or Adslot	Adslot Ltd ACN 001 287 510.
Corporations Act	Corporations Act 2001 (Cth).
Director	a director of the Company.
Director's Report	the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Securities	has the meaning given in Chapter 19 of the Listing Rules.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice.
Financial Report	the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company,

directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules	the Official Listing Rules of ASX.
Meeting or Annual General Meeting	the annual general meeting of Shareholders (convened by the Notice) to be held on 10 October 2025 at 10.30am (AEDT).
Notice	the Notice of Meeting and the accompanying Explanatory Statement.
Proxy Form	the proxy form attached to the Notice.
Remuneration Report	the remuneration report of the Company contained in the Directors' Report.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of at least one Share.
Trading Days	has the meaning given in Chapter 19 of the Listing Rules.

Schedule 1- Key terms of Convertible Notes

Transaction Description & Issuer	<p>Secured Convertible Note ("Convertible Note" or "Note") issued by:</p> <p>ADSLTD LTD (ASX:ADS) ("Company", or "the Investee" or "the Issuer"), a company registered in Australia.</p> <p>To raise approx. A\$739,000 subject to various terms and conditions outlined below, and conditional upon approval by the Company's board of directors and execution by each of the investor parties of a subscription agreement ("the Issue").</p>
Issue Date	On or around 8 August 2025 (to be issued under the Company's placement capacity under ASX Listing Rule 7.1).
Principal Amount to be Raised	\$739,000 issued under the Company's ASX LR 7.1 placement capacity (maximum allowable without shareholder approval), plus the right to take oversubscriptions that will be subject to shareholder approval at a General Meeting of shareholders. The Issue has no minimum subscription amount.
Face Value per Note	Face Value of each Note is \$1,000.00 (One Thousand Dollars).
Quotation	The Notes will not be quoted on the ASX. The Company will apply for quotation of any ordinary shares issued on conversion of the Notes.
Term	Thirty (30) months from the date of issuance.
Interest Rate	11% per annum, payable annually, with the option to capitalise interest at the Issuer's election.
Security	<p>Secured by a security interest to be granted over the assets and undertaking of Adslot Ltd (ACN 001 287 510) which is the group holding company and ASX listed entity.</p> <p>No security interest will be granted in respect of a Noteholder coming within the criteria set out in ASX Listing Rule 10.1, unless:</p> <ol style="list-style-type: none"> 1. ASX provides a waiver of the requirements of ASX Listing Rule 10.1 to permit the grant of the security interest in respect of such Noteholder. The Company will use its reasonable endeavours to seek such a waiver; or 2. appropriate shareholder approval is obtained.

	The security agent or trustee ("Security Agent") holding the security interest (on behalf of the Noteholders) over Adslot Ltd is Specialised Investment and Lending Corporation Ltd (AFSL 407100).
Voting Rights	The Notes do not confer any voting rights at shareholder meetings, until and unless converted into ordinary shares.
Conversion Terms	<p>Conversion Price: \$0.001 per share.</p> <p>Conversion Timing: Convertible at the option of the holder at any time up until maturity.</p>
Early Redemption	Issuer has the right to redeem the Notes before their maturity date at 105% of their Face Value , plus any interest that is capitalised during the Term.
Redemption on Maturity	At their maturity date, any Notes not already converted into ordinary shares or redeemed will be redeemed at their Face Value, plus any capitalised interest.
Takeover/change in control	<p>If:</p> <ol style="list-style-type: none"> 1. a takeover bid is being or will be made to acquire Company ordinary shares and the offer under the takeover bid is, or becomes, unconditional and the bidder has acquired at any time a relevant interest in more than 50% of the ordinary shares on issue; 2. a court is requested to approve a proposed scheme of arrangement which, when implemented, will result in a person having a relevant interest in more than 50% of the ordinary shares on issue; or 3. there will be a sale of the main undertaking of the Company that would require approval of the shareholders in accordance with ASX Listing Rule 11.2, <p>the Company will use all reasonable endeavours to give to each Noteholder written notice of the takeover bid, scheme of arrangement or sale of main undertaking (as applicable) as soon as practicable and to the extent possible not less than 15 business days prior to the relevant transaction occurring.</p>
Transferability	The notes are transferable and assignable, but may only be transferred to sophisticated investors, professional investors or other investors approved by the Company who are exempt from disclosure pursuant to section 708 of the <i>Corporations Act 2001</i> (Cth).
Event of Default	On the occurrence of specified events of default, the Noteholders may by an ordinary resolution declare that the

	<p>Notes are to be redeemed together with accrued interest, or take enforcement action against the Company (or direct the Security Agent to do so).</p> <p>Events of default include the insolvency of the Company, a breach of material obligations under the Notes (including non-payment) and a cessation of the Company's business.</p>
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Schedule 2 – Key terms of Attaching Options - Convertible Notes

Attaching Options	<p>Ratio: 333,333 attaching options for each Convertible Note at the Face Value of \$1.000.00. Each option will be exercisable for one ordinary share in the Company.</p> <p>Exercise Price: \$0.001 per option.</p> <p>Term: Thirty (30) months from the date of issue.</p> <p>Options to be issued subject to shareholder approval at a General Meeting of shareholders to be held as soon as practicable. The Company will not have any obligation to issue the options, or to pay any compensation to the Noteholders, if shareholder approval is not obtained.</p>
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Schedule 3 – Key terms of Attaching Options -Shares

Attaching Options	<p>Ratio: for each ordinary share subscribed to, the Company will issue one attaching option. Each option will be exercisable for one ordinary share in the Company.</p> <p>Exercise Price: \$0.001 per option.</p> <p>Term: Thirty (30) months from the date of issue.</p> <p>Options to be issued subject to shareholder approval at a General Meeting of shareholders to be held as soon as practicable. The Company will not have any obligation to issue the options, or to pay any compensation to the investors, if shareholder approval is not obtained.</p>
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Schedule 4 - Summary of Key Terms of Mr Ben Loiterton's (Interim CEO) Contractor Agreement via Venturastar Pty Ltd

Commencement Date	6 th September 2024.
Position	Interim CEO.
Services	<p>The provision of Ben Loiterton as Interim CEO.</p> <p>The Interim CEO's ordinary hours of work are a minimum of 70% of full-time standard executive hours per week plus such reasonable additional hours as are necessary for the proper performance of their role, having regard for his other pre-existing business activities (as disclosed to the Company).</p>
Contractor Fee	\$200,000 per annum plus GST, paid monthly on invoice plus the ability to earn short term quarterly bonuses and an equity incentive as outlined below.
Short Term Incentives	A quarterly bonus at the discretion of the Board.
Number of Options, Exercise Price 25,000,000 @ \$0.001	Expiry Date: 4 years from date of issue Vesting Conditions: Successful completion of equity transactions agreed with the Board.
40,000,000 @ \$0.001	Expiry Date: 4 years from date of issue Vesting Conditions: Subject to the performance of the Company as at 31 December 2024, with the specific milestone being the achievement of an agreed improvement in the Operating EBITDA (Operating Margin,) loss for Q2FY25 (Quarter ended 31 December 2024) versus Q1FY25, subject to Board discretion.
50,000,000 @ \$0.001	Expiry Date: 4 years from date of issue Vesting Conditions: Subject to the performance of the Company as at 30 June 2025, with the specific milestone being the achievement of an agreed improvement in the Operating EBITDA (Operating Margin) loss for Q4FY25 (Quarter ended 30 June 2024) versus Q1FY25, subject to Board discretion.
Term	12 months from the date of execution of an Independent Contractor Agreement.

<p>Termination Provisions</p>	<p>Either party may terminate this agreement by providing 60 days' notice to the other party in writing.</p> <p>The Company may immediately terminate this agreement in writing if any of the following occurs:</p> <ul style="list-style-type: none">• The Contractor commits a serious or material breach of its obligations under this agreement.• The Contractor commits any other breach of its obligations under this agreement of which it is notified by the Company, and which is not rectified by the Contractor within 14 days of the notification of the breach by the Company.• In the Company's opinion, the Contractor, Authorised Personnel, or Additional Personnel are unprofessional, unethical or injure the reputation of the Company or any other member of the Group or any of their officers or personnel.• Subject to any restrictions in the <i>Corporations Act 2001</i> (Cth), the Contractor becomes insolvent or enters administration.
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Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) on Wednesday, 8 October 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

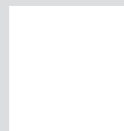
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

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

Your secure access information is



Control Number: 188013

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Adslot Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Adslot Limited to be held at Hall & Wilcox, Level 18, 347 Kent Street, Sydney, NSW 2000 on Friday, 10 October 2025 at 10:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval of issue of 25,000,000 Shares to Andrew Dyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Sarah Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval of issue of 25,000,000 Attaching Options - Shares to Andrew Dyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of Convertible Notes under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Ratification of issue of options to Venturastar Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Attaching Options - Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval of issue of options to Venturastar Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Issue of Attaching Options -Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Ratification of issue of options to Green Light Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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



Adslot Limited
ABN 70 001 287 510

Need assistance?



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



Online:
www.investorcentre.com/contact

Adslot Limited Annual General Meeting

The Adslot Limited Annual General Meeting will be held on Friday, 10 October 2025 at 10:30am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 188013

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:30am (AEDT) on Wednesday, 8 October 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Hall & Wilcox, Level 18, 347 Kent Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.