

10 August 2026

Dear Shareholder,

## RBR GROUP LIMITED – GENERAL MEETING

RBR Group Limited ACN 115 857 988 (RBR or the Company) advises a General Meeting of Shareholders will be held in person at Suite 6, 245 Churchill Avenue, Subiaco WA 6008 on Wednesday 9 September 2026 at 10:00AM (WST) (**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 RBR Groups website at <https://www.rbrgroup.com.au/> or the Company's ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: RBR).

Please note, in accordance with the *Corporations Amendment (Meetings & Documents) Act 2022 (Cth)* Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents such as the Notice in hard copy. If you have any difficulties obtaining a copy of the Notice, please contact the Company's Share Registry, Automic Registry Services, at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au).

### Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.

Completed proxy forms must be returned to and received by the Company's Share Registry, Automic Registry Services, by 10:00am WST on Monday, 7 September 2026, by following the lodgement instructions on the proxy form.

### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 499 475 642 between 8:30am and 5:00pm (AWST) Monday to Friday or via email at [cameron@co-consulting.com.au](mailto:cameron@co-consulting.com.au). Copies of all Meeting related material including the Notice are available to download from RBR Group 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 RBR Group website.

On behalf of RBR Group Limited,

A handwritten signature in black ink, appearing to read 'Ian Macpherson'.

Ian Macpherson  
Director

#### RBR GROUP LIMITED

ASX: RBR ABN 38 115 857 988  
Suite 6, 245 Churchill Avenue, Subiaco WA 6008  
PO Box 534, West Perth, WA 6872

Delivering skilled labour to site, every day

The logo for FUTURO GROUP features a stylized 'F' and 'G' in blue and red, followed by the text 'FUTURO GROUP' in blue.

[www.rbrgroup.com.au](http://www.rbrgroup.com.au)

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**RBR GROUP LIMITED**  
**ACN 115 857 988**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00AM (WST)

**DATE:** Wednesday, 9 September 2026

**PLACE:** Suite 6, 245 Churchill Avenue, Subiaco WA 6008

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

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00PM (WST) on 7 September 2026.***

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## BUSINESS OF THE MEETING

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### AGENDA

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**1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,501,597 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."*

**2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,752,395 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."*

**3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS UNDER LISTING RULE 7.1**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,126,996 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."*

**4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SECURITIES TO ENNV PTY LTD UNDER LISTING RULE 7.1**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares and 500,000 Options to ENNV Pty Ltd ATF <The PN A/C> (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES AND OPTIONS TO THE NOTEHOLDER ON CONVERSION OF CONVERTIBLE NOTES**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,166,667 Shares and 2,083,333 Options to the Noteholder (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Dated: 10 August 2026**

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

|                                                                                                                 |                                                                                                                                                                                                                                                                                                                |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Resolution 1 - Ratification of prior issue of Placement Shares under Listing Rule 7.1</b>                    | Placement Participants(s) or any other person who participated in the issue or an associate of that person or those persons.                                                                                                                                                                                   |
| <b>Resolution 2 - Ratification of prior issue of Placement Shares under Listing Rule 7.1A</b>                   | Placement Participants(s) or any other person who participated in the issue or an associate of that person or those persons.                                                                                                                                                                                   |
| <b>Resolution 3 - Ratification of prior issue of Placement Options under Listing Rule 7.1</b>                   | Placement Participants(s) or any other person who participated in the issue or an associate of that person or those persons.                                                                                                                                                                                   |
| <b>Resolution 4 - Ratification of prior issue of Securities under Listing Rule 7.1</b>                          | ENNV Pty Ltd ATF <The PN A/C> or any other person who participated in the issue or an associate of that person or those persons.                                                                                                                                                                               |
| <b>Resolution 5 - Approval to issue Shares and Options to the Noteholder on conversion of Convertible Notes</b> | The Noteholder (or its nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |

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

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

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 499 475 642.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1 AND 7.1A

#### 1.1 Background

As announced on 1 May 2026, the Company has received firm commitments from institutional, sophisticated, and professional investors (**Placement Participants**) to raise \$365,000 (before costs) via a placement of 20,253,992 Shares at an issue price of \$0.018 per Share (**Placement**).

Pursuant to the terms of the Placement, the Company has agreed to issue Placement Participants one (1) free attaching Option for every two (2) Shares subscribed for and issued under the Placement. Options issued under the Placement will be exercisable at \$0.03 each on or before 7 November 2027.

Funds raised under the Placement will be used to accelerate activities in Group tender applications and prepare for anticipated contract awards in Mozambique, enhance operational management, corporate profile, WEB presentation, Investor/Customer relations and general working capital.

#### 1.2 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 20,253,992 Shares at an issue price of \$0.018 per Share.

8,501,597 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 11,752,395 Shares were issued on 7 May 2026 pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of resolution 2).

#### 1.3 Listing Rules 7.1 and 7.1A

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 12-month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 26 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

#### 1.4 Listing Rule 7.4

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

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

## 1.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

## 1.6 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION                                                                                                | DETAILS                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b> | Professional and sophisticated investors who were identified by the Directors.<br><br>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.                                                                                             |
| <b>Number and class of Securities issued</b>                                                                        | 20,253,992 Shares were issued on the following basis:<br>(a) 8,501,597 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and<br>(b) 11,752,395 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2). |
| <b>Terms of Securities</b>                                                                                          | 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.                                                                                                                                             |
| <b>Date(s) on or by which the Securities were issued</b>                                                            | 7 May 2026.                                                                                                                                                                                                                                                                                    |
| <b>Price or other consideration the Company received for the Securities</b>                                         | \$0.018 per Share.                                                                                                                                                                                                                                                                             |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b>                            | Refer to Section 1.1 for details of the proposed use of funds raised under the Placement.                                                                                                                                                                                                      |
| <b>Voting Exclusion Statement</b>                                                                                   | Voting exclusion statements apply to these Resolutions.                                                                                                                                                                                                                                        |
| <b>Compliance</b>                                                                                                   | The issue did not breach Listing Rule 7.1.                                                                                                                                                                                                                                                     |

## 2. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER LISTING RULE 7.1

### 2.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 10,126,996 Options to Placement Participants. The Options were issued on 8 May 2026 pursuant to the Company's capacity under Listing Rule 7.1.

The Options are exercisable at \$0.03 each on or before 7 November 2027 and otherwise on the terms set out in Schedule 1.

### 2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.3 above.

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

## 2.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1.4 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.

## 2.4 Technical information required by Listing Rule 14.1A

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

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

## 2.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION                                                                                                | DETAILS                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b> | Professional and sophisticated investors who were identified by the Directors.<br><br>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.                     |
| <b>Number and class of Securities issued</b>                                                                        | 10,126,996 Options were issued. The Options were issued on the basis of one (1) free attaching Option for every two (2) Shares subscribed for and issued under the Placement (rounded up for fractional entitlements). |
| <b>Terms of Securities</b>                                                                                          | The Options were issued on the terms and conditions set out in Schedule 1.                                                                                                                                             |
| <b>Date(s) on or by which the Securities were issued</b>                                                            | 8 May 2026.                                                                                                                                                                                                            |
| <b>Price or other consideration the Company received for the Securities</b>                                         | Nil per Option as the Options were issued free attaching with the Shares on a 1:2 basis.                                                                                                                               |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b>                            | Refer to Section 1.1 for details of the proposed use of funds raised under the Placement.                                                                                                                              |
| <b>Voting Exclusion Statement</b>                                                                                   | A voting exclusion statement applies to this Resolution.                                                                                                                                                               |
| <b>Compliance</b>                                                                                                   | The issue did not breach Listing Rule 7.1.                                                                                                                                                                             |



### **3. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SECURITIES TO ENNV PTY LTD**

#### **3.1 General**

The Company has engaged ENNV Pty Ltd ATF <The PN A/C> (**ENNV**) to provide corporate advisory services. In consideration for the corporate advisory services provided, the Company agreed to issue 1,000,000 Shares and 500,000 Options to ENNV on the same terms as the Placement, pursuant to the Company's available Listing Rule 7.1 placement capacity (ratification of which is the subject of Resolution 4).

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 1,000,000 Shares and 500,000 Options to ENNV on 8 May 2026.

#### **3.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.3 above.

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

#### **3.3 Listing Rule 7.4**

A summary of Listing Rule 7.4 is set out in Section 1.4 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.

#### **3.4 Technical information required by Listing Rule 14.1A**

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

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

#### **3.5 Technical information required by Listing Rules 7.4 and 7.5**

| <b>REQUIRED INFORMATION</b>                                                                                         | <b>DETAILS</b>                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b> | ENNV Pty Ltd ATF <The PN A/C>                                                                                                                                                                                                               |
| <b>Number and class of Securities issued</b>                                                                        | 1,000,000 Shares and 500,000 Options were issued.                                                                                                                                                                                           |
| <b>Terms of Securities</b>                                                                                          | <p>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.</p> <p>The Options were issued on the terms and conditions set out in Schedule 1.</p> |
| <b>Date(s) on or by which the Securities were issued.</b>                                                           | 8 May 2026.                                                                                                                                                                                                                                 |
| <b>Price or other</b>                                                                                               | The Securities were issued at a nil issue price, in                                                                                                                                                                                         |

| REQUIRED INFORMATION                                                                     | DETAILS                                                                                                             |
|------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>consideration the Company received for the Securities</b>                             | consideration for corporate advisory services provided to the Company.                                              |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b> | The purpose of the issue was to satisfy the Company's payment obligations for corporate advisory services provided. |
| <b>Summary of material terms of agreement to issue</b>                                   | The Securities were issued under a corporate advisory mandate between ENNV and the Company.                         |
| <b>Voting Exclusion Statement</b>                                                        | A voting exclusion statement applies to this Resolution.                                                            |
| <b>Compliance</b>                                                                        | The issue did not breach Listing Rule 7.1.                                                                          |

#### 4. BACKGROUND TO RESOLUTION 5

On 6 November 2018, the Company received Shareholder approval at a general meeting to approve the issue of 1,500,000 convertible notes with a face value of \$1.00 each to raise up to \$1,500,000 (**Convertible Notes**) to sophisticated and professional investors. The Convertible Notes were convertible into Shares and Options. Refer to the Company's 2018 notice of meeting released on ASX on 5 October 2018 for a summary of the terms of the Convertible Notes.

The Company issued 500,000 Convertible Notes valued at \$500,000 to MS NICOLE GALLIN & MR KYLE HAYNES <GH SUPER FUND A/C> (the **Noteholder**). The Noteholder and the Company have reached multiple agreements to extend the maturity date of the Convertible Notes since their issue.

The Company and the Noteholder have since reached agreement on the following terms for the partial repayment and partial conversion of the outstanding principal amount of the Convertible Notes (being \$400,000 in aggregate):

- (a) **Repayment:** \$75,000 of the outstanding principal to be repaid in cash on 12 May 2026, which has been satisfied;
- (b) **Conversion:** \$75,000 of the outstanding principal to be converted into 4,166,667 Shares at a conversion price of \$0.018 per Share, being the same price as the Placement, together with 2,083,333 Options on the same terms as the Options issued under the Placement; and
- (c) **Remaining balance:** the remaining \$250,000 of outstanding principal to be repaid in cash by 15 September 2026.

#### 5. RESOLUTION 5 - APPROVAL TO ISSUE SHARES AND OPTIONS TO THE NOTEHOLDER ON CONVERSION OF CONVERTIBLE NOTES

##### 5.1 General

As set out in Section 4.1 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,166,667 Shares and 2,083,333 Options to the Noteholder (or its nominee) on conversion of the Convertible Notes at a conversion price of \$0.018 per Share issued on conversion. The Options will be issued on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 1.3 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as

possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

## 5.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will be able to proceed with the issue, but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

## 5.3 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION                                                                                                              | DETAILS                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b> | The Noteholder.                                                                                                                                                                                                                                                                                                      |
| <b>Number of Securities and class to be issued</b>                                                                                | 4,166,667 Shares and 2,083,333 Options will be issued.                                                                                                                                                                                                                                                               |
| <b>Terms of Securities</b>                                                                                                        | <p>The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Options will be issued on the terms and conditions set out in Schedule 1.</p>                                                                    |
| <b>Date(s) on or by which the Securities will be issued</b>                                                                       | The Company expects to issue the Shares and Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares or Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| <b>Price or other consideration the Company will receive for the Securities</b>                                                   | The Shares and Options will be issued on conversion of the Convertible Notes held by the Noteholder. No consideration will be received by the Company as a result of the conversion.                                                                                                                                 |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b>                                          | The Shares and Options will be issued on conversion of the Convertible Notes held by the Noteholder.                                                                                                                                                                                                                 |
| <b>Summary of material terms of agreement to issue</b>                                                                            | The Shares are being issued under an agreement between the Company and the Noteholder, a summary of the material terms of which is set out in Section 4.1.                                                                                                                                                           |
| <b>Voting exclusion statement</b>                                                                                                 | A voting exclusion statement applies to this Resolution.                                                                                                                                                                                                                                                             |

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means RBR Group Limited (ACN 115 857 988).

**Constitution** means the Company's constitution.

**Convertible Note** means a convertible note convertible into Shares and Options.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**ENNV** means ENNV Pty Ltd ATF <The PN A/C>.

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Listing Rules** means the Listing Rules of ASX.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Noteholder** means MS NICOLE GALLIN & MR KYLE HAYNES <GH SUPER FUND A/C>.

**Option** means an option to acquire a Share on the terms set out in Schedule 1.

**Placement** has the meaning given in section 1.1

**Placement Participants** has the meaning given in section 1.1

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Security** means a Share or Option (as applicable).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

|     |                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----|----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | <b>Entitlement</b>                           | Each Option entitles the holder to subscribe for one Share upon exercise of the Option.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2.  | <b>Exercise Price</b>                        | Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.03 ( <b>Exercise Price</b> ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 3.  | <b>Expiry Date</b>                           | Each Option will expire at 5:00 pm (AWST) on 7 November 2027 ( <b>Expiry Date</b> ).<br><br>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 4.  | <b>Exercise Period</b>                       | The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 5.  | <b>Exercise Notice</b>                       | The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 6.  | <b>Exercise Date</b>                         | An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 7.  | <b>Timing of issue of Shares on exercise</b> | <p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p> |
| 8.  | <b>Shares issued on exercise</b>             | Shares issued on exercise of the Options rank equally with the then issued shares of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 9.  | <b>Reorganisation</b>                        | If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 10. | <b>Participation in new issues</b>           | There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

|     |                                                             |                                                                                                                                                              |
|-----|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     |                                                             | offered to Shareholders during the currency of the Options without exercising the Options.                                                                   |
| 11. | <b>Change in exercise price/Adjustment for rights issue</b> | An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised. |
| 12. | <b>Transferability</b>                                      | The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.                |



RBR Group Limited | ABN 38 115 857 988

# Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 07 September 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](mailto: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)

