RENERVE LIMITED
ACN 614 848 216

Notice of General Meeting

Explanatory Memorandum & Proxy Form

Notice is given that the Meeting will be held at:

DATE: Monday 5 January 2026

TIME: 10.00AM (AEDT)

VENUE: Held as a Virtual Meeting

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

This Notice of Meeting 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.

RENERVE LIMITED

Notice of General Meeting

Notice is given that the 2026 General Meeting of the Shareholders of ReNerve Limited (ACN 614 848 216) (**ReNerve** or the **Company**) will be **Monday 5 January at 10.00am (AEDT)** virtually.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences). If a Shareholder has nominated for electronic communications, they will receive the Notice by email. Other Shareholders will receive a postcard with a URL link to the Notice and Proxy Form.

MEETING ATTENDANCE

Shareholders who wish to attend the meeting in person are requested to notify and register their attendance with the Company at info@renerve.com.au.

Shareholders do not need to attend the Meeting to cast their vote/s and are encouraged to submit their votes and appoint the Chairperson as their proxy. Detailed instructions for lodging votes and appointment of a proxy are included in the accompanying Notice of Meeting and Proxy Form.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am AEDT on 1 January 2026.

If you have any queries on how to cast your votes, please email Automic at: meetings@automicgroup.com.au.

VOTING BY ATTORNEY

Shareholders intending to attend the Meeting by attorney must ensure that they have provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

VOTING BY PROXY

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- 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); and
- If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- If the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. 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 (i.e. as directed); and

If the proxy is not the Chair and 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 is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the Meeting.

If you appoint the Chair of the Meeting as your proxy, you can direct the Chair to vote for or against or abstain from voting on the Resolutions.

The Chair intends to vote undirected proxies in favour of Resolutions 2 – 12.

CORPORATE REPRESENTATIVES

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from Automic.

Certificates must be lodged in advance of the Meeting with Automic no less than 24 hours prior to the Meeting.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE GENERAL MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions about or make comments on the management of the Company at the Meeting.

Shareholders may submit any written questions addressed to the Company via the address on the proxy form or to ReNerve Limited via email at info@renerve.com.au no later than 48 hours prior to the Meeting.

The Company will either answer the 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.

Shareholders may also submit questions to the Board related to any of the resolutions to be considered. These questions will be responded to by the Board during the Meeting. As above, questions should be submitted to info@renerve.com.au no later than 48 hours prior to the Meeting.

ENQUIRIES

Shareholders are asked to contact the Company at info@renerve.com.au or the Company Secretary at david.lilja@dlkadvisory.com.au or on +61 3 9923 1222 if they have any queries in respect of the matters set out in these documents.

RENERVE LIMITED

Notice of General Meeting

Notice is given that the 2026 General Meeting of the Shareholders of ReNerve Limited (ACN 614 848 216) (**ReNerve** or the **Company**) will be held on **Monday 5 January 2026 at 10.00am (AEDT)** virtually.

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

ORDINARY BUSINESS

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 21,581,587 TRANCHE 1 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, 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 issue of 21,581,587 Tranche 1 Placement Shares, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice."

A voting exclusion statement applies to this Resolution.

RESOLUTION 2 – APPROVAL TO ISSUE 5,085,080 TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 5,085,080 Tranche 2 Placement Shares, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice."

A voting exclusion statement applies to this Resolution.

RESOLUTION 3 – APPROVAL TO ISSUE 26,666,667 ONE FOR ONE FREE ATTACHING OPTIONS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 26,666,667 Attaching Options, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice."

A voting exclusion statement applies to this Resolution.

RESOLUTION 4 – APPROVAL TO ISSUE 4,000,000 LEAD MANAGER OPTIONS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,000,000 Joint Lead Manager Options, on the terms and conditions specified in the Explanatory Memorandum which accompanies and forms part of this Notice."

A voting exclusion statement applies to this Resolution.

VOTING EXCLUSIONS

1. Under the Corporations Act and ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolutions by or on behalf of:
   - the names person or class of persons excluded from voting as set out in the Explanatory Statement; or
   - an associate of that person or those persons.

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

   - a person as a 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 the 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.

2. KMP that may have a vested interest in the outcome of a Resolution have restrictions on voting on those Resolutions. KMP include members of the Board and certain senior executives, as set out in the RNV Annual Report. The Corporations Act restricts KMP and their Closely Related Parties from voting in certain circumstances.

3. Under the Corporations and ASX Listing Rules, voting exclusions apply to the following Resolutions and further detail is provided in the Explanatory Statement:
   - Resolution 1 – Ratification of Prior Issue of 21,581,587 Tranche 1 Placement Shares;
   - Resolution 2 – Approval to Issue 5,085,080 Tranche 2 Placement Shares;
   - Resolution 3 – Approval to Issue 26,666,667 one for one free Attaching Options; and
   - Resolution 4 – Approval to Issue 4,000,000 Lead Manager Options.

DATE: 2 December 2025

BY ORDER OF THE BOARD



DAVID LILJA
COMPANY SECRETARY

EXPLANATORY MEMORANDUM

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.

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 21,581,587 TRANCHE 1 PLACEMENT SHARES

1.1 General

As announced to the ASX on 20 November 2025 the Company completed a capital raising to new and existing professional and sophisticated investors, to raise approximately $3,200,000 (before costs) (**Placement**) by the issuance of 26,666,667 new shares (**Placement Shares**) via two tranches.

The Placement comprises two tranches:

- Tranche one raised $2,589,790 (before costs) and was made within the Company's capacity under ASX Listing Rule 7.1 (21,581,587 Shares) ("**Tranche 1 Placement Shares**") ("**Tranche 1 Placement**").
- Tranche two raised $610,209 (before costs) and is subject to shareholder approval per Resolution 2 below (5,085,080 Shares) ("**Tranche 2 Placement Shares**") ("**Tranche 2 Placement**").
- The 26,666,667 Placement Shares were issued (in respect of the Tranche 1 Placement Shares) and are to be issued (in respect of the Tranche 2 Placement Shares) with a one for one free attaching option ("**Attaching Options**") with an exercise price of $0.18 and a maturity date of two years from the date of issue, subject to shareholder approval per Resolution 3 below ("**Attaching Options**").

The Placement represented a 22.6% discount to the last closing price of the Company's shares on 17 November 2025 and a 28.2% discount to the 15-day VWAP.

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the Company in any 12-month period (subject to certain exceptions).

ASX Listing Rule 7.4 allows an issue of securities to be subsequently approved by shareholders and treated as having been made with approval of shareholders for the purpose of ASX Listing Rule 7.1. The Company is seeking subsequent shareholder approval of the issue of the Tranche 1 Placement Shares pursuant to ASX Listing Rule 7.4.

All of the Tranche 1 Placement Shares being the subject of this resolution are ordinary fully paid shares which rank equally with all of the Company's existing ordinary fully paid shares and are quoted on the ASX. The Tranche 1 Placement Shares were issued at A$0.12 per share.

1.2 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

Information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- the Tranche 1 Placement Shares were issued to professional and sophisticated investors. The recipients were identified through a bookbuild process, which involved Alpine Capital Pty Ltd (**Alpine**) and SP Corporate Advisory Pty Ltd (**Spark Plus**) seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- 21,581,587 Tranche 1 Placement Shares were issued and the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued under the same terms and conditions as the Company's existing Shares;
- the Tranche 1 Placement Shares were issued 1 December 2025;
- the issue price was $0.12 per share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- the purpose of the issue was to raise capital to fund:
  - acceleration of the sales and marketing programmes for the Company's product lines already on market, the NervAlign® Nerve Cuff and EmpliQ ranges;
  - ongoing development of new products that the Company is planning to bring to market, including its range of nerve conduit products and its nerve guide matrix product;
  - strengthening of the Company's sales team; and
  - working capital.
- the Tranche 1 Placement Shares were not issued under an agreement.

Voting Exclusion Statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution 1 by or on behalf of a person or persons who participated in the Placement or is counterparty to the agreement being approved (namely those who participated in the Placement) or an associate if that person or those persons.

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

- a person as a 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 the 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.

RESOLUTION 2 – APPROVAL TO ISSUE 5,085,080 TRANCHE 2 PLACEMENT SHARES

2.1 General

As noted at Resolution 1, the Company announced the Placement to the ASX on 20 November 2025, and this resolution seeks the approval to the issue of 5,085,080 new fully paid ordinary shares in relation to the Tranche 2 Placement that raised $610,209 before costs (the "**Tranche 2 Placement**").

The Placement represented a 22.6% discount to the last closing price of the Company's shares on 17 November 2025 and a 28.2% discount to the 15-day VWAP.

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the Company in any 12-month period (subject to certain exceptions).

All of the Tranche 2Placement Shares being the subject of this resolution are ordinary fully paid shares which rank equally with all of the Company's existing ordinary fully paid shares and are quoted on the ASX. The Placement Shares will be issued at A$0.12 per share.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 2Placement Shares.

If Resolution 2 is not passed, the Tranche 2 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 2 Placement Shares.

2.3 Information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- the Tranche 2 Placement Shares will be issued to professional and sophisticated investors. The recipients were identified through a bookbuild process, which involved Alpine and Spark Plus seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- 5,085,080 Tranche 2 Placement Shares are all fully paid ordinary shares in the capital of the Company issued under the same terms and conditions as the Company's existing Shares;
- the Tranche 2 Placement Shares will be issued on 7 January 2026;
- the issue price was $0.12 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- the purpose of the issue was to raise capital to fund:
  - acceleration of the sales and marketing programmes for the Company's product lines already on market, the NervAlign® Nerve Cuff and EmpliQ ranges;
  - ongoing development of new products that the Company is planning to bring to market, including its range of nerve conduit products and its nerve guide matrix product;
  - strengthening of the Company's sales team; and
  - working capital.
- the Tranche 2 Placement Shares will be not issued under an agreement.

2.4 Voting Exclusion Statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution 2 by or on behalf of a person or persons who participated in the Placement or is counterparty to the agreement being approved (namely those who participated in the Placement) or an associate if that person or those persons.

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

- a person as a 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 the 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.

RESOLUTION 3 – APPROVAL TO ISSUE 26,666,667 ONE FOR ONE FREE ATTACHING OPTIONS

3.1 General

As announced to the ASX on 20 November 2025 and summarised in Resolutions 1 and 2 above, subject to Shareholder approval for the purposes of ASX Listing Rule 7.1, this resolution seeks the approval to the issue of 26,666,667 options, with an exercise price of $0.18 and a maturity date of two years from the date of issue to all participants in the Placement on a one for one basis for all Placement Shares issued ("**Attaching Options**").

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the Company in any 12-month period (subject to certain exceptions). The Company is seeking shareholder approval to issue the 26,666,667 Attaching Options pursuant to ASX Listing Rule 7.1.

3.2 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Attaching Options.

3.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- the Attaching Options will be issued to the sophisticated investors who participated in the Placement;
- The Attaching Options are unlisted options;
- 26,666,667 Attaching Options to be issued on the terms and conditions as set out in the "Terms and Conditions" below;
- the Attaching Options will be issued at the earliest practicable opportunity following the date of the meeting and in any event no later than 1 month after the date of the meeting;
- the Attaching Options will be issued at a Nil issue price;
- the purpose of the issue is satisfy the Company's commitment to investors under the Placement.
- the Attaching Options are not being issued under, or to fund, a reverse takeover.

3.4 Terms and Conditions

The following is a summary of the key terms and conditions of the Attaching Options:

- **Entitlement**
  Each Attaching Options entitles the holder to subscribe for one Share upon exercise of the Attaching Option.
- **Exercise Price**
  The amount payable upon exercise of each Attaching Option is $0.18.
- **Vesting Date**
  The Attaching Options will vest immediately on the date of issue.
- **Expiry Date**
  Each Attaching Option will expire at two years from the date of issue. An Attaching Option not exercised before the Expiry Date will automatically lapse on Expiry Date.
- **Exercise Period**
  The Options are exercisable at any time and will expire on the Expiry Date.

- **Notice of Exercise**

  The Attaching Options may be exercised during the Exercise Period by notice in writing to the Company and payment of the Exercise Price for each Attaching Option being exercised in Australian Currency by means of payment acceptable to the Company.
- **Exercise Date**

  A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Attaching Option being exercised in cleared funds.
- **Consideration**

  The Attaching Options will be issued for nil cash consideration.
- **Timing of Issue of Shares on Exercise**

  Within 14 business days of the Exercise Date, the Company will:
  - issue the number of Shares required under these terms and conditions in respect of the number of Attaching Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with the ASX a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - admit the Shares to the official list of the ASX at the time and apply for quotation on ASX of Shares issued pursuant to the exercise of the Attaching Options.
- **Shares Issued on Exercise**

  Shares issued on exercise of the Attaching Options rank equally with the then issued shares of the Company
- **Reconstruction of Capital**

  If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Riles at the time of reconstruction.
- **Participation in New Shares**

  There are no participation rights or entitlements inherent in the Attaching Options and holders will not be entitled to participate in new shares of capital offered to Shareholders during the currency of the Attaching Options without exercising the Attaching Options.
- **Change in Exercise Price**

  An Attaching Options does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Attaching Option can be exercised.
- **Transferability**

  The Attaching Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under the applicable Australian securities laws.

3.5 Voting Exclusion Statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution 3 by or on behalf of a person or persons who participated in the Placement or is counterparty to the agreement being approved (namely those who participated in the Placement) or an associate if that person or those persons.

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

- a person as a 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 the 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.

RESOLUTION 4 – APPROVAL TO ISSUE 4,000,000 LEAD MANAGER OPTIONS

4.1 General

As announced to the ASX on 20 November 2025 the Company completed a capital raising to new and existing professional and sophisticated investors via an Issue of Placement Shares, with Alpine Capital Pty Ltd ("Alpine) and SP Corporate Advisory Pty Ltd ("Spark Plus") or ("**Joint Lead Managers**") acting as Joint Lead Managers to the Placement.

In accordance with the mandate between the Company and the Joint Lead Managers, in addition to a cash completion fee, the Joint Lead Managers are to receive 4,000,000 Options ("**Lead Manager Options**"), subject to the Company's capacity to issue new securities.

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the Company in any 12-month period (subject to certain exceptions). The Company is seeking subsequent shareholder approval of the issue of Lead Manager Options pursuant to ASX Listing Rule 7.1.

4.2 Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Lead Manager Options will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Lead Manager Options.

If Resolution 4 is not passed, the Lead Manager Options will be included in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively decreasing the number of equity securities that the Company can issue without shareholder approval over the 12-month period following the date of issue of the Lead Manager Options.

4.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- the Lead Manager Options will be issued to Alpine Capital Pty Ltd ("Alpine") and SP Corporate Advisory Pty Ltd ("Spark Plus") and/or their nominees or associates;
- 4,000,000 Lead Manager Options will be issued on the terms and conditions as set out in the "Terms and Conditions" below;
- the Lead Manager Options will be issued as soon as practicable following Shareholder approval;
- the Company has not and will not receive any other consideration for the issue of Lead Manager Options (other than in respect of funds received on exercise of the Lead Manager Options);
- the purpose of the issue of the Lead Manager Options was to satisfy the consideration owed to Alpine and Spark Plus for provision of services to the Company under the mandate letter; and
- the Lead Manager Options will be issued under a mandate letter between the Company and the Lead Manager otherwise containing conventional terms for a placement to sophisticated and institutional investors, including that:
  - A 6% completion fee plus GST, was payable in cash to the Lead Manager, on all money raised via the placement;
  - 4,000,000 options with a term of 3 years and an exercise price of 100% above the Offer price are to be issued to the Joint Lead Managers; and
  - The Lead Manager Options will be split between Alpine and Spark Plus, and/or their nominees or associates.

4.4 Terms and Conditions

The following is a summary of the key terms and conditions of the Lead Manager Options:

- **Entitlement**
  Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.
- **Exercise Price**
  The amount payable upon exercise of each Lead Manager Option is $0.24, being 100% above the Offer price.
- **Vesting Date**
  The Lead Manager Options will vest immediately upon their date of issue.
- **Expiry Date**
  Each Lead Manager Option will expire at 5.00pm (Australian Eastern time) on the third anniversary of their date if issue. A Lead Manager Option not exercised before the Expiry Date will automatically lapse on Expiry Date.
- **Exercise Period**
  The Lead Manager Options are exercisable at any time and will expire on the Expiry Date.
- **Notice of Exercise**
  The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company and payment of the Exercise Price for each Lead Manager Option being exercised in Australian Currency by means of payment acceptable to the Company.
- **Exercise Date**
  A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Lead Manager Option being exercised in cleared funds.
- **Consideration**
  The Lead Manager Options will be issued for nil cash consideration.
- **Timing of Issue of Shares on Exercise**
  Within 14 business days of the Exercise Date, the Company will:
  - issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with the ASX a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - admit the Shares to the official list of the ASX at the time and apply for quotation on ASX of Shares issued pursuant to the exercise of the Unlisted Options.
- **Shares Issued on Exercise**
  Shares issued on exercise of the Lead Manager Options rank equally with the then issued shares of the Company.
- **Reconstruction of Capital**
  If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Riles at the time of reconstruction.
- **Participation in New Shares**
  There are no participation rights or entitlements inherent in the Lead Manager Options and holders will not be entitled to participate in new shares of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.
- **Change in Exercise Price**
  A Lead Manager Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Lead Manager Option can be exercised.

- **Transferability**
  The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under the applicable Australian securities laws.

4.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

4.6 Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

a) Alpine Capital Pty Ltd;
b) Spark Plus Pte Ltd;
c) any other person who participated in the issue or is a counterparty to the agreement being approved; or
d) any Associates of those persons listed above.

However, the Company need not disregard a vote if:

i. 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
ii. it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chair decides; or
iii. 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.

DISCLOSURE

The Company considers this Explanatory Memorandum to contain all material information known to it that could reasonably be required by Shareholders in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

GLOSSARY

$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Annual General Meeting or **Meeting** or **AGM** means the meeting convened by the Notice.

Annual Financial Report means the 2025 annual report of the Company containing the financial report for the period ended 30 June 2025, a copy of which was lodged by the Company by way of Appendix 4E with ASX on 29 August 2025.

Associate has the meaning given to it in the Corporations Act.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of William Buck Audit (Vic) Pty Ltd dated 29 August 2025 as included in the Annual Financial Report.

Automic means Automic Registry Services, being the share register for the Company.

Board means the current board of directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the chair of the Meeting.

Closely Related Party of a member of 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 Act 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means ReNerve Limited (ACN 614 848 216).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum mean the explanatory memorandum accompanying this Notice.

General Meeting or **Meeting** or **GM** means the meeting convened by the Notice.

Incentive Options means the Securities that may be granted by the Company pursuant to the terms of the Plan, being the subject of Resolutions 3 - 4.

Key Management Personnel or **KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

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

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Plan means the Company's Performance Rights and Option Plan, being the subject of Resolution 11.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Relevant Interest has the meaning given to it in the Corporations Act.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2025 AGM if 25% of votes are cast against the adoption of the Remuneration Report at both the Meeting and the 2025 AGM.

Spill Resolution means a resolution required to be put to Shareholders at the 2025 AGM if 25% of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

ReNerve Limited | ABN 23 614 848 216

Your proxy voting instruction must be received by **10:00am (AEDT) on Saturday, 03 January 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

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

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

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

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

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

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

Lodging your Proxy Voting Form:

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

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of ReNerve Limited, to be held virtually at **10:00am (AEDT) on Monday, 05 January 2026** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

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

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	RATIFICATION OF PRIOR ISSUE OF 21,581,587 TRANCHE 1 PLACEMENT SHARES	☐	☐	☐
2	APPROVAL TO ISSUE 5,085,080 TRANCHE 2 PLACEMENT SHARES	☐	☐	☐
3	APPROVAL TO ISSUE 26,666,667 ONE FOR ONE FREE ATTACHING OPTIONS	☐	☐	☐
4	APPROVAL TO ISSUE 4,000,000 LEAD MANAGER OPTIONS	☐	☐	☐

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

AUTOMIC

RNV