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22 October 2025

Annual General Meeting (AGM) – Notice of Meeting and Proxies

Dear Shareholder,

ARC FUNDS LIMITED ACN 001 746 710 (**ARC** or **the Company**) will be holding its Annual General Meeting at 11:00am (Sydney Time) on Thursday, 20 November 2025 (Meeting) to be held virtually via a webinar conferencing facility at https://registrydirect.com.au/arc-agm-nov25

The Notice of Meeting, accompanying explanatory statement and annexures **("Meeting Materials"**) are being made available to shareholders electronically. The Meeting Materials are available under the 'ASX Announcements' section on the Company's website at https://www.arcfunds.com.au/investors/
A copy of your personalized proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Registry Direct, as instructed below.

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- online at Registry Direct - Australian Share Registry
- By mail: Registry Direct, PO Box 572 Sandringham VIC 3191 Australia
- By email: email to registry at registry@registrydirect.com.au
- By fax: +61 3 9111 5652

Your proxy voting instruction must be received by 11:00am (Sydney time) on Tuesday, 18 November 2025, not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of the Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company's share registry, Registry Direct via email at registry@registrydirect.com.au or call Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Sincerely,
James Jackson
Chairman
ARC FUNDS LIMITED

ARC Funds Limited (ASX:ARC)
www.arcfunds.com.au
ABN 52 001 746 710
c/- Acclime Australia, Level 3, 62 Lygon Street, Carlton VIC 3053
phone: +61 3 8689 9997

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ARC FUNDS LIMITED

ACN 001 746 710

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 AM (Sydney time)

DATE: Thursday, 20 November 2025

PLACE: To be held virtually via a webinar conferencing facility

https://registrydirect.com.au/arc-agm-nov25

This Notice of Meeting and the accompanying Explanatory Memorandum 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.

Should you wish to discuss the matters in this Notice of Meeting or the accompanying Explanatory Memorandum, please do not hesitate to contact the ARC Funds Limited' Company Secretary on +61 (0) 3 8689 9997

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BUSINESS OF THE MEETING

1. Chairman's address

Report on results and activities during the financial year ended 30 June 2025.

2. Financial statements and reports

To receive and consider the Company's audited financial statements and reports for the year ended 30 June 2025.

3. Adoption of remuneration report

Resolution 1

To consider, and if thought fit, to pass the following Resolution as an advisory Resolution:

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

4. Re-election of Director – Mr Harley Grosser

Resolution 2

To consider, and if thought fit, to pass the following Resolution as an ordinary Resolution:

"That Mr Harley Grosser, who retires in accordance with clause 17.5 of the Constitution and ASX Listing Rule 14.4 and, being eligible, be re-elected as a Director of the Company".

5. Change of Auditor

Resolution 3

To consider, and if thought fit, to pass the following Resolution as an ordinary Resolution:

"That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Hall Chadwick (NSW) having been nominated by a member of the Company for appointment, and consenting to act as auditor, be appointed as the auditor of the Company".

6. Ratification of prior Issue of Placement Shares

Resolution 4

To consider, and if thought fit, to pass the following Resolution as an ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 740,000 Shares previously issued under Listing Rule 7.1 placement capacity on the terms and conditions set out in the Explanatory Memorandum".

7. Approval of ASX Listing Rule 7.1A 10% Placement Capacity

Resolution 5

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

"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the increase in the capacity of the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions stated in the Explanatory Memorandum."

8. Grant of Performance Rights to Mr Scott Beeton

Resolution 6

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

"For the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and all other purposes the Shareholders of the Company approve the grant of 1,000,000 Performance Rights under the Company's Incentive Plan to Mr Scott Beeton (Managing Director of the Company) or his nominee, on the terms and conditions set out in the Explanatory Statement."

9. Approval of proposed issue of 740,000 free attaching options

Resolution 7

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the proposed issue by the Company of 740,000 free attaching Options exercisable into Shares to sophisticated investors on the terms set out in the Explanatory Memorandum."

10. Other business

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

11. Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial adviser or legal adviser for assistance.

Dated: 22 October 2025

By order of the Board
James Jackson
Chairman

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ASX Listing Rules - Voting Exclusion Statements

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1: Adoption of Remuneration Report	a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or b) a closely related party of such a member. c) However, a person (the Voter) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either: d) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or e) the Voter is the chair of the meeting and the appointment of the chair as proxy: (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.
Resolution 2 - Re-election of Director – Mr Harley Grosser	No voting exclusions apply to Resolution 2.
Resolution 3- Change of Auditor	No voting exclusions apply to Resolution 3.
Resolution 4 - Ratification of prior Issue of Placement Shares	a) a person who participated in the issue or is a counterparty to the agreement being approved; or b) an associate of those persons.
Resolution 5 - Approval of ASX Listing Rule 7.1A 10% Placement Capacity	a) if at the time the approval of Resolution 5 is sought the Company is proposing to make an issue of securities under rule 7.1A.2, any 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 b) an associate of such a person.
Resolution 6 – Grant of Performance Rights to Mr Scott Beeton	A person referred to Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan or any associate of that person.
Resolution 7 - Approval of proposed issue of 740,000 free attaching Options	a) a person who participated in the issue or is a counterparty to the agreement being approved; or b) an associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

(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 they are not excluded from voting, and are 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.

Corporations Act - voting prohibition statements

Resolution 1: Adoption of Remuneration Report	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 1 if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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IMPORTANT INFORMATOIN

Time and place of meeting

Notice is given that an Annual General Meeting of the Members of ARC FUNDS LIMITED ACN 001 746 710 (**ARC** or the **Company**) will be held virtually via a webinar conferencing facility at 11:00am (Sydney time) on **Thursday, 20 November 2025.**

Your vote is important

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

Voting eligibility

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who, according to records of the Company's Share registrar, held them as registered Shareholders at 7:00pm (Sydney time) on Tuesday,18 November 2025.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Virtual attendance

The Meeting can be attended virtually using the following details:

https://registrydirect.com.au/arc-agm-nov25

After registering, you will receive a confirmation email containing information about joining the Meeting. Shareholders attending the Meeting virtually will be able to ask questions and cast their votes on the proposed Resolutions at the Meeting.

If it becomes necessary or appropriate to make alternative arrangements for the Meeting, the Company will make further information available through the ASX website at www.asx.com.au (ASX:ARC).

Voting by proxy

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

- any Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder;
- the proxy does not need to 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 no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Shareholders and their proxies should be aware that under the Corporations Act:

- 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 Chairman, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (that is, as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (that is, as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

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

Proxy requirements

To vote by proxy, you make your proxy appointment and direct how you want your votes cast either:

a) On-line at Registry Direct - Australian Share Registry; or
b) By completing and returning the enclosed Proxy Form in accordance with the instructions set out on the Proxy Form.

To vote online you will need to have registered to access your Shareholding account on the Company's registrar's platform. The Company's registrar is Registry Direct Pty Limited (***Registry Direct***).

If you have any problems accessing the on-line service, please email Registry Direct at registry@registrydirect.com.au or call Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Completed proxy Forms may be returned by:

a) Email to registry@registrydirect.com.au
b) By post to Registry Direct, PO Box 572 Sandringham VIC 3191 Australia; or
c) Facsimile on facsimile number +61 3 9111 5652.

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Proxy appointment and forms must be received no later than 11am (Sydney time) on Tuesday, 18 November 2025.

Voting intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda.

All Resolutions involving an approval under the Listing Rules will be determined by way of a poll, rather than on a show of hands.

Questions and comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions or to make comments on the management of the Company at the Meeting. Relevant written questions must be submitted no later than 11.00am (Sydney time) on Tuesday, 18 November 2025 via m.licciardo@acclime.com.

A list of those questions will be made available to Shareholders attending the Meeting. A representative who has been designated by management of the Company will either answer questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

DEFINITIONS

Capitalised terms in this Notice and Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

RESPONSIBILITY

This Notice of Meeting and Explanatory Memorandum has been prepared by the Company under the direction and oversight of its Directors.

MATERIAL INFORMATION

Other than as disclosed in this Notice of Meeting and in the accompanying Explanatory Memorandum (or previously by way of an ASX announcement), there is no information known to the Company that is material to the decision by a Shareholder on how to vote on the Resolutions.

PURPOSE OF THIS DOCUMENT

The main purpose of this Notice of Meeting is to set out all information which the Company considers relevant to a Shareholder's decision on how to vote on the Resolutions.

ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. ASX nor any of their respective officers takes any responsibility for the contents of this Notice of Meeting.

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EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum has been prepared for the information of Shareholders regarding the business to be conducted at the Annual General Meeting **("Meeting")** of ARC FUNDS LIMITED (***ARC*** or the ***Company***) to be held virtually via a webinar conferencing at 11:00am (Sydney time) on **Thursday, 20 November 2025.**

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

This Explanatory Memorandum should be read in conjunction with, and forms part of the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide such information as is prescribed or otherwise material to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

Chairman's Address

Report on results and activities during the financial year ended 30 June 2025.

Financial statements and reports

Under section 317 of the Corporations Act, ARC is required to lay its annual financial report, directors' report and remuneration report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss. There is no requirement for Shareholders to approve the reports.

Shareholders can access a copy of the annual report from: https://www.arcfunds.com.au/investors/

Resolution 1 – Adoption of remuneration report

Resolution 1 provides Shareholders the opportunity to vote on ARC's remuneration report. The remuneration report is contained in the Directors' report. Under s250R (2) of the Corporations Act, ARC must put the adoption of its remuneration report to a vote at its annual general meeting.

This vote is advisory only and does not bind the Directors or ARC.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this Meeting when reviewing ARC's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a ***spill resolution***) that another meeting be held within 90 days at which all of ARC's Directors other than the Managing Director must be offered up for election.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 1. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 2 – Re-election of Mr Harley Grosser as a Director

The ASX Listing Rules and the Constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year.

Mr Harley Grosser was originally appointed a Director of the Company on 1 July 2021. Under Clause 17.5 of ARC's Constitution, Harley Grosser, retires by rotation. Mr Grosser being eligible, offers himself for re-election by shareholders as a Director of the Company.

Resolution 2 therefore provides for the re-election of Harley Grosser as a Director of ARC in accordance with ARC's Constitution.

Short Professional Bio (Harley Grosser)

Mr Harley Grosser is the Co-Founder and Co-CIO of Sydney based funds management company HD Capital Partners. He brings extensive knowledge and skills in capital markets, financial analysis and valuation, building and operating an investment management business and investor relations. He holds a Bachelor of Commerce from the University of New South Wales and is also currently a Non-Executive Director of Motio Limited (ASX: MXO)

Board recommendation and undirected proxies. The Board (with Mr Grosser abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Change of Auditor

The Directors of the Company appointed Hall Chadwick (NSW) as the company's auditors, with effect from 1 August 2025, in accordance with sections 327C of Corporations Act. The appointment of Hall Chadwick (NSW) arises as a consequence of the resignation of Bentleys Brisbane (Audit) Pty Ltd as consented to by ASIC as announced by the Company on 4 August 2025. The change of auditor arose as part of a regular review of the Company's audit requirements; a tender was undertaken to assess the audit needs of the Company.

According to section 327C of the Corporations Act, an auditor appointed under that section holds office until the Company's next annual general meeting. Resolution 3 therefore seeks Shareholder approval for the appointment of Hall Chadwick as the auditor of the Company. In accordance with section 328B of the Corporations Act, James Jacksonas a Shareholder nominated Hall Chadwick as the new auditor of the Company. A copy of the notice of nomination is set out in **Annexure A**. The Company confirms that Hall Chadwick has given and not withdrawn its consent to act as auditor as at the date of the Notice.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 4 – Ratification of prior issue of Placement Shares

As detailed in this Explanatory Memorandum, on 29 August 2025 (Issue Date), the Company issued 740,000 fully paid ordinary shares under the Placement at an issue price of $0.10 per share (Placement Shares).

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

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The Placement shares were issued under the Company's existing capacity under Listing Rule 7.1. The issue of Placement Shares did not breach rule 7.1.

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

If this Resolution 4 is passed, the issue of Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution 4 is not passed, the issue of Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date (unless ratified by Shareholders prior to 29 August 2026).

Technical information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

(a) **The names of the allottee:**
Sophisticated investors. None of the persons to whom the securities will be issued are:
- A related party of the Company;
- A member of the Company's key management personnel;
- A substantial holder in the Company;
- An adviser to the Company; or
- An associate of any of the above

And are being issued more than 1% of the Company's current issued capital. (as defined in sections 708(8) and 708(11) of the Corporations Act).

(b) **The number of securities the entity issued**:
A total of 740,000 Shares in the capital of the Company.

(c) **The date the securities were issued**:
29 August 2025

(d) **The issue price of the securities:**
$0.10 per Placement Share, resulting in the receipt by the Company of total subscription funds of $74,000.

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(e) **The purpose and intended use of the funds raised:**
The Company used the proceeds raised under the placement (after costs) for working capital purposes and to support its existing growth strategy in the funds management industry and adjacent service offerings.

(f) **If the securities were issued under an agreement, a summary of the material terms of the agreement:**
The securities were not issued under an agreement.

(g) **A voting exclusion statement:**
A voting exclusion statement is provided above in this Notice.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 4. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 5 – Approval of 10% Placement Capacity

Placement capacity

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

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% (10% Placement Facility).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks shareholder approval by way of special resolution for the Company to have the 10% Placement Facility provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If this Resolution 5 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If this Resolution 5 is not passed, the Company will not be able to access the 10% Placement Facility to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Description of Listing Rule 7.1A

Any equity securities issued under the 10% Placement Capacity (Placement Securities) must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted equity securities, being ordinary shares (**Shares**).

Resolution 5 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).

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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 Placement Securities calculated in accordance with the formula in Listing Rule 7.1A.2.

The effect of Resolution 5 will be to allow the Directors to issue the Placement Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without using any of the Company's 15% placement capacity under Listing Rule 7.1.

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:

A. Period for which approval will be valid

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:

(a) **Period for which approval will be valid**

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:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

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

(iii) 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**).

(b) **Minimum issue price**

If any Placement Securities are issued, the minimum price the Placement Securities will be issued for cash consideration which is not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(ii) if the Placement Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Placement Securities are issued.

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

(c) **Maximum Number of Shares to be Issued:**

Listing Rule 7.1A.2 provides that an eligible entity which has obtained a 7.1A mandate may, during the period of the mandate, issue or agree to issue a number of equity securities (**N**) equal to the 10% Placement Facility, calculated in accordance with the following formula prescribed in Listing Rule 7.1A.2:

N = (A x D) – E

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where:

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

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

(Note: "A" has the same meaning as in Listing Rule 7.1 when calculating the 15% capacity);

D = 10%;

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period (being the 12 month period immediately preceding the date of the issue or agreement), where the issue or agreement has not been subsequently approved by holders of ordinary securities under Listing Rule 7.4;

(d) **Purposes for which Placement Securities may be issued**

The Company may seek to issue the Placement Securities as cash consideration for the acquisition of new assets and or other investments, or as cash for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Placement Securities.

(e) **Effect on existing (non-participating) Shareholders**

If Resolution 5 is approved by Shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

(i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the Placement Securities than on the date of the Annual General Meeting; and

(ii) the Placement 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.

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The below table is included for illustrative purposes and shows the potential dilution of existing Shareholders on the basis of the current market price of the Shares as at 6 October 2025 and the current number of Shares for variable "A" (above) calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

(iii) Two examples where variable 'A' has increased by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing rule 7.1 that are approved at a future shareholders' meeting; and

(iv) Two examples where the issue price of the Shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.

(ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

(iv) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

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

(vi) The issue price is $0.100 being the closing price of the Shares on ASX on 6 October 2025

		Dilution			
Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)*		**Shares issued – 10% voting dilution**	**Issue Price** (rounded down to nearest tenth of a cent)		
			$0.050	**$ 0.100**	**$0.150**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	57,792,171	5,779,217	$288,961	$577,922	$ 866,883
50% increase	86,688,257	8,668,826	$433,441	$866,883	$1,300,324
100% increase	115,584,342	11,558,434	$577,922	$ 1,155,843	$1,733,765

**Funds raised price has been rounded to the nearest whole number*

(f) **Company's share allocation policy**

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

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

(ii) the effect of the issue of the Placement Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

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

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

(g) **Information under ASX Listing Rule 7.3A.6**

As at the date of this Notice the Company has issued a total of 5,227,661 fully paid ordinary shares under Listing Rule 7.1A.2 during the 12-month period prior to the meeting, representing 13.4% of the company's issued capital at the commencement of the 12 month period on 20 November 2024.The issue of these shares was subsequently ratified by shareholders under listing Rule 7.4 at general meetings held on 18 February 2025 and 23 September 2025.

Information required under Listing Rule 7.3A.6 (b):

Detail	**16 December 2024 Issue**	**14 July 2025 Issue**
The name of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	Investors and existing Shareholders	Sophisticated Investors. None of the persons to whom the securities were issued were: • A related party of the Company; • A member of the Company's key management personnel; • A substantial holder in the Company; • An adviser to the Company; or • An associate of any of the above And are being issued more than 1% of the Company's current issued capital.
The number and class of equity securities issued or agreed to be issued	604,187 Fully paid Ordinary shares	4,623,474 Fully paid Ordinary shares
The price at which the equity securities were issued or agreed to be issued and the discount (if any) that the issue price represented to closing market price on the date of the issue or agreement; and	The issue price for the Shares was $0.115 per Share	The issue price for the Shares was $0.10 per Share
The total cash consideration received or to be received by the entity, the amount of that cash that has been spent, what it was spent on, and what is the intended use for the remaining amount of that cash (if any).	Gross proceeds received of $69,481. Proceeds were applied to general working capital .	To raise gross proceeds of $462,347 for working capital, of which $375,000 has been spent.

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Voting exclusion statement

A voting exclusion statement is provided above in this Notice. As at the date of this Notice the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 5. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 6 – Grant of Performance Rights to Mr Scott Beeton

Mr Scott Beeton is the Managing Director of the Company. Mr Scott Beeton is eligible to participate in the Company Incentive Plan by subscribing for the 1,000,000 Performance Rights under the Company's Incentive Plan as part of his remuneration as Managing Director of the Company.

The Plan was last approved at the Company's 2024 annual general meeting

Accordingly, Shareholder approval is sought to grant 1,000,000 Performance Rights to Mr Scott Beeton. Each performance right will entitle Mr Beeton, or his nominee, to receive, upon vesting and exercise, one fully paid ordinary share in the Company at no cost.

A summary of the material terms of the Performance Rights is set out below:

Number of Performance Rights:	1,000,000
Issue and Exercise Price:	Nil
Shares:	Every performance right entitles the holder to one equity share.
Vesting Date:	Subject to being continuously employed with the Company as Managing Director, 1,000,000 Performance Rights will vest over three years as follows: • 500, 000 performance rights on 30th June 2026 • 250,000 performance rights on 30th June 2027 • 250,000 performance rights on 30th June 2028 Where a holder of Performance Rights ceases to be employed at the time of vesting of the Performance Rights, all Performance Rights held by the holder will lapse for no consideration, unless the Board determines otherwise in its sole and absolute discretion.
Vesting Condition	No vesting conditions other than being continuously employed with the Company as Managing Director at the date of vesting of Performance Rights.
Notice of Exercise:	Following receipt of a Vesting Notice, a Participant will be entitled to exercise Performance Rights that has vested by delivering a signed Exercise Notice to the Company at any time prior to the Expiry Date, accompanied by payment of the aggregate Exercise Price for all of the Options being exercised.
Timing of issue of Shares:	As soon as reasonably practicable after the receipt by the Company of a valid Exercise Notice, but subject to compliance with all Applicable Laws, the Board will

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	issue, or cause to be transferred, to that holder of Performance Rights (or its Affiliate) the number of Performance Rights to which the Participant is entitled under these Rules and/or the Invitation.
Share issued on Exercise:	Shares issued on exercise of the Performance Rights will rank equally with the other issued Shares.
Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

Related Party Transactions Generally:

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefits falls within one of the nominated exceptions to the provision, which includes where the financial benefit given constitutes is reasonable remuneration in the circumstances of the Company under the exception in section 211 of the Corporations Act; or

(b) Securityholder approval is obtained prior to the giving of the financial benefit, and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Scott Beeton is a related party of the Company. Resolutions 6 relates to the proposed grant of Performance Rights to Mr Scott Beeton.

The Board considers that the financial benefit given by the grant of Performance Rights constitutes reasonable remuneration for the purposes of the exception in the Corporations Act.

The Directors consider that the incentives represented by the grant of these Performance Rights are an efficient means for the Company to incentivise the executives to continue to the growth and development of the Company.

The proposed grant of Performance Rights to Mr Scott Beeton will be in accordance with the Company's Incentive Plan.

Listing Rules 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

a. a director of the Company;
b. an associate of a director of the Company; or
c. a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 (a. or b. above) is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Scott Beeton is a Managing Director of the Company, the proposed issue of performance Rights constitutes the acquisition of securities under the Company's Incentive Plan for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.1.

To this end, this Resolution seeks the required Shareholder approval to issue the Performance Rights to Mr Scott Beeton under and for the purposes of Listing Rule 10.14.

If approved, the Company is not required to obtain separate Shareholder approval under Listing Rule 7.1, and as a result the issue of Performance Rights will not count towards the Company's placement capacity.

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If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and this may impact the Company's cashflow as the Performance Rights form an integral part of Mr Beeton's remuneration structure and the Company's retention strategy.

Information Required by ASX Listing Rule 10.15

The following information is provided to Securityholders in relation to Resolutions 6 for the purposes of Listing Rule 10.15

(a) *The name of the allottees*: The Performance Rights will be granted to Mr Scott Beeton (or their nominees);

(b) *The number of securities the entity will issue:* The maximum number of Performance Rights to be granted to Mr Scott Beeton (or his nominees) is 1,000,000 Performance Rights;

(c) *The issue price of the securities*: The Performance Rights will be granted for no consideration, and accordingly, no funds will be raised by the grant of the Performance Rights;

(d) *The terms and value of the securities:*

- *The Shares issued upon exercise of the Performance Rights will be fully paid and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.*
- *The Company has chosen this type of security because it is unlisted (therefore has no immediate dilutionary impact on shareholders) and the terms can be structured to assist in aligning the interests of the holders with Shareholders of the Company.*
- *The Performance Rights have an average value of $100,000 for Mr Beeton.*

(e) The current total remuneration package received by Mr Beeton is as follows:
$280,000 including superannuation

(f) At the Shareholders Meeting held on 23 September 2025, the issuance of 2,000,000 options to Mr Beeton were approved. Mr Beeton has not previously received any securities under the Employee Incentive Scheme.

(g) *Date of Issue:* The Performance Rights are intended to be issued within one month, and in any event no later than three years, from the date of this Meeting, if approved by Shareholders.

(h) *Terms of the Plan*: A summary of key terms of the Incentive Plan is set out in **Annexure B.**

(i) *Loan Terms*: There will be no loan made to Mr Beeton in relation to the issue of Performance Rights.

(j) *Information published in the Annual Report*

Details of any securities issued under the Company's Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any additional persons who become entitled to participate in the Company's Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Board recommendation and undirected proxies. The Board (other than Mr Scott Beeton) recommends that Shareholders vote in **FAVOUR** of Resolution 6. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 6. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

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Resolution 7 – Approval of proposed issue of 740,000 free attaching options

Subject to the receipt of Shareholder approval, the Company has also agreed to issue 740,000 free attaching Options associated with the Shares the subject of Resolutions 4.

The Options are proposed to be issued for nil cash consideration.

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the total number of fully paid ordinary shares it had on issue at the start of that 12-month period.

To avoid using the limits allowed to it under Listing Rule 7., the Company wishes to receive shareholder approval under Listing Rule 7.1 to approve the issue of the 740,000 Options subject of Resolution 7.

If Resolution 7 is not passed, any issue of the 740,000 Options subject of Resolution 4 by the Company will be included in the Company's 15% limit in Listing Rule 7.1 effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue.

In accordance with the disclosure requirements for shareholder approval of issuing securities under Listing Rule 7.3, the Company provides the following additional information in relation to Resolution 7:

Resolution:	Resolution 7
Name of persons to whom the securities will be issued: *(Listing Rule 7.3.1)*	Sophisticated Investors. None of the persons to whom the securities will be issued are: • A related party of the Company; • A member of the Company's key management personnel; • A substantial holder in the Company; • An adviser to the Company; or • An associate of any of the above And are being issued more than 1% of the Company's current issued capital.
Number and class of securities to be issued: *(Listing Rule 7.3.2)*	The Company proposes to issue a total of 740,000 Options the terms of which are set out in Annexure C.
If the securities are not fully paid, a summary of their material terms: *(Listing Rule 7.3.3)*	Please see Annexure C for the terms and conditions applicable to the Options.
Date or dates on which the securities will be issued: *(Listing Rule 7.3.4)*	The Options will be issued on 20 November 2025 or not later than 3 months after the date of the meeting.

Price or other consideration receivable for issue of securities: *(Listing Rule 7.3.5)*	The Options will be issued for nil cash consideration.
Purpose of issue and intended use of funds raised: *(Listing Rule 7.3.6)*	Any cash received by the Company on the exercise of the options issued will be used for working capital purposes.
If the securities will be issued under an agreement, a summary of other material terms: *(Listing Rule 7.3.7)*	The securities will not be issued under an agreement.
If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover: (*Listing Rule 7.3.8)*	The securities are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement: *(Listing Rule 7.3.9)*	Please see the Voting Exclusion Statement attached to each Resolution in the Notice of Meeting.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in FAVOUR of Resolution 7. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 7.

Further Information

Shareholders with any queries in relation to the Annual General Meeting may contact the Company Secretary, Mark Licciardo, on (03) 8689 9997 or m.licciardo@acclime.com.

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ANNEXURE A

Nomination of Hall Chadwick (NSW) as Auditor of ARC Funds Limited

Date: 1/10/2025

Mark Licciardo
Company Secretary
ARC Funds Limited
Level 3, 62 Lygon Street,
Melbourne VIC 3000

Dear Mark,

Nomination of Hall Chadwick (NSW) as Auditor of ARC Funds Limited

For the purposes of Section 328B (1) of the *Corporations Act 2001*(Cth), Mistover Pty Ltd being a member of ARC Funds Limited, hereby nominates Hall Chadwick (NSW) for appointment as Auditor of the Company at the next Annual General Meeting of the Company to be held on 20 November 2025.

Yours sincerely

James Andrew Jackson
Director
Mistover Pty Ltd
P O Box 100
Federal NSW 2480

Member of ARC Funds Limited

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ANNEXURE B– THE MATERIAL TERMS OF THE INCENTIVE PLAN ARE SET OUT BELOW:

Incentive Plan	The Incentive Plan is an employee share scheme for the purposes of Division 1A of Part 7.12 of the Corporations Act. The Incentive Plan (and the Incentive Plan Rules) comply with the new ESS provisions in Division 1A of Part 7.12. The Incentive Plan, which will be administered in accordance with the Incentive Plan Rules, provides a rule-based framework under which the Company may offer and issue Securities to officers, executives, employees, consultants of, and other persons connected with, the Company for the purposes noted below.
Eligible Participant	The Incentive Plan Rules defines an Eligible Participant (i.e. a person who is eligible to receive an offer of Securities under the Incentive Plan) as one who: • is a 'primary participant' (as that term is defined in section 1100L of the Corporations Act); and • has been determined by the Board to be eligible to participate in the Incentive Plan. A "Participant" is an Eligible Participant who has accepted an Invitation from the Board to participate in the Incentive Plan and has been issued with Securities.
Purpose	The Company has adopted the Incentive Plan in order to assist the Company: • with the recruitment, retention, motivation and reward of officers, executives and employees (and others) of the Company; and • more closely align the interests of officers, executives and employees (and others) of the Company with the interests of Shareholders.
Securities	Security means an ESS Interest (as that term is defined in section 1100M of the Corporations Act) in the equity capital of the Company issued or granted to a Participant under the Incentive Plan (and in accordance with the Incentive Plan Rules) and includes a Share, an option, a performance right and a convertible security.
Administration	The Incentive Plan will be administered by the Board in accordance with the Incentive Plan Rules. For the avoidance of doubt, the Board may make further provisions to ensure the efficient operation of the Incentive Plan. The Board may delegate decision making authority to a committee of the Board.

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Invitation	Following the determination by the Board that a 'primary participant' of the Company is an 'Eligible Participant', the Board may, in its discretion, decide to invite (by way of a formal written invitation (***Invitation***)) that Eligible Participant to participate in the Incentive Plan. The Invitation may specify, amongst other things: • the number and type of Securities which that Eligible Participant may apply for; • the date on which the Securities the subject of the Invitation will be issued; • the monetary consideration payable (if any) for the issue or grant of the Securities the subject of the Invitation; • the Exercise Price (if any) of the Convertible Securities the subject of the Invitation; • the Vesting Conditions (if any) applicable to the Securities the subject of the Invitation; • the disposal restrictions (if any) attaching to the Plan Shares the subject of the Invitation; and • whether an Acquisition Loan will be provided to support the acquisition of Loan Shares the subject of the Invitation.
Maximum Number	No Securities will be issued under the Incentive Plan for monetary consideration if the aggregate number of Securities issued for monetary consideration amounts to more than 5% of the Company's issued share capital calculated in accordance with the formula set out in Division 1A of Part 7.12 of the Corporations Act. While the Company is permitted to issue Securities which do not require the provision of monetary consideration either for their purchase or on their exercise (if applicable), which in aggregate amount to more than 5% of the Company's issued share capital, the Company does not presently have any intention to do.
Permitted Nominee	As permitted by the relatively new ESS provisions in the Corporations Act, an Eligible Participant may (subject to the Board's discretion), nominate another person (a ***Permitted Nominee***) to acquire and hold the Securities the subject of an Invitation on their behalf. A Permitted Nominee may include: • a spouse, parent, child or sibling of the Eligible Participant; • a company controlled by the Eligible Participant or by a spouse, parent child or sibling of the Eligible Participant; • a corporate trustee of a self-managed superannuation fund, where the Eligible Participant is a director of the trustee; and • any other "related person" (as defined in section 1100(L) of the Corporations Act) of the Eligible Participant.

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Reorganisation	If there is a reorganisation of the Company's share capital (including any subdivision, consolidation, reduction, return or cancellation of the Company's share capital), the rights of each Participant holding convertible securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital. Similar adjustments permitted/required by the Listing Rules in the context of rights or bonus issues are also made provision for in the Incentive Plan.
Change of Control	Notwithstanding any other provision of the Incentive Plan Rules, if a change of control of the Company occurs, or the Board determines that a change in control is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the relevant change of control transaction.
Loan Shares	The Incentive Plan allows for the provision of an Acquisition Loan to enable the purchase of Shares issued under the Incentive Plan (***Loan Shares***).
Trust	The Board may use an employee share trust or other mechanism for the purposes of holding Securities on behalf of Participants.
Buy-Back	Subject to applicable law, the Company may buy-back Securities in accordance with the terms of the Incentive Plan.
Tax	The Incentive Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies.

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ANNEXURE C – TERMS OF ISSUE OF OPTIONS

Resolution:	Resolution 7
Company	ARC Funds Limited ACN 001 746 710
Share	A fully paid ordinary share in the equity capital of the Company
Option	Each Option entitles the holder to subscribe for one Share: • At the Exercise Price; and • At any time on or before the Expiry Date.
Premium	Nil cash consideration.
Exercise Price	$0.125 per Option.
Expiry Date	5pm (Sydney time), 24 August 2026.
Exercise Period	The Option may be exercised at any time.
Exercise Notice	The holder of the Option may exercise their Option at any time after vesting and before the Expiry Date by delivering a written notice to the Company specifying the number of Options exercised and providing evidence of payment of the Exercise Price for each Option being exercised.
Issue of Shares	Within 10 business days of the receipt of the Exercise Notice (accompanied by receipt of the Exercise Price per option being exercised), the Company will issue the required number of Shares to the holder of the options being exercised.
Ranking	Shares issued on exercise of options will rank equally with all then existing ordinary shares of the Company.
Dividend rights	Options will not have any dividend rights. Shares issued on exercise of options will have the same dividend rights as all Shares.
Quotation	The options will not be quoted on ASX. New Shares issued on exercise of options will be quoted on and a cleansing notice given to ASX in each case in accordance with Chapter 2 of the Listing Rules and Chapter 6D of the Corporations Act, respectively.
Participation in New Issues	No option entitles its holder to participate in any new issue of securities in the Company unless the option is exercised before the record date for determining entitlements to that new issue and the holder participates in that issue as a result of holding Shares.
Adjustment for Bonus Issues of Shares	If the Company makes a bonus issue of Shares and no Share has been issued in respect of an option before the record date for determining entitlements to the bonus issue, the number of Shares over which an option is exercisable is increased by the number of Shares which the holder of the option would have received had the holder exercised the option before the relevant record date.

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Adjustment for Pro Rata Issues	If the Company makes a pro rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of an option before the record date for determining entitlements to the proposed pro rata issue, the (relevant) Exercise Price is to be reduced in accordance with the Listing Rules.
Adjustments & Transfers	In the event of a reorganisation of the Company's share capital, all Options will be reorganised in accordance with the requirements of the Listing Rules (and in particular, the requirements of Listing Rule 7.22).
Transfer	None of the Options are transferable other than with the prior written consent of the Company.

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GLOSSARY

In this Notice of meeting:

$ means Australian dollars.

ARC or the **Company** means ARC FUNDS LIMITED (ABN 52 001 746 710).

ASIC means Australian Securities and Investments Commission.

Associates has the same meaning as in Division 2 of Part 1.2 of the Corporations Act as that Division applies to references in Chapter 6 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange that is operated by ASX limited, as the context requires.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time as observed in Brisbane, Queensland.

Board means the board of Directors of the Company.

Chairman means the chairperson of this 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 dependent 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 Corporations Regulations for the purposes of the definition of 'closely related party' in the Corporations Act.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of the ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on 20 November 2025.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire 1 Share in the Company.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in this Notice.

Share means a fully paid ordinary securities in ARC.

Shareholder means a registered holder of a Share.

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22 October 2025

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:
Go to the address below or scan the QR code.

registrydirect.com.au/investor

HIN/SRN: <SRN/HIN>

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of ARC Funds Limited (ABN 52 001 746 710) (the Company) to be held at 11:00 a.m. AEDT on Thursday, 20 November 2025 and at any adjournment or postponement of the meeting. This form must be completed and returned by 11:00 a.m. AEDT on Tuesday, 18 November 2025.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at https://www.registrydirect.com.au/investor/.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of ARC Funds Limited and entitled to attend and vote hereby appoint:

☐ the Chair of the Meeting (mark box with 'X')

OR

_____

Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of ARC Funds Limited to be held at 11:00 a.m. AEDT on Thursday, 20 November 2025 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐ all our securities **OR** ☐ _____ securities

The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.

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Step 2 - Direct how your votes are to be cast

Resolution 1

ADOPTION OF REMUNERATION REPORT
Resolution type: **Non binding**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

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

Resolution 2

RE-ELECTION OF DIRECTOR – MR HARLEY GROSSER
Resolution type: **Ordinary**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

Resolution 3

CHANGE OF AUDITOR
Resolution type: **Ordinary**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

Resolution 4

RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES
Resolution type: **Ordinary**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

Resolution 5

APPROVAL OF ASX LISTING RULE 7.1A 10% PLACEMENT CAPACITY
Resolution type: **Special**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

Resolution 6

GRANT OF PERFORMANCE RIGHTS TO MR SCOTT BEETON
Resolution type: **Ordinary**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

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Resolution 7

APPROVAL OF PROPOSED ISSUE OF 740,000 FREE ATTACHING OPTIONS
Resolution type: **Ordinary**
Board recommendation: **For**
Chair's voting intention: **For**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
☐	☐	☐	☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:
Where the holder is an individual, the security holder must sign.

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

Power of Attorney:
If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:
When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

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RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at **www.registrydirect.com.au/investor**.

You can return the Proxy Form by:

EMAIL:
registry@registrydirect.com.au

POST:
PO Box 572
Sandringham VIC 3191

FAX:
+61 3 9111 5652

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