

**NOTICE OF ANNUAL GENERAL MEETING  
OF GATHID LTD  
(ACN 108 411 427)**

**TAKE NOTICE** that the Annual General Meeting of Shareholders of the Company will be held as a virtual meeting on the date and time specified below:

**Date:** Tuesday, 11 November 2025

**Time:** 11:30am (AEST)

**DATED** this 7 October 2025

By order of the Board:



**Kim Larkin**  
**Company Secretary**

## AGENDA

### A. Address by the Chairman

### B. Address by the Chief Executive Officer

### C. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2025.

### D. Resolutions:

#### 1. Remuneration Report

To consider, and if thought fit, pass as an **advisory** (non-binding) resolution, with or without amendment, the following:

*"That, the Company adopt the Remuneration Report for the year ended 30 June 2025 in accordance with section 250R(2) of the Corporations Act."*

*Note: This resolution is advisory only and does not bind the Company or the Directors.*

#### Voting Prohibition Statement:

*In accordance with section 250R(4) of the Corporations Act, no member of the Key Management Personnel of the Company, or a Closely Related Party of such a member, may vote on Resolution 1.*

*However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:*

- *It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or*
- *It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides.*

*If the Chairman is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of Resolution 1.*

The Directors abstain from making a voting recommendation as a matter of good corporate governance.

#### 2. Re-Election of Director – Mr Robert Baker

Mr Robert Baker retires as a Director in accordance with the requirement of clause 12.5 of the Constitution and Listing Rule 14.5, and being eligible, offers himself for re-election.

To consider, and if in favour, pass the following resolution as an **ordinary** resolution, with or without amendment:

*"That, Robert Baker, who is retiring in accordance with clause 12.5 of the Constitution and Listing Rule 14.5, and who offers himself for re-election, is re-elected as a Director of the Company."*

*Note: Information about the candidate appears in the Explanatory Memorandum.*

The Directors (with Mr Baker abstaining) unanimously recommend that you vote in favour of this Resolution

#### 3. Approval of 10% Placement Facility

To consider and, if in favour, pass as a **special** resolution, with or without amendment, the following:

*"That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date*

*of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum."*

The Directors unanimously recommend that you vote in favour of this Resolution.

#### 4. Appointment of Auditor

To consider and, if in favour, pass as an **ordinary** resolution, with or without amendment, the following:

*"That, for the purposes of section 327C(2) of the Corporations Act 2001 (Cth) and for all other purposes, William Buck (QLD) of Level 22, 307 Queen Street, Brisbane, QLD 4001, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company."*

#### 5. Renewal of Proportional Takeover Provisions in the Constitution

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

*"That, for the purpose of sections 136(2) and 648G of the Corporations Act and for all other purposes, the Proportional Takeover Provisions in rule 5.2 of the Constitution be renewed for a period of three years from the date of approval of this Resolution."*

#### 6. Issue of Performance Rights to Executive Director Mr Craig Davies

To consider and, if in favour, pass as an **ordinary** resolution:

*"That, for the purpose of Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the granting of **2,603,700 Performance Rights** to Mr Craig Davies, Executive Director (or his nominee), under the Company's Employee Incentive Plan, and on the terms outlined in the Explanatory Memorandum."*

*Note: if approval is obtained under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.*

*This Resolution is subject to voting exclusions as set out within this Notice of Meeting.*

#### 7. Conditional Board Spill Meeting

The following Resolution is conditional upon at least 25% of the votes cast on the Resolution proposed in Resolution 1 (Remuneration Report) being cast against the adoption of the Remuneration Report.

If required, to consider and, if thought fit, to pass the following **ordinary** resolution:

"That:

- 1. An extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;*
- 2. All of the non-executive directors in office when the Board resolution to approve the Directors' Report for the financial year ended 30 June 2025 was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- 3. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

Note: If you do not want the spill meeting to take place – vote **"Against"** this Resolution.  
If you do want the spill meeting to take place – vote **"For"** this Resolution.  
This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum and the annexures accompanying this Notice of Annual General Meeting are incorporated in, and comprise part of, this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

### 2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 9 November 2025 entitled to attend and vote at the Meeting.

### 3. Voting exclusion statements

**Resolution 1** - The Company will disregard votes cast by a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD Corporations Act.

However, such a person may cast a vote on this Resolution if:

- the person is appointed as proxy that specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- the person is the chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel of the Company.

**Resolution 3** - As at the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in the issue of the Equity Securities. Accordingly, the proposed persons to whom any Equity Securities may be issued to under the 10% Placement Facility are not as yet known or identified.

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

No existing Shareholder's votes will therefore be excluded from voting on Resolution 3.

**Resolution 6** - in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a Director of the Company;
- an associate of a Director; or
- a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by security holders,

who is eligible to participate in the Company's Employee Incentive Plan.

However, for the purposes of ASX Listing Rule 14.11, this does not apply to a vote cast in favour of a resolution by:

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

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act.

For the purposes of section 224 of the Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

**Resolution 7** – the Company will disregard any votes cast, (in any capacity, by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report for the year ended 30 June 2025, or a Closely Related Party of such a member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote on the Resolution, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

#### 4. Direct voting using the Lumi Online Platform

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the Lumi Online Platform. The platform will provide Shareholders with the ability to view and participate in the proceedings of the Annual General Meeting by webcast, and to cast their votes during the Meeting.

If Shareholders are unable to attend the Meeting using the platform they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the platform should they elect to do so.

##### Online Voting Procedures during the Meeting

Shareholders who wish to participate in the Meeting online may do so from their computer or mobile device, by entering the URL into their browser:

<https://meetings.lumiconnect.com/300-424-997-753>

1. Your username, which is your Voting Access Code (VAC) which can be located on the first page of your Proxy Form or Notice of Meeting email; and
2. Your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the country of their registered address as it appears on a recent statement.

If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

#### 5. Shareholder questions

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the Annual General Meeting to the Company Secretary via email [kim.larkin@boardroomlimited.com.au](mailto:kim.larkin@boardroomlimited.com.au).

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

## 6. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11.00am (AEST) on 9 November 2025 being 48 hours before the time scheduled for the commencement of the Meeting (or any adjournment of that Meeting).
- The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form; or
  - Faxed to Gathid Ltd, Attention Company Secretary, on facsimile number +61 2 9290 9655.
  - Voted online via the Company's Share Registry at <https://www.votingonline.com.au/gathidagm2025>

## 8. Voting Requirements

Recommendation 6.4 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chair has determined in accordance with rule 16.14 of the Constitution that all Resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the meeting must be passed by way of an ordinary resolution which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution, other than Resolution 1, which is advisory only, and Resolutions 3 and 5, which must be passed by way of a special resolution in accordance with ASX Listing Rule 7.1A and the Corporations Act, such that the Resolution must be approved by 75% of the votes cast by Shareholders entitled to vote on the Resolution.

## 8. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

## 9. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 6 (inclusive) and **against** Resolution 7. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 6 (inclusive) and **against** Resolution 7 (if such Resolution is put to the Meeting).

## 10. Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair of the Meeting considers it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to submit a directed proxy in advance of the Meeting in accordance with the instructions below, so that votes can still be counted even if you plan to attend the Meeting online.

## GATHID LTD

(ACN 108 411 427)

### EXPLANATORY MEMORANDUM

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This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Gathid Ltd (**Company**) to be held at 11:30am (AEST) on 11 November 2025 as a virtual meeting.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

#### Explanatory Notes to the Resolutions

##### Financial Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the Meeting to raise questions and make comments on these reports.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the Meeting.

**Note:** Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00pm (AEST) on Tuesday, 9 November 2025. Please send any written questions for the auditors to:

The Company Secretary  
Gathid Ltd  
Suite 205,  
15 Lake St,  
Varsity Lakes QLD

or via email to: [Kim.Larkin@boardroomlimited.com.au](mailto:Kim.Larkin@boardroomlimited.com.au)

#### Resolution 1: Remuneration Report

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. However, such a resolution is advisory only and does not bind the directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2025.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

The Company's Remuneration Report for the year ended 30 June 2024 received a Strike at the 2024 Annual General Meeting.

As a result, should the Remuneration Report receive a Strike at this Meeting, Resolution 7 will be put to this meeting, and this may result in the re-election of the Board. See below explanatory information for Resolution 7 in relation to the conditional Board Spill Meeting Resolution.

### **Voting Restrictions**

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

### **Directors' recommendation**

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this Resolution.

### **Resolution 2: Re-Election of Mr Robert Baker**

Listing Rule 14.5 requires the Company to hold an election of directors at each Annual General Meeting.

In addition, clause 12.5 of the Constitution provides that, at every Annual General Meeting, one third of the Directors or, if their number is not a multiple of 3, then, subject to the Listing Rules, the number nearest to one third, must retire from office and are eligible for re-election. The Directors to retire in at each Annual General Meeting are the Directors longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if they cannot otherwise agree, must be determined by ballot.

Mr Robert Baker retires in accordance with clause 12.5 of the Company's Constitution.

Prior to his board career, Mr Baker worked in the professional services industry both in Australia and the United Kingdom. His main expertise and practice area was external audit, internal audit, financial reporting, internal control assessments, accounting advice and buy and sell side due diligence. His business acumen resulted in him also being involved in management of parts of that business.

Mr Baker has over a decade of board experience. His board experience includes being a board member of PricewaterhouseCoopers (2008-2013) and Managing Partner in the Brisbane Office. He is currently a Director of Flight Centre Travel Group Limited (ASX: FLT, September 2013 to present) and Tourism Holdings Limited (ASX: THL, December 2022 to present). In addition to these roles, he is a director of unlisted companies and is an Advisory Board member for several not-for-profit organisations.

Mr Baker is Fellow of Chartered Accountants Australia & New Zealand and a Graduate of the Australian Institute of Company Directors.

### Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Baker will be re-elected to the Board as an independent, Non-Executive Director.

If this Resolution is not passed, Mr Baker will not continue in their role as an independent, Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

### Directors' recommendation

The Directors (with Mr Baker abstaining) recommend that Shareholders vote in favour of Resolution 2.

### Resolution 3: Approval of 10% Placement Facility

Listing Rule 7.1A enables an eligible entity, subject to Shareholder approval by way of a special resolution, to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

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

### Description of Listing Rule 7.1A

#### a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting. The effect of approval of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders will be reduced.

#### b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The classes of equity security of the Company at the date of the Notice are quoted ordinary Shares, unlisted Options and unlisted Performance Rights.

#### c) Formula for calculating 10% Placement Facility:

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

#### (A x D) – E

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

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
  - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - a. the agreement was entered into before the commencement of the relevant period; or
  - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;

- less the number of fully paid ordinary securities cancelled in the 12 months;

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

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

**d) Listing Rule 7.1 and Listing Rule 7.1A:**

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

As at 12 September 2025, the Company has on issue 263,524,841 Shares and the Company has a capacity to issue a further 39,528,726 Equity Securities under Listing Rule 7.1.

**e) 10% Placement Period:**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the Company's next annual general meeting; or
- the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

**Listing Rule 7.1A**

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

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

**Specific information required by Listing Rule 7.3A**

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

- The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
  - the date on which the price at which the Equity Securities are to be issued is agreed; or
  - if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
  - the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
  - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

In accordance with Listing Rule 7.3A.2, the table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro

rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and

- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1.A.2		Dilution		
		\$0.009	\$0.018	\$0.036
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
<b>Current Variable A*</b>	<b>10% Voting Dilution</b>		26,352,484	
263,524,841 Shares	<b>Funds Raised</b>	\$237,172.35	\$474,344.71	\$948,689.42
<b>50% increase in current Variable A*</b>	<b>10% Voting Dilution</b>		39,528,726	
395,287,261 Shares	<b>Funds Raised</b>	\$355,758.53	\$711,517.07	\$1,423,034.14
<b>100% increase in current Variable A*</b>	<b>10% Voting Dilution</b>		52,704,968	
527,049,682 Shares	<b>Funds Raised</b>	\$474,344.71	\$948,689.42	\$1,897,378.84

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) None of the 16,268,796 Performance Rights that the Company currently has on issue (as at the date of this Notice of Meeting) are exercised into Shares before the date of the issue of the Equity Securities.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The issue price is \$0.018 being the closing price of the Shares on ASX on 12 September 2025 noting that the shares in the Company has not traded since that date and up until the date of issue of this Notice.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for cash consideration and intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.
- (e) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not Ltd to, the following:

- i. the methods of raising funds that are available to the Company, including but not Ltd to, a rights issue or other issue in which existing Shareholders can participate;
- ii. the effect the issue of the Equity Securities might have on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

The Company sought and obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 21 November 2024 with equity securities on issue at the time being 263,524,841. In accordance with Listing Rule 7.3A.6(a) the Company advises that no Equity Securities have been issued using Listing 7.1A in the period between 21 November 2024 and the date of this Notice of Meeting.

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.

### Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

### Resolution 4: Appointment of Auditor

The Board appointed William Buck (QLD) of Level 22, 307 Queen Street, Brisbane, QLD 4001, as the Company's new auditors with effect on 4 February 2025.

This appointment followed the resignation of BDO Audit Pty Ltd as the Company's auditor and ASIC's consent to BDO Audit Pty Ltd's resignation, in accordance with the Corporations Act.

The transition of auditor occurred due to the Company tendering its external audit program. William Buck was selected by the Company after considering proposals received.

In accordance with the Corporations Act:

- (a) William Buck holds office as auditor until this Meeting and is standing for re-appointment as auditor pursuant to this Resolution 4; and
- (b) the Company has sought and obtained a nomination from a shareholder for William Buck to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Annexure A.

William Buck have given their written consent to act as the Company's auditor subject to shareholder approval of this Resolution 4.

### Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

### Resolution 5: Renewal of Proportional Takeover Provisions in the Constitution

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares but for the same proportion of each shareholder's shares (**Proportional Takeover Bid**).

In accordance with section 648D(1)(a) of the Corporations Act, the Company has included rule 5.2 in its Constitution, whereby a Proportional Takeover Bid for Shares may only proceed after the Proportional Takeover Bid has been approved in a meeting of Shareholders held in accordance with the terms set out in the Corporations Act (**Proportional Takeover Provisions**). The Proportional Takeover Provisions have been extracted in full in Annexure B to this Explanatory Memorandum.

Pursuant to section 648G(1) of the Corporations Act, Proportional Takeover Provisions will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its Proportional Takeover Provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders) before the clause ceases to apply. The Directors propose that the Proportional Takeover Provisions are renewed for a further period of three years from the date the Resolution is approved.

### Information required by the Corporations Act

The following information is required by section 648G of the Corporations Act:

**(a) Effect of Proportional Takeover Provisions**

Pursuant to the Proportional Takeover Provisions, the registration of a transfer of shares acquired under a proportional off-market bid in respect of a class of securities in a company is prohibited unless and until a majority resolution to approve the proportional off-market bid is passed.

The Directors must ensure that a meeting of Shareholders is convened to vote on the resolution. The resolution must be voted on at least 14 days before the last day of the bid period (**Approving Resolution Deadline**). If no resolution to approve the bid has been voted on at the end of the day before the Approving Resolution Deadline, a resolution to approve the bid is taken to have been passed.

If the resolution is not passed before the Approving Resolution Deadline, the bid cannot proceed and any transfers giving effect to the takeover contracts for the bid will not be registered.

These Proportional Takeover Provisions do not apply to a full takeover bid for all of the Shares in the Company.

**(b) Reasons for proposing Resolution 5**

A Proportional Takeover Bid may result in the control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a Proportional Takeover Bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

**(c) Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of a substantial interest in the Company.

**(d) Potential advantages and disadvantages of Proportional Takeover Provisions for Shareholders**

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (i) Proportional Takeover Bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a potential premium price; and
- (iii) the likelihood of a Proportional Takeover Bid succeeding may be reduced.

If a Proportional Takeover Bid is made, the Company will incur the cost of calling a meeting of Shareholders.

**(e) Potential advantages and disadvantages of Proportional Takeover Provisions for Directors**

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a Proportional Takeover Bid should be accepted.

**(f) Review of Proportional Takeover Provisions**

There have been no full or Proportional Takeover Bids for the Company in the previous three years. Accordingly, there has been no example against which to review the advantages and disadvantages of the provision for the Directors and Shareholders during the past three years.

## Directors Recommendation

The Directors believe that the potential advantages of renewing the Proportional Takeover Provisions outweigh any potential disadvantages and unanimously recommend that Shareholders vote in favour of Resolution 5.

### Resolution 6: Issue of Performance Rights to Executive Director Mr Craig Davies

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Employee Incentive Plan (**Plan**).

Subject to the approval of Shareholders, the Company proposes to grant a maximum amount of 2,603,700 Performance Rights to Mr Craig Davies, Executive Director (or his nominee).

The price payable for each Share that may be issued upon vesting of a Performance Right is \$nil.

The objective of the proposed grant of Performance Rights to Mr Davies is primarily to link the reward of Ordinary Shares to Shareholder value creation and align their interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Performance Rights shall be issued under and subject to the terms of the Plan.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

In the event that shareholders do not approve this resolution, the Company will be required to consider compensation in the form of cash payments.

The key terms of the Performance Rights are set out in the table below:

<b>Recipient</b>	Mr Craig Davies
<b>Number</b>	2,603,700
<b>Vesting Conditions and date</b>	<p>Vesting of the Rights is to occur as follows:</p> <ol style="list-style-type: none"> <li>1. 867,900 Rights to vest immediately after shareholder approval of the grant.</li> <li>2. 867,900 Rights to vest on the second anniversary of the original employee grants, being 9 October 2026.</li> <li>3. 433,950 Rights to vest one year on 1 October 2026.</li> <li>4. 433,950 Rights to vest two years on 1 October 2027.</li> </ol>
<b>Performance Criteria</b>	<p>The Volume Weighted Average Price (VWAP) of shares traded on ASX for the 90 day period prior to each Vesting Date is to be equal to or greater than \$0.03 per share.</p> <p>If the Vesting Condition for Tranche 1 is not met prior to the First Vesting Date the Tranche 1 Performance Rights may roll forward into Tranche 2 for vesting purposes (and similarly for Tranches 2 and 3).</p> <p>Vesting is subject also to continued employment with the Company on the Vesting Date.</p>
<b>Restriction Period</b>	The restrictions on the transfer or disposal of Performance Rights are as set out in the Plan Rules. The Board may only provide consent to the transfer or assignment of the Performance Rights granted to you in exceptional circumstances.
<b>Other Conditions</b>	Unless the Board decides otherwise, if the Eligible Employee's employment or engagement with Gathid is terminated, they resign or are made redundant on or after the Vesting Date, the Expiry Date will be the date of termination of the Eligible Employee's employment.

### Other general terms of the Performance Rights

It is intended that the Performance Rights will be issued within five (5) days after the Annual General Meeting, but in any event will be issued no later than three (3) years after the Annual General Meeting.

The Performance Rights will be issued to Mr Davies for \$nil consideration.

For the purposes of ASX Listing Rule 10.15.2, Mr Davies falls under category 10.14.1 of the ASX Listing Rules, as he is a current Director of the Company.

For the purposes of ASX Listing Rule 10.15.6, the Company proposes to issue Performance Rights to Mr Davies (as opposed to fully paid ordinary securities) for the following reasons:

- (a) Performance Rights are designed to incentivise employees, and in this case, to incentivise Mr Davies as Executive Directors of the Company. The Performance Rights also act to provide an incentive for the achievement of short-term operational goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Davies; and
- (b) equity based incentives assist in the alignment of Shareholders and Directors' interests.

Mr Davies has previously received zero Performance Rights under the Plan.

There are no loan arrangements with Mr Davies in relation to the acquisition of the Performance Rights.

The other general terms for the Performance Rights are outlined in Annexure C of this Explanatory Memorandum.

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

### General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Performance Rights to be issued. A fair value for the Performance Rights to be issued has been calculated using the Binomial methodology and based on a number of assumptions, set out below, with an adjustment to the expected life of the Performance Rights to take account of limitations on transferability. This methodology is commonly used for valuing Performance Rights and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Performance Rights.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at **12 September 2025**.

<b>Underlying price</b>	\$0.018
<b>Volatility</b>	102%
<b>Dividend Yield (estimate)</b>	0%
<b>Vesting Date</b>	<p>Vesting of the Rights is to occur as follows:</p> <ol style="list-style-type: none"> <li>1. 867,900 Rights to vest immediately after shareholder approval of the grant.</li> <li>2. 867,900 Rights to vest on the second anniversary of the original employee grants, being 9 October 2026.</li> <li>3. 433,950 Rights to vest one year on 1 October 2026.</li> <li>4. 433,950 Rights to vest two years on 1 October 2027.</li> </ol>

<b>Risk free rate</b>	2.16
<b>Value - per right</b>	\$0.018
<b>Number of Performance Rights issued</b>	2,603,700
<b>Employee benefit expense</b>	\$46,866.60

A significant factor in the determination of the final value of Performance Rights will be the ultimate share price at the date of the final Performance Rights grant (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total employee benefit expense based on the closing price of the Shares traded on the ASX over the 12 months ending on **12 September 2025**.

<b>Closing Price (\$)</b>	\$0.018
<b>Date</b>	12 September 2025 noting that the shares have not traded on ASX in the 12 months prior.
<b>Total Value of Issue</b>	\$46,866.60

As such if it is assumed all other factors are equal, where the share price increases above the \$[Insert] disclosed above the final value of Performance Rights granted will increase, and conversely where the share price reduces the final value of Performance Rights granted will also reduce.

#### Remuneration

Excluding the value of the proposed Performance Rights to be issued under this Resolution and the Share Appreciation Rights proposed to be issued under Resolution 6, Mr Davies currently receives \$125,000 per annum including superannuation for his position as Executive Director. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments.

#### Financial Benefit – Details and reasons

##### Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Performance Rights are set out above. The reasons for giving this financial benefit are:

- (c) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (d) the total quantum of Performance Rights to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (e) Performance Rights are designed to incentivise employees, and in this case, to incentivise Directors of the Company. Performance Rights also act to provide a retention incentive for key employees, such as Mr Davies;
- (f) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (g) the Company believes the associated expense is limited and the nature of the Performance Rights package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Performance Rights to the applicable Directors is in the best interests of the Company and its Shareholders.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Performance Rights as the exception in section 211 of the Corporations Act applies. The Performance Rights are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

### Existing interests and the dilutionary effect on other Shareholders' interests

The estimated dilution effect that the vesting and exercise of the Performance Rights will have on the interests of shareholder's is set out in the **dilution tables below**. The estimated dilution table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue, vesting and exercise of the Performance Rights.

	Craig Davies
The total number of shares on issue in the capital of the Company	263,524,841
Shares currently held by the Director (including indirect interests)	204,166
% of Shares currently held by the Director	0.08%
Performance Rights held by the Director prior to Annual General Meeting (including indirect interests)	Nil.
Options held by the Director prior to (including indirect interests)	Nil.
Performance Rights to be issued under this Resolution to the Director following the Annual General Meeting	2,603,700
Shares that will be held following the vesting of all Performance Rights and exercise of Options held by the Director	2,807,866
% of Shares that would be held by the Director assuming no other Performance Rights held by other parties vested	0.01%

### Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 6.

### Resolution 7: Conditional Board Spill Meeting

This Resolution (Spill Resolution) is a conditional resolution and will only be effective in the event that Shareholders at this Annual General Meeting cast at least 25% of the votes on Resolution 1 against the adoption of the Remuneration Report.

The Corporations Act provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are cast against the adoption of the resolution, shareholders must be given the opportunity to vote on a resolution in the form of this Resolution at the second meeting (the "two strikes" rule). As greater than 25% of the votes cast on adoption of the 2024 Remuneration Report at the Annual General Meeting held on 21 November 2024 were cast against the resolution this constitutes a first strike. This Spill Resolution will therefore only need to be put to Shareholders at this Annual General Meeting if there is a second strike i.e., if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report.

If this Resolution is put to the Shareholders, this Resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of Shareholders entitled to vote on the matter.

If this Resolution is passed, the Company must hold a further general meeting (Spill Meeting) within 90 days of this Annual General Meeting, to consider the composition of the Board. If a Spill Meeting is required, the details of the Spill Meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, immediately before the end of the Spill Meeting, each of the Directors who were in office when the Board approved the last Directors' Report and who remain in office at the time of the Spill Meeting will automatically cease to hold office, unless they are willing to stand for re-election and are re-elected at the Spill Meeting. This means that if a Spill Meeting is held, the following Directors will automatically cease to hold office as Directors of the Company immediately before the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting:

- Mr Robert Baker (Non-Executive Director and Chairman); and
- Mr Craig Davies (Executive Director).

Accordingly, even if Mr Robert Baker is re-elected at this year's Annual General Meeting, he will still be required to be re-elected at the Spill Meeting (if held) to remain in office after the Spill Meeting (if held).

Each of these Directors would be eligible to stand for re-election at the Spill Meeting, however there is no guarantee that they would do so. As Mr Peter Hill is the Managing Director of the Company, he is excluded from the requirements under the Corporations Act to seek re-election at the Spill Meeting (if held) and will continue to hold office regardless of the outcome of Resolution 7 or the Spill Meeting (if held).

#### **Directors' recommendation**

As each of the above-named directors would have a personal interest in the resolution, and will be excluded from voting on the resolution, the Board unanimously recommends that Shareholders vote against this Resolution, if it is put to the Meeting. The Chairman intends to vote all "open" proxies against this Spill Resolution if it is put to the Meeting.

*A voting exclusion statement for this Resolution is included in the Voting Exclusions.*

## Definitions

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASX**" means ASX Ltd (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Chairman**" means the Chairman of the Annual General Meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company**" means Gathid Ltd ACN 108 411 427;

"**Constitution**" means the Company's Constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Gathid**" means Gathid Ltd ACN 108 411 427;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Meeting**" or "**Annual General Meeting**" means the Annual General Meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the Notice convening the Annual General Meeting of the Company to be held on 11 November 2025 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2025;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary Share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

## Annexure A – Auditor Nomination

### Nomination of auditor

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The Directors  
Gathid Ltd  
15 Lake St  
Varsity Lakes QLD 4227

5 September 2025

Dear Directors

#### **NOMINATION OF AUDITOR**

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth), SJMJ Super Pty Ltd, being a shareholder of Gathid Ltd, provide notice of nomination of William Buck (QLD) of Level 22, 307 Queen Street, Brisbane, QLD 4001 for appointment as the company auditor of Gathid Ltd.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the annual general meeting of the company that is to be held on 11 November 2025.

Your sincerely

*Scott Standen*

SJMJ Super Pty Ltd  
Scott Standen  
Director

## Annexure B – Proportional Takeover Provision (Extract from Constitution)

### 5.2 Proportional takeover Bid

(a) Registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid is prohibited unless and until an Approving Resolution approving the proportional takeover bid is passed.

(b) A person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held bid class Shares is entitled to:

- (i) vote on an Approving Resolution; and
- (ii) has one vote for each bid class Share held.

(c) Where offers have been made under a proportional takeover bid, the Directors must ensure that an Approving Resolution is voted on at a meeting of the persons described in clause 5.2(b) before the Approving Resolution Deadline.

(d) An Approving Resolution is passed if more than 50% of the votes cast on the resolution are cast in favour of the resolution, and otherwise is taken to have been rejected.

(e) The provisions of this Constitution that apply to a general meeting of the Company apply, with such modifications as the circumstances require, to a meeting that is called under this clause as if the meeting was a general meeting of the Company.

(f) If an Approving Resolution to approve the proportional takeover bid is voted on in accordance with this clause before the Approving Resolution Deadline, the Company must, on or before the Approving Resolution Deadline, give:

- (i) the bidder; and
- (ii) each relevant financial market, a written notice stating that an Approving Resolution to approve the proportional takeover bid has been voted on and whether it was passed or rejected.

(g) If no resolution has been voted on in accordance with this clause as at the end of the day before the Approving Resolution Deadline, a resolution to approve the proportional takeover bid is taken, for the purposes of this clause, to have been passed in accordance with this clause.

(h) Under the Corporations Act, this clause 5.2 automatically ceases to have effect on the third anniversary of the date of the adoption or last renewal of this clause 5.2.

## Annexure C

Summary of the key terms of the Company's equity incentive plan

<b>Eligibility</b>	<p>The Board may designate a Director, a director of any member of the Group, Eligible Employee, Contractor or Consultant as an Eligible Participant for the purposes of the Plan.</p> <p>Eligible Employee means a full-time or permanent part-time employee of one or more companies in the Group, with a period of service as determined by the Board as the date offers are made under the Plan. This does not include a person who, immediately after the acquisition of Shares under the Plan, would hold legal or beneficial interest in more than 10% of the Shares on issue or would be in a position to cast, or control the casting of, more than 10% of the maximum number of votes that might be cast at a general meeting of the Company.</p>
<b>Form of equity</b>	<p>Awards of fully paid ordinary Shares, Options, Performance Rights and Share Appreciation Rights can be made under the Plan.</p> <p>Shares can be granted to Eligible Employees under a Fee Grant (receiving an allocation of Shares for no consideration) or Salary Contribution Agreement.</p> <p>An Option confers a right to acquire a Share during the Exercise Period, subject to the satisfaction of any Vesting Conditions, the payment of the Exercise Price for the for the Option set out in the Offer, and otherwise in the manner required by the Board and specified by the Offer.</p> <p>A Performance Right confers an entitlement to be issued, transferred or allocated one Share after the Vesting Date, subject to any Disposal Restrictions, the satisfaction of the Vesting Conditions, and any other requirements contained in the Offer.</p> <p>A Share Appreciation Right confers an entitlement to be issued, transferred or allocation the number of Shares calculated under rule the terms of the Plan after the Vesting Date, subject to any Disposal Restrictions, the satisfaction of the Vesting Conditions and any other requirement contained in the Offer. The Board may decide, in its absolute discretion to substitute the issue, transfer of allocation of these Shares for the payment of a cash amount.</p>
<b>Terms of award</b>	<p>A grant of an Award under the Plan is subject to both the rules of the Plan and the terms of the specific Offer.</p>
<b>Exercise price</b>	<p>Exercise Price is the amount set out in the Offer and means the price payable on exercise of an Option to acquire the underlying Share.</p>
<b>Exercise</b>	<p>Subject to the satisfaction of Vesting Conditions, a participant may exercise an Option at any time in the Exercise Period by delivering a Notice of Exercise and paying the Exercise Price to the Company.</p> <p>A Share issued, transferred or allocated on the exercise of any Option or under a Performance Right or Share Appreciation Right after Vesting will rank equally with all existing Shares of that class from the date of allotment, subject to the terms of the trust deed constituting the trust (if relevant).</p> <p>If the Shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any Shares issued, transferred or allocated to a Participant (unless already quoted).</p>
<b>Change of control</b>	<p><b>Unexercised Options</b></p> <p>If a specified Change of Control Trigger Event (e.g. a person acquiring voting power in more than 50% of the ordinary shares in the Company, lodgement with ASIC of an order of the court in connection with a scheme of arrangement, the company disposes of the whole or a substantial part of its assets or undertaking) occurs, the Company may:</p> <ol style="list-style-type: none"> <li>(a) buy-back Options held by a Participant;</li> <li>(b) arrange for options or other rights to acquire shares or other equity interests in the Bidder to be granted to the Participants on substantially the same terms as the Options, but with any appropriate and reasonable adjustments decided by the Board to ensure the Participants are not materially financially disadvantaged;</li> <li>(c) allow the Options to continue in accordance with their terms;</li> </ol>

	<p>(d) allow the Options to vest immediately and be exercised by a Participant (irrespective of the whether any Vesting conditions are satisfied); or</p> <p>(e) proceed with a combination of any of the above.</p> <p><b>Performance Rights and Share Appreciation Rights</b></p> <p>Unless the Board decides otherwise, if a Change of Control Trigger Event occurs, the Vesting Date of all Performance Rights and Share Appreciation Rights is the date on which the Change of Control Trigger Event occurs or another date decided by the Board. After the occurrence of a Change of Control Trigger Event, the Board must decide whether the Performance Rights and Share Appreciation Rights (or a pro rata proportion of Performance Rights and Share Appreciation Rights) vest on the changed Vesting Date. If the Board decides that Performance Rights and Share Appreciation Rights do vest, the Company must either:</p> <p>(f) issue, transfer or allocate Shares to Participants as soon as reasonably practicable;</p> <p>(g) pay to the Participant a cash payment for the Performance Rights and Share Appreciation Rights;</p> <p>(h) arrange for shares or other equity interests to be issued in the Bidder in lieu of Shares on the terms decided by the Board as soon as reasonably practicable; or</p> <p>(i) proceed with a combination of these alternatives.</p> <p>If the Board decides that Performance Rights and Share Appreciation Rights do not vest:</p> <p>(j) the Board may arrange for rights in the Bidder to be granted to the Participant on terms decided by the Board and the Performance Rights and Share Appreciation Rights will immediately lapse; or</p> <p>(k) those Performance Rights and Share Appreciation Rights immediately lapse, unless the board decides otherwise.</p> <p><b>Shares</b></p> <p>The Board may specify in the Offer a particular treatment applicable to Shares upon the occurrence of a Change of Control Trigger Event.</p> <p>The Company and the Participant agree that a Participant may be provided with shares in the Bidder in substitution for the Shares, on substantially the same terms as the Shares, but with appropriate adjustments as to the number and type of Shares.</p>
<p><b>Lapse</b></p>	<p>If one of the following Events occurs:</p> <p>(a) the Eligible Participant is lawfully terminated from employment with the Group or consultancy arrangement with the Group;</p> <p>(b) the Eligible Participant resigns or vacates from the Board, employment or consultancy with the Group; or</p> <p>(c) the Eligible Participant is made redundant, then,</p> <p>subject to the Board deciding otherwise, the Eligible Participant's Options, Performance Rights and Share Appreciation Rights will lapse in the following manner:</p> <p>(a) If the event occurs between the Grant Date and Vesting, Performance Rights and Share Appreciation Rights lapse immediately;</p> <p>(b) If the event occurs on or before the Vesting Date, the Options lapse immediately; and</p> <p>(c) If the event occurs during the exercise period, the expiry date is adjusted to the date set out in the Offer or a later date decided by the Board.</p> <p>In the event of death or disability (inability to perform normal duties) of the Eligible Participant, subject to the Board deciding otherwise:</p> <p>(a) If the event occurs between the Grant Date and Vesting, performance rights and share appreciation rights do not lapse;</p> <p>(b) If the event occurs on or before the vesting date, options lapse 90 days after the death or disability; and</p> <p>(c) if the event occurs during the exercise period, there is no adjustment and the representative of the Eligible Participant's estate may exercise the Options before the Expiry Date.</p>

	<p>In the event that the Eligible Participant loses Control of their Permitted Nominee and the Awards are not transferred to the Eligible Participant in accordance with the terms of the Plan, subject to the Board deciding otherwise:</p> <ul style="list-style-type: none"> <li>(a) the performance rights lapse immediately if the event occurs between Grant Date and Vesting;</li> <li>(b) the share appreciation rights lapse immediately (unless they are transferred to the Eligible Participant) if the event occurs between Grant Date and Vesting, or</li> <li>(c) Options lapse immediately if the event occurs on or before the Vesting Date or during the Exercise period.</li> </ul> <p>Unless the Board decides otherwise or as otherwise specified in an Offer, an Option that has not been exercised on or before the Expiry Date lapses at 5.00pm AEST on the day after the Expiry Date.</p>
<p><b>Share issues</b></p>	<p><b>Participation in further issues</b></p> <p>A Participant (other than a Participant that has been issued, transferred or allocated Shares in accordance with an Award) can only participate in a new issue of Shares if:</p> <ul style="list-style-type: none"> <li>(a) the Option has been exercised; or</li> <li>(b) Shares have been issued, transferred or allocated for their Performance Rights or Share Appreciation Rights.</li> </ul> <p>If a pro rata or cash issue of securities is awarded by the Company, the number of Shares:</p> <ul style="list-style-type: none"> <li>(a) to be issued on exercise of an Option and the Exercise Price; or</li> <li>(b) over which a Performance Right or Share appreciation right exists,</li> </ul> <p>will be adjusted as specified in the Listing Rules and written notice will be given to the Participant.</p> <p><b>Reconstructions</b></p> <p>If there is any reconstruction of the issued share capital of the Company (including consolidation, sub-division, reduction or return), the number of Shares:</p> <ul style="list-style-type: none"> <li>(a) issued to a Participant under this Plan;</li> <li>(b) to be issued on exercise of an Option; or</li> <li>(c) over which a Performance Right or Share Appreciation Right exists,</li> </ul> <p>will be adjusted to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.</p>
<p><b>Transfer of Awards</b></p>	<p>Participants may only:</p> <ul style="list-style-type: none"> <li>(a) create a Security Interest in; or</li> <li>(b) transfer, assign, dispose or otherwise deal with,</li> </ul> <p>Awards, or any interest in Awards, with the prior written consent of the Board.</p> <p>The transmission of Awards to a legal representative of an Eligible Participant following their death may be made without prior written consent of the Board.</p> <p>The Offer may contain a Disposal Restriction which could restrict the creation of a Security Interest in, or the transfer, assignment disposal or otherwise dealing with, a Share issued, transferred or allocated to the Participant on acceptance, exercise or Vesting of an Award.</p>
<p><b>Dividends</b></p>	<p>A Participant does not have the right to participant in dividends on Shares until the Shares are issued, transferred or allocated, including:</p> <ul style="list-style-type: none"> <li>(a) on the exercise of an Option; or</li> <li>(b) after Vesting of the Performance Rights or Share Appreciation Rights.</li> </ul>
<p><b>Voting rights for Performance Rights and Share Appreciation Rights</b></p>	<p>A Participant does not have the right to vote in respect of an Option, a Performance Right or a Share Appreciation Right.</p>
<p><b>Administration of the Plan</b></p>	<p>The decision of the Board as to the interpretation, effect or application of this Plan is final. In exercising a power or discretion conferred on it by the Plan, the Board is not under a fiduciary or other obligation to any other person.</p>

	<p>Where the Board, the Company, or their delegates may exercise any right or discretion to make a decision, it may do so in its absolute discretion, conditionally or unconditionally, and without being required to give reasons or act reasonably.</p> <p>The Board may delegate any of its functions and powers conferred on it by the Plan to a committee made up of a person or persons capable of performing those functions and exercising those powers. The Board may make policy and regulations for the operation of the Plan and may delegate functions to an appropriate service provider or employee capable of performing those functions and implementing those policies.</p> <p>The Board or committee may take and rely upon independent professional or expert advice on the exercise of their powers or discretions.</p>
<b>Amendment</b>	<p>The Board must not make any amendment to the Plan which would have the effect of materially adversely affecting or prejudicing the rights of any Participant holding Awards at that time. This does not apply to amendments:</p> <ul style="list-style-type: none"> <li>(a) which comply with the Constitution, Corporations Act, Listing Rules or any other law affecting the maintenance or operation of the Plan;</li> <li>(b) which correct a manifest error; or</li> <li>(c) which address potential adverse tax implications affecting the Plan arising from changes to laws relating to taxation or the interpretation of laws relating to taxation.</li> </ul> <p>Subject to this restriction, the Board may amend the Plan in any manner it decides.</p>
<b>Termination</b>	<p>The Plan may be terminated or suspended at any time by the Board and that termination or suspension will not have any effect on or prejudice the rights of any Participant holding Awards at that time.</p>

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30am (AEDT) on Sunday 9<sup>th</sup> November 2025.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gathidagm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:30am (AEDT) on Sunday 9<sup>th</sup> November 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/gathidagm2025>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being member/s of **Gathid Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually** via <https://meetings.lumiconnect.com/300-424-997-753> on **11th November, 2025 at 11:30 am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:**

If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 1 and 6 even though Resolutions 1 and 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 6) and against Resolution 7. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Robert Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 (Special)	Renewal of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Performance Rights to Executive Director Mr Craig Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Conditional Board Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025