skin elements
enhancing health + wellness naturally

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www.sknlife.com.au
www.skinelementslimited.com
info@skinelementslimited.com

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29 October 2026

Dear Shareholders

Notice of the 2026 Annual General Meeting – Skin Elements Limited

Notice is hereby given that the Annual General Meeting of Shareholders (Meeting) will be held at the Boorloo meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA on Monday, 30 November at 12.00PM (AWST).

In accordance with the Corporations Amendments (Meetings and Documents) Act 2022 which came into effect on 1 April 2022, the Company will not be dispatching physical copies of the Notice of Meeting (Notice). Instead, the Notice is being made available to shareholders electronically and can be viewed and downloaded from the online ASX platform at https://www.asx.com.au/markets/company/SKN, or the Company's website at https://skinelementslimited.com/announcements/ .

The Company strongly encourages Shareholders to vote by voting online at https://au.investorcentre.mpms.mufg.com/ or by lodging the associated proxy form to the Notice. Shareholders will be able to vote at the Meeting by either lodging a Proxy Form prior to the Meeting, or by poll during the Meeting.

Proxy Forms can be lodged as noted below. Instructions on how to complete the Proxy Form are set out in the NOM.

A copy of your personalised proxy form is enclosed for your convenience. Your proxy voting instructions must be received by 12.00PM (AWST) on 28th November 2026, being not less than 48 hours before the commencement of the Meeting.

ONLINE	**https://au.investorcentre.mpms.mufg.com/**
BY MAIL	**Skin Elements Limited**
	C/- MUFG Corporate Markets (AU) Limited
	Locked Bag A14
	Sydney South NSW 1235 Australia
BY HAND	**MUFG Corporate Markets (AU) Limited**
	Parramatta Square, Level 22, Tower 6,
	10 Darcy Street, Parramatta NSW 2150
ALL ENQUIRIES TO:	**Telephone: +61 1300 554 474**
LATEST LODGEMENT DATE:	**12.00PM (AWST) Saturday, 28th November 2026**

The NOM should be read in its entirety. If you are in doubt as to how to vote, the Company encourages Shareholders to seek advice from their accountant, solicitor or other professional advisor prior to voting. If you have any difficulties in obtaining a copy of the NOM, please contact Stuart Usher by email (stuart@skinelementslimited.com) or by telephone on (08) 6311 1900.

For and on behalf of the Board.

Yours faithfully

SKIN ELEMENTS LIMITED



Stuart Usher

Company Secretary

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SKIN ELEMENTS LIMITED

ACN 608 047 794

NOTICE OF ANNUAL GENERAL MEETING

The 2026 Annual General Meeting of the Company will be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia, on Monday, 30 November 2026 at 12.00pm (AWST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 6311 1900

NOTICE OF MEETING

Notice is hereby given that the 2026 Annual General Meeting of the Shareholders of Skin Elements Limited (Company) will be held at the Boorloo Meeting Room, 108 St Georges Terrace, Perth, Western Australia on Monday, 30 November 2026 at 12.00pm (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 28 November 2026 at 5.00pm (AWST).

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

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AGENDA

ANNUAL REPORT

To receive and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

To consider, and if thought fit, to pass with or without amendment, the following as a **non-binding resolution**:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report for the financial year ended 30 June 2026 on the terms and conditions set out in the Explanatory Memorandum."

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

RESOLUTION 2 ELECTION OF DIRECTOR – MR JOSHUA GORDON

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Mr Joshua Gordon, a Director who was appointed on 24 February 2026, retires and being eligible, is elected as a Director effective immediately."

RESOLUTION 3 ELECTION OF DIRECTOR – MR ROD NICHOLAS

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Mr Rod Nicholas, a Director who was appointed on 24 February 2026, retires and being eligible, is elected as a Director effective immediately."

RESOLUTION 4 RE-ELECTION OF DIRECTOR – MR HARRY SPINDLER

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.2 of the Constitution and for all other purposes, Mr Harry Spindler, a Director, retires and being eligible, is re-elected as a Director effective immediately."

RESOLUTION 5 RATIFICATION OF PRIOR ISSUE OF THE JUNE PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 300,000,000 June Placement Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 6 RATIFICATION OF PRIOR ISSUE OF THE LEAD MANAGER SHARES IN LIEU OF FEES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 18,000,000 Lead Manager Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 7 RATIFICATION OF PRIOR ISSUE OF THE CONSULTANCY SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,000,000 Consultancy Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 8 RATIFICATION OF PRIOR ISSUE OF SHARES TO MANDATE CORPORATE

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 21,120,000 Shares issued under Listing Rule 7.1 to James Owen Moses in lieu of cash payment for services performed on the terms and conditions set out in the Explanatory Memorandum."

RESOLUTION 9 RATIFICATION OF PRIOR ISSUE OF SHARES TO AHAMED RIZVI WAHID

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,000,000 Shares issued under Listing Rule 7.1 to Ahamed Rizvi Wahid and Deepika Keerthimala Wahid in lieu of cash payment for services performed on the terms and conditions set out in the Explanatory Memorandum."

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RESOLUTION 10 APPROVAL OF 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass with or without amendment the following as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

***Important note**: The persons to whom any Equity Securities under the Additional 10% Placement Facility may be issued are not as yet known or identified. In these circumstances (and in accordance with guidance in ASX Guidance Note 21 relating to Listing Rule 7.1A), ASX considers a material benefit to be one that is likely to induce the recipient of the benefit to vote in favour of the transaction regardless of its impact on ordinary security holders. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.*

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Company's Constitution.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons excluded from voting
Resolution 1 – Adoption of the Remuneration Report (non-binding)	The Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel whose remuneration is included in the Remuneration Report or a Closely Related Party of such member. However, the Company will not disregard a vote cast on this Resolution by such person if: (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or (b) the person is the Chairperson voting an undirected proxy and their appointment expressly authorises the Chairperson to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel. If you are a member of the Key Management Personnel or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

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Listing Rule 14.11

Under LR 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons and their associates:

Resolution	Persons excluded from voting
Resolution 5 – Ratification of prior issue of the June Placement Shares	Any person who participated in the issue or an associate of that person (or those persons).
Resolution 6 – Ratification of prior issue of the Lead Manager Shares	Phoenix Global Investments Pty Ltd (or its nominees) or any other person who participated in the issue or an associate of that person (or those persons).
Resolution 7 – Ratification of prior issue of the Consultancy Shares	Phoenix Global Investments Pty Ltd (or its nominees) or any other person who participated in the issue or is counterparty to the agreement being approved or an associate of that person (or those persons).
Resolution 8 – Ratification of prior issue of shares to Mandate Corporate	James Owen Moses or Mandate Corporate Pty Ltd (or its nominees) or any other person who participated in the issue or is counterparty to the agreement being approved or an associate of that person (or those persons).
Resolution 9 – Ratification of prior issue of shares to Ahamed Rizvi Wahid	Ahamed Rizvi Wahid and Deepika Keerthimala Wahid (or its nominees) or any other person who participated in the issue or is counterparty to the agreement being approved or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or

(b) it is cast by the person chairing the meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or

(c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

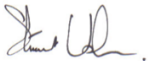
  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

  (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

QUESTIONS AND COMMENTS

Shareholders will be provided the opportunity to ask questions about, or make comments on, the management of the Company.

By order of the Board of Directors



Stuart Usher
Company Secretary
21 October 2026

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EXPLANATORY MEMORANDUM TO THE NOTICE

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Boorloo Meeting Room, 108 St Georges Terrace, Perth, Western Australia on Monday, 30 November 2026 at 12.00pm (AWST).

This Explanatory Memorandum forms part of this Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is located at the end of this Explanatory Memorandum.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a Shareholder; and

(c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 28 November 2026 at 12.00pm (AWST), being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Voting in person

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

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

A Proxy Form is made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are

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encouraged to vote by completing and returning the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 12.00pm (AWST) on Saturday, 28 November 2026, being not later than 48 hours before the commencement of the Meeting.

Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

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Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at stuart@skinelementslimited.com by 5:00pm (AWST) on Friday, 27 November 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3 ANNUAL REPORT

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 30 June 2026 must be laid before the Meeting.

There is no requirement for Shareholders to approve these reports, and no vote will be taken on the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.skinelementslimited.com; and

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Auditor about:

(a) the preparation and contents of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the Auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary by email at corporate@skinelementslimited.com.

4 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

4.1 Background

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the Company's remuneration policy and the remuneration arrangements in place for the executive Directors, specified executives, non-executive Directors and senior managers of the Company.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

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Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

If a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. Please note, if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

4.2 Board recommendation

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5 RESOLUTIONS 2 AND 3 – ELECTION OF MR JOSHUA GORDON AND MR ROD NICHOLAS AS DIRECTORS

5.1 Background

The Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election but is not taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Joshua Gordon and Rod Nicholas, having been appointed by the other Directors then in office on 24 February 2026, in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seek election from Shareholders.

5.2 Joshua Gordon – Non-Executive Director

Mr Gordon is an experienced corporate finance executive who has raised capital for many small and emerging resource and energy companies on the ASX. Mr Gordon is well versed in all facets of the equity capital market transaction lifecycle with deep experience in transaction origination, structuring, execution and distribution. He works across the full equity capital markets transaction lifecycle, including origination, structuring, execution and distribution, and is currently a Director of Corporate Finance at PAC Partners.

Mr Gordon holds a Bachelor of Commerce (Finance) from Monash University and a Master of Management (Accounting) from the University of Melbourne.

Mr Gordon is also a Non-Executive Director of Dalaroo Metals Limited, Anagenucs Ltd and Critical Resources Ltd, and is a former director of Liberty Metals Ltd (formerly Traka Resources Ltd) and Advance Metals Ltd.

Further details of Mr Gordon's background and experience are set out in the Annual Report.

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The Company confirms that, with Mr Gordon's consent, it conducted appropriate checks into Mr Gordon's background and experience and that these checks did not identify any information of concern.

If elected, Mr Gordon is considered by the Board (with Mr Gordon abstaining) to be an independent director of the Company.

Mr Gordon has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Rod Nicholas – Non-Executive Chairman

Mr Nicholas is an experienced chief executive and company director with more than 30 years of executive leadership, commercial scaling experience, and operational discipline across the consumer products, food, retail, financial services, and biotechnology sectors.

His background is in building and scaling businesses, and he brings commercial, operational and strategic capacity to the Board, with a record of converting strategy into measurable outcomes.

As Group CEO & Managing Director across Kingsbury Wealth, Kingsbury Investment Fund, and the Tarrod Group (including Tarrod Enterprises and Tarrod Investments), Rod directs multi-sector capital deployment and operational management. His track record includes scaling a multi-site retail enterprise under the Tarrod Group to approximately $15M in peak annual turnover and over 250 employees prior to a successful strategic commercial exit.

On the Board of Skin Elements, Rod focuses on high standards of corporate governance, strategic oversight, and driving sustainable long-term shareholder value.

Mr Nicholas holds a Bachelor of Arts in Training & Development alongside a Diploma of Business.

Further details of Mr Nicholas' background and experience are set out in the Annual Report.

The Company confirms that, with Mr Nicholas' consent, it conducted appropriate checks into Mr Nicholas' background and experience and that these checks did not identify any information of concern.

If elected, Mr Nicholas is considered by the Board (with Mr Nicholas abstaining) to be an independent director and Chairman of the Company.

Mr Nicholas has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as Chairman.

5.4 Additional Information

Resolutions 2 and 3 are ordinary Resolutions.

If Resolution 2 is passed, Mr Gordon will be elected as a Non-Executive Director of the Company. If Resolution 2 is not passed, Mr Gordon will not be elected as a Non-Executive Director of the Company.

If Resolution 3 is passed, Mr Nicholas will be elected as a Non-Executive Director of the Company. If Resolution 3 is not passed, Mr Nicholas will not be elected as a Non-Executive Director of the Company.

5.5 Board recommendations

The Board (other than Mr Gordon who has a personal interest in the outcome of Resolution 2) supports the election of Mr Gordon and recommends that Shareholders vote in favour of Resolution 2. The Directors consider Mr Gordon's skills and experience are valuable to the Board's existing skills and experience.

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The Board (other than Mr Nicholas who has a personal interest in the outcome of Resolution 3) supports the election of Mr Nicholas and recommends that Shareholders vote in favour of Resolution 3. The Directors consider Mr Nicholas's skills and experience are valuable to the Board's existing skills and experience.

6 RESOLUTION 4 – RE-ELECTION OF MR HARRY SPINDLER AS A DIRECTOR

6.1 Background

Clause 13.2 of the Constitution requires that one third of the Directors (excluding the managing director and Directors seeking election under clause 14.4 of the Constitution) must retire at each annual general meeting. In accordance with the Constitution, the Director who retires under this provision is the Director who has served the longest without re-election. If 2 or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by drawing lots unless the Directors agree otherwise. The Constitution provides that a Director who retires is eligible for re-election and that re-election takes effect at the conclusion of the Meeting, unless the resolution by which the Director is taken to have been elected specifies a different time.

Accordingly, Mr Harry Spindler, a Non-Executive Director appointed on 22 June 2026 and who was elected as a Director at the Company's general meeting held on 23 June 2026, retires at the Meeting in accordance with clause 13.2 of the Constitution and being eligible, has offered himself for re-election as a Director.

6.2 Harry Spindler – Non-Executive Director

Mr Spindler is an experienced corporate professional with 24 years of experience in corporate governance, capital markets, finance and ASX compliance. He has extensive experience supporting ASX-listed companies through IPOs, reverse takeovers, capital raisings, mergers and acquisitions, restructuring and ongoing regulatory and statutory compliance.

Mr Spindler has held a number of director and company secretarial roles for ASX-listed entities across the resources, technology and energy sectors, with operations in domestic and international jurisdictions.

Mr Spindler is a member of the Chartered Accountants Australia and New Zealand and an associate of the Financial Services Institute of Australia. He is currently a non-executive director of Lithium Universe Limited (ASX: LU7).

Further details of Mr Spindler's background and experience are set out in the Annual Report.

If re-elected, Mr Spindler is considered by the Board (with Mr Spindler abstaining) to be an independent director of the Company.

Mr Spindler has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

6.3 Additional Information

Resolution 4 is an ordinary Resolution.

If Resolution 4 is passed, Mr Spindler will be re-elected as a non-executive Director of the Company. If Resolution 4 is not passed, Mr Spindler will not be re-elected as a Non-Executive Director of the Company.

6.4 Board recommendation

The Board (other than Mr Spindler who has a personal interest in the outcome this

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Resolution) supports the election of Mr Spindler and recommends that Shareholders vote in favour of Resolution 4. The Directors consider Mr Spindler's skills and experience are valuable to the Board's existing skills and experience.

7 BACKGROUND TO $900,000 CAPITAL RAISING

7.1 Resolutions 5 and 6

On 26 June 2026, the Company announced that it had received binding commitments from sophisticated and professional investors to raise $900,000 (**June Placement**) by the issue of 300,000,000 Shares at an issue price of $0.003 per Share (**June Placement Shares**).

The Placement was undertaken in one allotment on 20 July 2026 under the Company's Listing Rule 7.1 placement capacity.

7.2 Use of Funds

The June Placement provided the Company with working capital to support the advancement of the Company's project programs, including the ECO Nurture natural plant bio stimulant, SuprCuvr disinfectant, the Soleo Organics sunscreen and PapayaActivs therapeutic skincare personal protection range.

7.3 Lead Manager

The Company engaged Phoenix Global Investments Pty Ltd (**Phoenix Global**) to act as sole lead manager to the June Placement (**Lead Manager Mandate**).

Pursuant to the terms of the engagement, the Company agreed to pay Phoenix Global a fee of 6% of the gross amount raised payable in cash or Shares on same terms as the June Placement (being equal to 18,000,000 Shares) at Phoenix Global's election (being the subject of Resolution 6). The Shares the Company has agreed to issue to Phoenix Global were issued pursuant to the Company's available placement capacity under Listing Rule 7.1 on 19 October 2026.

The Lead Manager Mandate is otherwise on terms and conditions considered standard for an agreement of its nature.

8 RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF THE JUNE PLACEMENT SHARES

8.1 Background

As set out at section 7.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 300,000,000 Shares at an issue price of $0.003 to raise $900,000 pursuant to the terms of the June Placement.

8.2 Listing Rule 7.1

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

The issue of the June Placement Shares does not fall within an exception to Listing Rule 7.1 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 issue date.

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8.3 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

8.4 Additional Information

If Resolution 5 is passed, the issue of the June Placement Shares 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 issue.

If Resolution 5 is not passed, the issue of the June Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue.

8.5 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

(a) **The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected**

The June Placement Shares were issued to sophisticated and professional investors who were identified through a bookbuild process, which involved Phoenix Global seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that Fadi Diab (and his associates), a Material Investor by virtue of being, an advisor of the Company by virtue of his controlling interest in Phoenix Global, was issued 133,333,333 shares of the June Placement.

(b) **Number and class of securities issued**

300,000,000 June Placement Shares were issued pursuant to Listing Rule 7.1.

(c) **Material terms of securities**

The June Placement Shares were fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

The June Placement Shares were issued on 20 July 2026.

(e) **Issue price or other consideration**

$0.003 per Share.

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(f) **Purpose of the issue, including the intended use of funds raised**

Refer to Section 6.2 for details of the proposed use of funds.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 5.

9 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF LEAD MANAGER SHARES

9.1 Background

As set out in section 7.3 above, the Company engaged Phoenix Global (**Lead Manager**) to act as lead manager to the June Placement. As consideration for its services, the Company agreed to pay the Lead Manager a fee of 6% of the gross proceeds raised, payable in cash or by issuing shares on the same terms as the June Placement.

In accordance with its election, the Company issued 18,000,000 Shares to the Lead Manager in lieu of cash in consideration for its services in accordance with the Company's placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 18,000,000 Shares in consideration for amounts owing to Phoenix Global under the Lead Manager Mandate.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 8.2 above.

The issue does not fall within an exception to Listing Rule 7.1 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 issue date.

9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 8.3 above.

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.

9.4 Additional Information

If Resolution 6 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 Resolution 6 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 the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

9.5 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

(a) **The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected**

Phoenix Global Investments Pty Ltd (or its nominees).

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Phoenix Global is not a related party nor a substantial shareholder. Phoenix Global is an advisor to the Company providing Lead Manager Services (Resolution 6) and Consulting Services (Resolution 7).

(b) **Number and class of securities issued**

18,000,000 Shares.

(c) **Material terms of securities**

The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

19 October 2026.

(e) **Issue price or other consideration**

The Shares were issued at a deemed price of $0.003 per Share, in consideration for amounts owing to Phoenix Global under the Lead Manager Mandate.

(f) **Purpose of the issue, including the intended use of funds raised**

The purpose of the issue was to satisfy the Company's obligations under the Lead Manager Mandate.

(g) **Summary of material terms of agreement to issue**

The Shares issued in satisfaction of the fee owing under the Lead Manager Mandate, a summary of the material terms of which is set out in section 7.3.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 6.

10 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF CONSULTANCY SHARES

10.1 Background

On 24 June 2026, the Company appointed Phoenix Global to provide public and investor relations services to the Company for a period of 12 months pursuant to the terms of a consultancy agreement (**Consultancy Agreement**). In consideration for a 12 month services engagement, the Company agreed to issue the Phoenix Global 25,000,000 Shares at a deemed issue price of $0.003 per share, subject to a 12 month voluntary escrow period (until 8 July 2027).

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 25,000,000 Shares at an issue price of $0.003 in consideration for amounts owing to Phoenix Global under the consultancy agreement.

The Consultancy Agreement is otherwise on terms and conditions considered standard for an agreement of its nature.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 8.2 above.

The issue does not fall within an exception to Listing Rule 7.1 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 issue date.

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10.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 8.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.4.

10.4 Additional Information

If Resolution 7 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 issue date.

If Resolution 7 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 the Company can issue without Shareholder approval over the 12 month period following the issue date.

10.5 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

(a) **The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected**

Phoenix Global Investments Pty Ltd (or its nominees).

Phoenix Global is not a related party nor a substantial shareholder. Phoenix Global is an advisor to the Company providing Lead Manager Services (Resolution 6) and Consulting Services (Resolution 7).

(b) **Number and class of securities issued**

25,000,000 Shares were issued pursuant to Listing Rule 7.1.

(c) **Material terms of securities**

The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

8 July 2026.

(e) **Issue price or other consideration**

The Shares were issued at a deemed price of $0.003 per Share.

(f) **Purpose of the issue, including the intended use of funds raised**

The purpose of the issue was to satisfy the Company's obligations under the Consultancy Agreement.

(g) **Summary of material terms of agreement to issue**

The Shares were issued in satisfaction of the fee owing under the Consultancy Agreement, a summary of the material terms of which is set out in section 10.1.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 7.

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11 RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MANDATE CORPORATE

11.1 Background

On 18 December 2025, the Company entered into an agreement with Mandate Corporate Pty Ltd for public relations and investor relations services (**Mandate Agreement**). Pursuant to the Mandate Agreement, in consideration for services provided, the Company agreed to issue 21,120,000 Shares.

21,120,000 Shares were issued on 15 April 2026 pursuant to the Company's placement capacity under Listing Rule 7.1. This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of Shares to James Owen Moses.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all undirected proxies in favour of Resolution 8.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 8.2 above.

The issue does not fall within an exception to Listing Rule 7.1 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 issue date.

11.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 8.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.4.

11.4 Additional Information

If Resolution 8 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 issue date.

If Resolution 8 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 the Company can issue without Shareholder approval over the 12 month period following the issue date.

11.5 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

(a) **The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected**

James Owen Moses.

James Owen Moses is not a related party or a Material Investor.

(b) **Number and class of securities issued**

21,120,000 Shares.

(c) **Material terms of securities**

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The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

15 April 2026.

(e) **Issue price or other consideration**

The Shares were issued at a deemed price of $0.005 per Share. No funds were raised from the issue.

(f) **Purpose of the issue, including the intended use of funds raised**

The purpose of the issue was to satisfy the Company's obligations under the Mandate Agreement.

(g) **Relevant agreement**

The Shares were issued under the Mandate Agreement under which Mandate Corporate Pty Ltd agreed to provide public relations and investor relations services to the Company for the period commencing 1 January 2025 to 31 December 2026. In consideration, the Company agreed to issue 21,120,000 shares, subject to voluntary escrow of 12 months. The Mandate Agreement is otherwise on terms considered standard for an agreement of this nature, including customary termination provisions.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 8.

11.6 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

12 RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MR WAHID

12.1 Background

On 22 September 2025, the Company entered into an agreement with Ahamed Rizvi Wahid for placement investor relations services (**Wahid Agreement**). Pursuant to the Wahid Agreement, in consideration for services provided, the Company agreed to issue 25,000,000 Shares.

25,000,000 Shares were issued on 15 April 2026 pursuant to the Company's placement capacity under Listing Rule 7.1. This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of Shares to Ahamed Rizvi Wahid and Deepika Keerthimala Wahid.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 8.2 above.

The issue does not fall within an exception to Listing Rule 7.1 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 issue date.

12.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 8.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity

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securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.4.

12.4 Additional Information

If Resolution 9 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 issue date.

If Resolution 9 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 the Company can issue without Shareholder approval over the 12 month period following the issue date.

12.5 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 9:

(a) **The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected**

Ahamed Rizvi Wahid and Deepika Keerthimala Wahid.

Ahamed Rizvi Wahid and Deepika Keerthimala Wahid are not related parties or Material Investors.

(b) **Number and class of securities issued**

25,000,000 Shares.

(c) **Material terms of securities**

The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) **Date of issue**

15 April 2026.

(e) **Issue price or other consideration**

The Shares were issued at a deemed price of $0.002 per Share. No funds were raised from the issue.

(f) **Purpose of the issue, including the intended use of funds raised**

The purpose of the issue was to satisfy the Company's obligations under the Wahid Agreement.

(g) **Relevant agreement**

The Shares were issued under the Wahid Agreement, under which Ahamed Rizvi Wahid agreed to provide placement investor relations services to the Company. In consideration, the Company agreed to issue 25,000,000, subject to voluntary escrow of 12 months. The Wahid Agreement is otherwise on terms considered standard for an agreement of this nature, including customary termination provisions.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice for Resolution 9.

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13 RESOLUTION 10 – APPROVAL OF 10% PLACEMENT FACILITY

13.1 Background

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

Listing Rule 7.1A enables eligible entities to seek shareholder approval by way of a special resolution to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period 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.

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

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 of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 15 October 2026 of $10.47 million.

The Company is seeking Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to below). The 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 (refer to below).

The Company is seeking a mandate to issue securities under the 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

Resolution 10 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 exact number of equity securities that the Company may issue under the 10% Placement Facility will be determined in accordance with the following formula:

(A x D) – E

Where:

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

(i) plus, the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(B) 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 Listing Rule 7.4;

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the relevant period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved under Listing Rule 7.1 or Listing Rule 7.4;

(iv) plus, the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.1A;

(v) plus, the number of partly paid ordinary securities that became fully paid in the relevant period; and

(vi) less the number of fully paid ordinary securities cancelled in the relevant period.

Note that variable "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 issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

"**relevant period**" means the 12 month period immediately preceding the date of the issue or agreement.

If Resolution 10 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

13.2 Listing Rule 7.1A

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) **Issue period**

If Shareholders approve Resolution 10, the Company will have a mandate to issue equity securities under the 10% Placement Facility under Listing Rule 7.1A from the date of this Meeting until the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking),

(the **10% Placement Period**).

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The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(b) **Minimum issue price**

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 this Notice, has on issue one class of quoted Equity Securities being Shares.

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) **Purpose of issues**

The Company may only issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards the acquisition of new assets or investments (including expenses associated with such acquisition) and/or general working capital.

The Company will provide further information at the time of issue of any equity securities under the 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.3.

(d) **Dilution**

As at the date of this Notice, the Company has on issue 3,491,334,115 Shares. Accordingly, if Shareholders approve this Resolution, the Company will have the capacity to issue up to approximately 349,133,411 Equity Securities under the 10% Placement Facility in accordance with Listing Rule 7.1A.

If this Resolution is approved by the 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 the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities,

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

The below table 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

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the date of this Notice.

The table also shows:

(iii) 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

(iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price as at 15 October 2026.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			$0.0015	$0.003	$0.0045
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	3,491,334,115	349,133,411	$523,700	$1,047,400	$1,571,100
50% increase	5,237,001,173	523,700,117	$785,550	$1,571,100	$2,356,651
100% increase	6,982,668,230	698,266,823	$1,047,400	$2,094,800	$3,142,201

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) 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%.

(iii) 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.

(iv) 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.

(v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(vi) The issue price is $0.003 being the closing price of the Shares on ASX on 15 October 2026.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities 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).

(v) The subscribers under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(f) **Previous issues of Equity Securities under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2025.

In the 12 months preceding the date of this Meeting, no Equity Securities were issued by the Company under Listing Rule 7.1A.2.

(g) **Voting exclusion statement**

There is no voting exclusion statement for this Resolution. At the date of this Notice, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities using the Additional 10% Placement Facility. Accordingly, the proposed persons to whom any Equity Securities may be issued under the Additional 10% Placement Facility are not as yet known or identified. No existing Shareholder's votes will therefore be excluded from voting on Resolution 10.

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SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

10% Placement Facility	has the meaning given in section 13.1 of the Explanatory Memorandum.
10% Placement Period	has the meaning given in section 13.2(a) of the Explanatory Memorandum.
A$** or **$	means Australian dollars.
Annual Report	means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2026.
ASX	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX Limited, as the context requires.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chairperson or **Chair**	means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.
Closely Related Party	means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or 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 entity; or a company the member controls; or a person prescribed by the *Corporations Regulations 2001* (Cth).
Company	means Skin Elements Limited (ACN 608 047 794).
Constitution	means the constitution of the Company.
Consultancy Shares	has the meaning given in section 10.1 of the Explanatory Memorandum.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Securities	has the same meaning given in the Listing Rules.
Explanatory Memorandum	means this Explanatory Memorandum.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
June Placement	has the meaning given in section 8.1 of the Explanatory Memorandum.
June Placement Shares	has the meaning given in section 8.1 of the Explanatory Memorandum.
Key Management Personnel	has the same meaning given in the Listing Rules.

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Lead Manager	Phoenix Global Investments Pty Ltd (ACN 662 579 286).
Lead Manager Mandate	has the meaning given in section 9.1 of the Explanatory Memorandum.
Listing Rule	means the listing rules of the ASX.
Mandate Agreement	has the meaning given in section 11.1 of the Explanatory Memorandum.
Material Investor	ASX considers the following to be material investors with respect to the Company: (a) a related party of the Company; (b) a member of the Company's Key Management Personnel; (c) a substantial holder in the Company; (d) an adviser to the Company; or (e) an associate of any of the above, where such person or entity is being issued more than 1% of the Company's current issued capital.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice or **Notice of Meeting**	means this notice of meeting.
Phoenix Global	means Phoenix Global Investments Pty Ltd (ACN 662 579 286).
Proxy Form	means the proxy form attached to this Notice.
Remuneration Report	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Strike	has the meaning given in section 4.1 of the Explanatory Memorandum.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
Wahid Agreement	has the meaning given in section 12.1 of the Explanatory Memorandum.

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skin elements
enhancing health + wellness naturally

ACN 608 047 794

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Skin Elements Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **12:00pm (AWST) on Saturday, 28 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE
Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

I/We being a member(s) of Skin Elements Limited and entitled to attend and vote hereby appoint:

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STEP 1 APPOINT A PROXY

☐ the Chairman of the Meeting *(mark box)*

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the 2026 Annual General Meeting of the Company to be held at **12:00pm (AWST) on Monday, 30 November 2026 at Boorloo Meeting Room, 108 St Georges Terrace, Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.
Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Adoption Of Remuneration Report (Non-Binding Resolution)	☐	☐	☐
2 Election Of Director – Mr Joshua Gordon	☐	☐	☐
3 Election Of Director – Mr Rod Nicholas	☐	☐	☐
4 Re-Election Of Director – Mr Harry Spindler	☐	☐	☐
5 Ratification Of Prior Issue Of The June Placement Shares	☐	☐	☐
6 Ratification Of Prior Issue Of The Lead Manager Shares In Lieu Of Fees	☐	☐	☐
7 Ratification Of Prior Issue Of The Consultancy Shares	☐	☐	☐
8 Ratification Of Prior Issue Of Shares To Mandate Corporate	☐	☐	☐
9 Ratification Of Prior Issue Of Shares To Ahamed Rizvi Wahid	☐	☐	☐
10 Approval Of 10% Placement Facility	☐	☐	☐

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

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).