All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: AEV
Email: hello@automicgroup.com.au

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29 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Avenira Limited ACN 116 296 541 (ASX: AEV or "the **Company**"), advises the 2026 Annual General Meeting will be held in person at Level 1, Suite 9, 110 Hay St, Subiaco, WA 6008 on Monday 30 November 2026 at 1:00pm (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at Avenira.com or the Company's ASX market announcements platform at www.asx.com.au (ASX: AEV)

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

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at frontdesk@avenira.com.

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

Authorised for ASX release by the Company Secretary.

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AVENIRA LIMITED

ACN 116 296 541

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM AND PROXY FORM

The 2026 Annual General Meeting of the Company

will be held at Level 1, Suite 9, 110 Hay St, Subiaco, WA 6008

on Monday 30 November 2026 at 1:00pm (AWST)

The **2026 Annual Report** may be viewed on the Company's website at

www.avenira.com

IMPORTANT INFORMATION

Shareholders are urged to vote by lodging the proxy form that has been separately sent to you.

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

AVENIRA LIMITED

ACN 116 296 541

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that a general meeting of the Shareholders of Avenira Limited ACN 116 296 541 (Company) will be held at Level 1, Suite 9, 110 Hay St, Subiaco, WA 6008 on Monday 30 November 2026 at 1:00pm (AWST).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual general Meeting are those who are registered as Shareholders on Saturday 28 November 2026 at 4:00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 11.

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

AGENDA

1. Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2026."

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

Voting Prohibition Statement:
A vote on this Resolution 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 a Closely Related Party of such member; or
(b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(d) the voter is the Chair and the appointment of the Chair as proxy:
    (i) does not specify the way the proxy is to vote on this Resolution; and
    (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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3. Resolution 2 – Re-election of Ms Yuan Yuan as a Director

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

"That, pursuant to and in accordance with Listing Rule 14.5, article 7.3(d) of the Constitution and for all other purposes, Ms Yuan Yuan retires and being eligible is re-elected as a Director on the terms and conditions in the Explanatory Memorandum".

4. Resolution 3 – Re-election of Mr Roger Harris as a Director

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

"That, pursuant to and in accordance with Listing Rule 14.5, article 7.3(d) of the Constitution and for all other purposes, Mr Roger Harris retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum".

5. Resolution 4 – Approval of Additional 10% Share Issue Capacity

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

"*That, for the purposes of ASX Listing Rule 7.1A, Shareholders approve the Company having the additional capacity to issue up to a further 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion:

The entity will disregard any votes cast in favour of this resolution by or on behalf of:

(a) A person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the entity) or

(b) An associate of that person or those persons

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

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

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(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 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

Important Note: At the date of this Notice, the proposed allottees of the securities are not as yet known or identified. For a person's vote to be excluded, it must be known that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue, 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.

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6. Resolution 5 – Issue of Securities Pursuant to Employee Securities Incentive Plan

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

"That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2, Shareholders approve the issue of Securities pursuant to the Avenira Limited Employee Securities Incentive Plan of the Company known as the "*Avenira Limited Employee Securities Incentive Plan*" on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion:

The entity will disregard any votes cast in favour of this resolution by or on behalf of:

(a) any person who is eligible to participate in the Plan ; and

(b) an associate of that person;

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

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

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(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 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.

By order of the Board



Graeme Smith
Company Secretary

Dated: 29 October 2026

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AVENIRA LIMITED
ACN 116 296 541

EXPLANATORY MEMORANDUM

1. Introduction

Notice is hereby given that an Annual General Meeting of the Shareholders of Avenira Limited ACN 116 296 541 (**Company**) will be held at Level 1, Suite 9, 110 Hay St, Subiaco, WA 6008 on Monday 30 November 2026 at 1:00pm (AWST).

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

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined the Glossary.

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

You may vote by attending the Annual General Meeting in person, by proxy or attorney, or by an authorised representative (if you are a body corporate).

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

PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to vote by proxy.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

To vote by proxy, please follow the instructions in the attached Proxy Form.

CORPORATE REPRESENTATIVES

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General 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, unless it has previously been given to the Company.

DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting. For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding at 4:00pm (AWST) on Sunday 23 November 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

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2. Annual Report

The Corporations Act requires that the Annual Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on these reports.

As a Shareholder, you are entitled to submit written questions to the auditor prior to the Annual General Meeting provided that the questions relate to:

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

(b) the conduct of the audit in relation to the Financial Report;

(c) accounting policies of the Company in relation to the preparation of the financial Memorandums; and

(d) the independence of the auditor in relation to the conduct of the audit.

All written questions must be received by the Company no later than 5 business days before the Annual General Meeting.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The Company's auditor will be present at the Annual General Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

3. Resolution 1 – Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Company or the directors of the company. However, the Board does take the outcome of the vote and discussion at the meeting into account when considering future remuneration arrangements.

The Remuneration Report sets out the company's remuneration arrangements for the directors and senior management of the company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

In accordance with the requirements of the Corporations Act, if 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will, broadly, be invited to vote at the second of those meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which all directors (other than the CEO) at the time of the last annual general meeting must cease to hold office unless re-elected at the Spill Meeting.

Resolution 1 is an Ordinary Resolution.

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If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Directors' Recommendation

Acknowledging that each Director has a personal interest in his or her own remuneration as described in the Remuneration Report, the Board declines to make a recommendation to Shareholders regarding Resolution 1.

The Chair intends to exercise all available proxies in favour of Resolution 1.

4. Resolution 2 – Re-election Ms Yuan Yuan as a Director

Background

In accordance with Listing Rule 14.5 and article 7.3(d) of the Constitution, an entity which has directors must hold an election at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under rule 14.4, the entity must select at least one of its existing directors to stand for re-election.

Resolution 2 provides that, pursuant to Listing Rule 14.5 and article 7.3(d) of the Constitution, Ms Yuan YUan retires from office and seeks election as a Director.

If Shareholders do not re-elect Ms Yuan as a Director she will step down at the conclusion of the meeting.

If Shareholders do re-elect Ms Yuan as a Director, she may remain on the Board and not have to stand for re-election under the Listing Rules or Constitution until the 2029 AGM.

Resolution 2 is an Ordinary Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

Directors Biography

Ms Yuan has been a Board secretary and Board member of various Hebang companies over the past 10 years. Ms Yuan has a Masters of Management Accounting and a Masters of Philosophy from Melbourne University and a Bachelor of Medicine from Tongji University in China.

Directors' Recommendation

The Board (excluding Ms YUan) supports the re-election Ms Yuan and recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Re-Election of Mr Roger Harris as a Director

Background

In accordance with Listing Rule 14.5 and article 7.3(d) of the Constitution, an entity which has directors must

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hold an election at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under rule 14.4, the entity must select at least one of its existing directors to stand for re-election.

Resolution 3 provides that, pursuant to Listing Rule 14.5 and article 7.3(d) of the Constitution, Mr Roger Harris retires from office and seeks election as a Director.

If Shareholders do not re-elect Mr Harris as a Director he will step down at the conclusion of the meeting.

If Shareholders do re-elect Mr Harris as a Director, he may remain on the Board and not have to stand for re-election under the Listing Rules or Constitution until the 2029 AGM.

Resolution 3 is an Ordinary Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

Directors Biography

Mr Harris has a B App Science and was the founding director and owner of a large service based company with branches in Western Australia and South East Asia. Mr Harris managed the exit sale that was ultimately acquired by a multinational top 25 ASX-listed company.

Mr Harris has continued to operate a family office for 30 years investing in the natural resources sector and other asset classes and continues in the development and growth of businesses through mergers and acquisitions.

Directors' Recommendation

The Board (excluding Mr Harris) supports the election of Mr Harris and recommends that Shareholders vote in favour of Resolution 3.

6 Resolution 4 – Approval of Additional 10% Share Issue Capacity

Background

ASX Listing Rule 7.1 requires Shareholder approval for an issue of securities in the Company if that issue will, when aggregated with all other issues during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

In accordance with ASX Listing Rule 7.1A, eligible entities may seek Shareholder approval at their annual general meeting to issue a further 10% of their issued Share capital in addition to the 15% placement capacity set out in ASX Listing Rule 7.1 (**10% Share Issue Capacity**).

An eligible entity for the purposes of ASX 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 at the date of this Notice. If the Company's market capitalization exceeds $300 million on the date of the Meeting, the Company will withdraw this Resolution 4.

Any issue of securities under ASX Listing Rule 7.1A must be in an existing quoted class of equity securities and be issued at a cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

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(a) the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient of the equity securities; or

(b) if the equity securities are not issued within 10 trading days of the date in Section (a) above, the date on which the equity securities are issued,

and must be calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue equity securities under the 10% Share Issue Capacity. The approval of Resolution 4 will provide the Company with even greater flexibility to issue securities under the 10% Share Issue Capacity in addition to the 15% placement capacity set out in ASX Listing Rule 7.1 without a further requirement to obtain prior Shareholder approval.

Resolution 4 is a Special Resolution and therefore requires the 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 Chair intends to exercise all available proxies in favour of Resolution 4.

If Resolution 4 is approved as a Special Resolution, the Company will be able to issue 'equity securities' under ASX Listing Rule 7.1 and 7.1A without further Shareholder approval such that the Company's total annual placement capacity will be 25% of its issued capital.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1 and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution.

Period for which approval is valid

Approval under 7.1A will commence on the date of the Meeting and expire on the first to occur of the following:

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

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

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

Minimum Price

Any equity securities issued under ASX Listing Rule 7.1A must be in an existing quoted class of equity securities and be issued at a cash consideration per security which is not less than 75% of the volume weighted average price of equity securities in that 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 by the entity and the recipient of the equity securities; or

(b) if the equity securities are not issued within 10 trading days of the date in Section (a) above, the date on which the equity securities are issued.

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Use of funds raised

The Company will only issue Shares under the 10% Share Issue Capacity for cash consideration.

The Company intends to use the funds raised towards further development of the Company's projects and/or for general working capital purposes.

The reasons for undertaking any particular issue under the 10% Share Issue Capacity would be announced at the time the Company sought to issue Shares under that 10% Share Issue Capacity.

Risk of Economic and Voting Dilution

Any issue of equity securities under ASX Listing Rule 7.1A will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under ASX Listing Rule 7.1A, the economic and voting dilution of existing Shares would be as shown in Table 1 below.

Table 1 shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of equity securities on issue as at 22 October 2026.

Table 1 also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under ASX Listing Rule 7.1A.

As required by the ASX Listing Rules, the table below shows a hypothetical example of the potential dilution of Shareholders of the Company where the full 10% Share Issue Capacity is utilised, on the basis of three different assumed issue prices and numbers of equity securities on issue.

Variable "A" in ASX Listing Rule 7.1A.2		**Dilution**		
		$0.0035	**$0.007**	**$0.014**
		50% decrease in Issue Price	**Issue Price**	**100% increase in Issue Price**
Current Variable A 5,430,089,695	**10% voting dilution**	543,008,969	543,008,969	543,008,969
	Funds raised	$1,900,531	$3,801,063	$7,602,126
50% increase in current Variable A 8,145,134,543	**10% voting dilution**	814,513,454	814,513,454	814,513,454
	Funds raised	$2,850,797	$5,701,594	$11,403,188
100% increase in current Variable A 10,860,179,390	**10% voting dilution**	1,086,017,939	1,086,017,939	1,086,017,939
	Funds raised	$3,801,063	$7,602,126	$15,204,251

The table has been prepared on the following assumptions:

(a) The Company issues the maximum number of equity securities available under the 10% Share Issue Capacity.

(b) The Issue Price is $0.007 based on the closing price of Shares on 22 October 2026.

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(c) The current issued Share capital has been calculated in accordance with the formula in ASX Listing Rule 7.1A(2) and assumes the Company issues the maximum number of securities available under the 10% Share Issue Capacity.

(d) No Shares are issued prior to the date of issue of any Shares under the 10% Share Issue Capacity.

(e) The table shows the effect of issues of the Company's equity securities under the 10% Share Issue Capacity, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

(f) The table does not show an example of dilution that may be caused to any particular Shareholder due to any placements under the 10% Share Issue Capacity.

Shareholders should note that there is a risk that:

(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Allocation policy under 10% Share Issue Capacity

As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to ASX Listing Rule 7.1A. However, the recipients of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Share Issue Capacity, having regard to the following factors:

(a) the purpose of the issue;

(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, Share purchase plan, placement or other offer where existing Shareholders may participate;

(c) the effect of the issue of the equity securities on the control of the Company;

(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(e) prevailing market conditions; and

(f) advice from corporate, financial and broking advisers (if applicable).

Previous approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2025 annual general meeting on 25 November 2025.

The Company did not issue any Shares under the Company's Listing Rule 7.1A placement capacity in the 12 month period before this Meeting.

Voting Exclusion

A voting exclusion statement is not included in the Notice. 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 Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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Directors' Recommendation

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chair intends to exercise all available proxies in favour of Resolution 4.

7 Resolution 5 – Issue of Securities Pursuant to Employee Securities Incentive Plan

General

The Avenira Limited Employee Securities Incentive Plan (**Plan**) was established in 2022 to assist in the recruitment and retention of key personnel and at the 2025 AGM on 25 November 2025 approved the issue of a maximum of 200 million Securities under the Plan. Since then Avenira's issued capital has increased material and will increase further upon completion of the current Entitlement Offer. Resolution 5 therefore seeks Shareholder approval to increase the maximum number of Securities which may be issued under the Plan to 675 million. The material terms of the Plan have not changed since Shareholders approved the issue of Securities pursuant to the Plan at the 2022 and 2025 AGMs.

Purpose of the Plan

The Plan is designed to assist in attracting and retaining key personnel required for the ongoing management and continued growth and development of the Company in the future. Securities issued under the Plan are expected to increase the motivation of Employees of the Company, promote retention of Employees, align Employee interests with those of the Company and its shareholders and to reward Employees who contribute to the growth of the Company.

The future success of the Company is in part dependent on the skills and commitment of the Company's Employees. It is therefore important that the Company is able to attract and retain people of the highest caliber.

ASX Listing Rule 7.1 prohibits a company from issuing new securities representing more than 15% of its issued share capital during the following 12-month period without Shareholder approval. ASX Listing Rule 7.2 (Exception 13) provides that securities issued under an Avenira Limited Employee Securities Incentive Plan are excluded from this restriction, provided that, within 3 years before the date of issue, the issue of securities under the scheme have been approved by Shareholders in a general meeting of Shareholders.

Resolution 5 seeks the approval of Shareholders for the potential issue of equity securities under the Plan for 3 years after the date of the general meeting, without those securities being subject to the 15% limit contained in ASX Listing Rule 7.1 or the 10% limit contained in ASX Listing Rule 7.1A.

If Resolution 5 is passed, any securities issued under the Plan will not count towards the limits in Listing Rule 7.1 or 7.1A.

If Resolution 5 is not passed, any securities issued under the Plan will count towards the limits in Listing Rule 7.1 and 7.1A.

It should be noted that directors, related parties of the Company or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will not be issued securities under the Plan without first obtaining Shareholder approval under Listing Rule 10.14.

Specific information required by Listing Rule 7.2, exception 13(b)

The maximum number of Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 5, is 675 million;

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The material terms of the Plan may be found in Appendix A. A full copy of the terms and conditions of the Plan is available upon request.

Since the Plan was last approved by Shareholders at the 2025 AGM, no Securities have been issued under the Plan.

A voting exclusion statement is included in the Notice.

Directors' recommendation

In the interests of good governance, the Directors (who are all eligible to participate in the Plan, subject to approval under the ASX Listing Rules) abstain from making a recommendation on Resolution 5.

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8 Glossary

Capitalised terms in this Notice of Annual General Meeting and in the Explanatory Memorandum have the following meanings:

Annual General Meeting or **Meeting**	The annual general meeting of Shareholders convened by this Notice of Annual General Meeting.
Annual Report	The Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2026.
ASX	ASX Limited and, where applicable, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Avenira or **Company**	Avenira Limited ACN 116 296 541.
AWST	Australian Western Standard Time.
Board	The board of Directors of the Company.
Chair	The person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.
Closely Related Party	(a) A spouse or child of the member; or (b) Has the meaning given in section 9 of the Corporations Act.
Constitution	The Company's constitution.
Corporations Act	*Corporations Act 2001* (Cth).
Director	A director of the Company.
Directors' Report	The annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.
Explanatory Memorandum	The Explanatory Memorandum and management information circular accompanying this Notice of Meeting.
Financial Report	The annual financial report prepared under chapter 2M of the corporations Act of the Company and its controlled entities.
Key Management Personnel	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) of the Company.
Notice or **Notice of Meeting**	The notice of meeting relating to the Annual General Meeting of Shareholders to be held at Level 1, Suite 9, 110 Hay St, Subiaco, WA 6008 (AWST) on 30 November 2026
Option	Means an option to subscribe for a Share.
Ordinary Resolution	A resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.
Proxy Form	The proxy form accompanying this Notice of Meeting.
Remuneration Report	The remuneration report of the Company contained in the Directors' Report.

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Resolutions	The resolutions set out in this Notice of Meeting, or any of them as the context requires.
Securities	As that term is defined in the Plan.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
Special Resolution	A resolution passed by at least 75% of Shareholders on a show of hands or by 75% of votes given on a poll.

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Appendix A – Material Terms of Avenira Employee Securities Incentive Plan

Eligible Participants

An eligible participant is a person invited by the Board to be an eligible participant including full, part time or casual employees, contractors, directors of the Company or an associated body corporate of the Company, or a prospective participant being a person to whom an invitation is made but who can only accept the invitation if an arrangement has been entered into that will result in the person becoming a full, part time, or casual employee, contractor, director of the Company (**Eligible Participant**).

Purpose

The *Avenira Limited Employee Securities Incentive Plan* (**Plan**) is designed to assist in attracting and retaining key personnel required for the ongoing management and continued growth and development of the Company in the future. Securities issued under the Plan are expected to increase the motivation of Employees of the Company, promote retention of Employees, align Employee interests with those of the Company and its shareholders and to reward Employees who contribute to the growth of the Company.

Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

Offers

The Board may from time to time and in its absolute discretion determine that an Eligible Participant may participate in the Avenira Limited Employee Securities Incentive Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

Change of Control Event

If a Change of Control Event (as defined) occurs, the Performance Rights will vest.

If the Board determines that a Change of Control Event is likely to occur before the Vesting Conditions are met, the Board will have a discretion whether to allow the vesting of the Performance Rights and on what terms. When determining the vesting of the Performance Rights, the Directors will take into consideration a number of criteria, but in particular the value to shareholders as a result of the event.

Incentive Securities

Incentive Securities are Incentive Options, Incentive Performance Rights, Shares or any other securities issued under the Employee Securities Incentive Plan.

Grant of Securities

The Company will grant to the Eligible Participant the relevant number of Securities subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

Lapse

If at any time before the exercise of an Incentive Option or an Incentive Performance Right, a holder ceases to be an Eligible Participant:

(a) by reason of death, disability, bona fide redundancy or other reason approved by the Board, and at that time the Eligible Participant continued to satisfy any other relevant conditions of the grant, the Board may determine the extent to which the Incentive Securities held by the Eligible Participant vest; and a period of time for the Incentive Options or Incentive Performance Rights to be exercised;

or

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(b) for any other reason, all Incentive Options or Incentive Performance Rights held by the Eligible Participant will automatically lapse unless the Board otherwise determines within 30 days of the holder ceasing to be an Eligible Participant.

Terms of Convertible Securities

Each Convertible Security represents a right to acquire one or more Shares subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised, an Eligible Participant does not have any interest in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. An Eligible Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all of the vesting conditions have been satisfied or have been waived by the Board, a vesting notice will be sent to the Eligible Participant informing them the relevant Convertible Securities have vested. If the vesting conditions relevant to a Convertible Security are not satisfied and /or otherwise waived by the Board, that Convertible Security will lapse.

Shares issued on exercise of Incentive Options and Incentive Performance Rights

Each Incentive Option or Incentive Performance Right entitles the holder to one fully paid ordinary share on exercise of the Incentive Option or Incentive Performance Right.

The Board may decide in its absolute discretion that an Eligible Participant may make use of a "cashless exercise facility" whereby the Eligible Participant will not be required to provide payment of the Exercise Price of Incentive Options or Incentive Performance Rights, but that on exercise of the Incentive Options or Incentive Performance Rights, the Eligible Participant may elect that the Company instead allot and issue the number of Shares that are equal in value to the difference between the then Share price and the Exercise Price otherwise payable in relation to the Incentive Options or Incentive Performance Rights (with the number of Shares rounded down).

Re-organisation

In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.

Restrictions on trading

The Board may determine, prior to the offer of the relevant Incentive Securities, any restrictions upon trading in Shares issued under the Plan or issued pursuant to the exercise of an Incentive Security.

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Proxy Voting Form

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

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Your proxy voting instruction must be received by **1:00pm (AWST) on Saturday, 28 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Avenira Limited, to be held at **1:00pm (AWST) on Monday, 30 November 2026 at Level 1, Suite 9, 110 Hay St, Subiaco, WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Re-election of Ms Yuan Yuan as a Director	☐	☐	☐
3	Re-election of Mr Roger Harris as a Director	☐	☐	☐
4	Approval of Additional 10% Share Issue Capacity	☐	☐	☐
5	Issue of Securities Pursuant to Employee Securities Incentive Plan	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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