

2026 Annual General Meeting of Shareholders

SYDNEY: Provaris Energy Ltd (ASX.PV1, **Provaris**, or the Company) hereby provides notice that the 2026 Annual General Meeting (**Meeting**) of shareholders of the Company will be held at 10.00am (AEDT) on Friday, 27 November 2026, at Quay Quarter Tower, Level 14, 50 Bridge St, Sydney NSW 2000 (offices of Johnson Winter Slattery).

Please find attached:

- Shareholder letter, regarding the Meeting material, which will be sent by post to those shareholders who have not chosen to receive notices by email;
- Notice of Meeting; and
- Sample Proxy Form. A personalised proxy form will be attached to your shareholder letter.

Details on how to vote and attend the Meeting are included in the Notice of Meeting.

- END -

This announcement has been authorised for release by the Company Secretary of Provaris Energy Ltd.

For further information please contact:

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ASX.PV1



@ProvarisEnergy



Provaris Energy Ltd.



info@provaris.energy

Sydney, Australia | Oslo, Norway



Provaris InvestorHub

We encourage shareholders and potential investors to utilise our InvestorHub for any enquiries regarding this announcement or other areas related to Provaris. This platform offers an opportunity to submit questions, share comments, and view video summaries of all announcements, media and relevant industry publications.

To access Provaris InvestorHub please scan the QR code or visit

<https://investors.provaris.energy/>



About Provaris Energy

Provaris Energy Ltd (ASX: PV1) is advancing innovative Compressed Hydrogen (H₂) and Carbon Dioxide (CO₂) storage and transport solutions through proprietary tank designs for storage maritime gas carriers, and integrated supply chain development. Focused on simplicity, efficiency and scalability, Provaris enables regional supply chains that support the global energy transition. www.provaris.energy



26 October 2026

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of Shareholders of Provaris Energy Ltd (ACN 109 213 470) will be held in person at the offices of **Johnson Winter Slattery, Quay Quarter Tower, Level 14/50 Bridge Street, Sydney NSW 2000** at 10.00am (AEDT) on Friday, 27 November 2026.

IMPORTANT NOTICE REGARDING ATTENDANCE AT MEETING

Participation in the Meeting is by attendance only at Quay Quarter Tower, Level 14, 50 Bridge St, Sydney NSW 2000 (there will be no virtual meeting link).

Shareholders who wish to vote should do so by:

- (1) attending the Meeting and casting a vote at the Meeting; or
- (2) appointing the Chair (or another person) as their proxy by completing and returning the proxy form; and where desired directing the Chair (or other person) how to vote on each Resolution; or
- (3) voting online at www.investorvote.com.au.

MEETING PARTICIPATION

- (1) Shareholders will be able to participate in the Meeting by attendance at 10.00am (AEDT) on Friday, 27 November 2026, at Quay Quarter Tower, Level 14, 50 Bridge St, Sydney NSW 2000.
- (2) Even if you plan to attend the Meeting, the Directors encourage you to submit your proxy vote or vote online as early as possible to ensure that your vote will be counted, if for any reason you cannot attend on the day of the Meeting.
- (3) Voting on all Resolutions will be conducted by poll.

HOW TO ASK QUESTIONS

Shareholders will be given an opportunity to ask questions at the Meeting (at times specified by the Chair), however, we welcome questions from Shareholders prior to the Meeting. Questions should be relevant to the business of the Meeting.

You can ask the Company a question before the Meeting by email to: nmarshall@provaris.energy. These questions must be received on or before 10.00am (AEDT) on Wednesday, 25 November 2026.

The Company's Managing Director or a Company representative will endeavour to answer as many of the questions as possible at the Meeting. However, there may not be sufficient time available at the Meeting to address all questions raised. The Company will generally not be sending individual replies to questions.

NOTICE OF MEETING

The Company will not be dispatching physical copies of the Notice of Meeting unless a Shareholder has specifically elected to receive a physical copy. A copy of the Notice of Meeting and sample Voting Proxy Form are attached to this letter and can be further viewed on the Company's website at <https://investors.provaris.energy/announcements>

In addition, a complete copy of the Meeting Materials has been posted on the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "PV1".

The Notice of 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 in obtaining a copy of the Notice of Meeting or any related document please contact the Company Secretary via email at: nmarshall@provaris.energy.

ACCESS TO THE MEETING

For shareholders attending the Meeting, please check-in at the Ground Floor reception, at Quay Quarter Tower, 50 Bridge St, Sydney NSW 2000, and advise that you are attending the Provaris Energy Ltd 2026 Annual General Meeting of Shareholders (on Level 14 – Office of Johnson Winter Slattery).

VOTING

Guidance on how to vote is detailed in the Notice of Meeting.

Shareholders are encouraged to vote online prior to the Meeting at www.investorvote.com.au or by lodging their personalised proxy form in accordance with the instructions set out on the proxy form.

Yours sincerely



Norman Marshall
Company Secretary
Provaris Energy Ltd



PROVARIS ENERGY LTD
ACN 109 213 470

NOTICE OF ANNUAL GENERAL MEETING

10.00am (AEDT) on Friday, 27 November 2026

The Company will be holding the Annual General Meeting in person this year. Shareholders who wish to vote, but who do not plan to attend the Annual General Meeting in person, are encouraged to vote by appointing the Chair as their proxy (and where desired, directing the Chair how to vote on each Resolution).

Please read this document carefully.

You should read this document in its entirety before deciding whether or not to vote for or against any Resolution at the Annual General Meeting.

If you are in doubt as to how you should vote, you should seek advice from your professional advisers prior to voting.

If you are unable to attend the Meeting, please complete and return your proxy form in accordance with the specified instructions.

Notice is hereby given that the Annual General Meeting of Shareholders of Provaris Energy Ltd (ACN 109 213 470) will be held in person at the offices of **Johnson Winter Slattery, Quay Quarter Tower, Level 14/50 Bridge Street, Sydney NSW 2000** at 10.00am (AEDT) on Friday, 27 November 2026.

The Company strongly encourages all Shareholders who wish to vote to do so by:

- (1) attending the Meeting at the address specified above and voting in person or by attorney, or in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- (2) appointing the Chair (or another person) as their proxy by completing and returning the proxy form (and where desired, directing the Chair how to vote on each Resolution).

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded.

Even if you plan to attend the Meeting in person, the Directors encourage you to submit your proxy vote as early as possible to ensure that your vote will be counted if for any reason you cannot participate on the day of the Meeting.

Voting on all Resolutions will be conducted by poll.

HOW TO ASK QUESTIONS

Shareholders will be given an opportunity to ask questions at the Meeting (at times specified by the Chair), however, we welcome questions from Shareholders before the Meeting. Questions should be relevant to the business of the Meeting.

You can ask the Company a question prior to the Meeting by email to: nmarshall@provaris.energy. These questions (if of a general nature) must be received on or before 10.00am (AEDT) on Wednesday, 25 November 2026.

If you have a question that you wish to submit in writing in relation to the content of the auditor's report or the conduct of the audit of the annual financial report to be considered at the AGM, those written questions must be received by 10.00am (AEDT) on Friday, 20 November 2026. The Company's Managing Director or a Company representative will endeavour to answer as many of the frequently asked questions as possible at the Meeting. However, there may not be sufficient time available at the Meeting to address all questions raised. The Company will not be sending individual replies.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026, together with the Directors' report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026 be adopted.”

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

Voting Exclusion Statement:

To the extent required by section 250R of the Corporations Act, votes must not be cast (in any capacity) on this Resolution by or on behalf of either of the following persons:

- (a) a member of the Company's key management personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above (the “voter”) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraph (a) or (b) above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) 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 Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

2. RESOLUTION 2 – RE-ELECTION OF MR ANDREW PICKERING AS DIRECTOR

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

“That Mr Andrew Pickering, who retires in accordance with clause 14.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue (or agree to issue) up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

As set out in Listing Rule 7.3A.7, a voting exclusion in respect of an approval under Listing Rule 7.1A is only required if, at the time of dispatching the Notice, the entity is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. As the Company is not proposing to make an issue of Equity Securities under that Listing Rule at the time of dispatching the Notice, no voting exclusion statement is required for this Resolution.

4. RESOLUTION 4 – RATIFICATION OF PREVIOUS ISSUE OF SHARES TO WHITEHALL CAPITAL HOLDINGS PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,000,000 Shares to Whitehall Capital Holdings Pty Ltd, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Whitehall Capital Holdings Pty Ltd or any of its associates (as defined in the Listing Rules).

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

5. RESOLUTION 5 – RATIFICATION OF PREVIOUS ISSUE OF WHITEHALL OPTIONS TO WHITEHALL CAPITAL HOLDINGS PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 6,000,000 Whitehall Options to Whitehall Capital Holdings Pty Ltd, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Whitehall Capital Holdings Pty Ltd or any of its associates (as defined in the Listing Rules).

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

6. RESOLUTION 6 – RATIFICATION OF PREVIOUS ISSUE OF CONVERTIBLE NOTES TO WHITEHALL CAPITAL HOLDINGS PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 120 Convertible Notes to Whitehall Capital Holdings Pty Ltd, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Whitehall Capital Holdings Pty Ltd or any of its associates (as defined in the Listing Rules).

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

7. RESOLUTION 7 – ISSUE OF ATTACHING OPTIONS TO SPP PARTICIPANTS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 75,583,384 Attaching Options to the SPP Participants, for the purposes and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a 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 any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

8. RESOLUTION 8 – ISSUE OF ATTACHING OPTIONS TO MR MARTIN CAROLAN

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 208,334 Attaching Options to Mr Martin Carolan (the Managing Director of the Company) or his associate that is an Eligible Shareholder for the purposes of the SPP, for the purposes and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

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

- (a) Mr Martin Carolan (or his associate that is an Eligible Shareholder for the purposes of the SPP) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

9. RESOLUTION 9 – ISSUE OF ATTACHING OPTIONS TO MR ANDREW PICKERING

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 416,667 Attaching Options to Mr Andrew Pickering (a Director of the Company) or his associate that is an Eligible Shareholder for the purposes of the SPP, for the purposes and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

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

- (a) Mr Andrew Pickering (or his associate that is an Eligible Shareholder for the purposes of the SPP) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

CHAIR AND CHAIR'S VOTING INTENTIONS FOR UNDIRECTED PROXIES

It is proposed that Mr Andrew Pickering will chair the Meeting. It is the Chair's intention to vote undirected proxies (i.e. open proxies) which he holds as proxy in favour of all Resolutions. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made.

SNAPSHOT DATE

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the date to determine who the Shareholders in the Company are for the purposes of the Meeting is **7.00pm (AEDT) on Wednesday, 25 November 2026**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Holders of Options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company to allow sufficient time for the Shares to be issued by the Company before the above time and date.

VOTING BY PROXY

If you wish to appoint a person as your proxy, please complete and return the proxy form in accordance with the instructions on the proxy form or appoint a proxy online via www.investorvote.com.au. A proxy need not be a Shareholder.

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body may exercise (either as a shareholder or as a proxy) at a meeting of a company's shareholders in accordance with section 250D of the Corporations Act. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The form of appointment, including any authority under which it is signed, must be received by the Company's share registry by no later than the commencement of the Meeting, unless it has previously been given to the Company. An appointment of corporate representative form is available at <https://www-au.computershare.com/Investor/#Help/PrintableForms>.

If you are entitled to cast 2 or more votes, you are entitled to appoint up to 2 proxies to attend the Meeting and vote on your behalf, and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy, and require that:

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

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (AEDT) on Wednesday, 25 November 2026. Any proxy form received after that time will not be valid for the scheduled Meeting.

Online At: www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited
GPO Box 242
Melbourne, VIC 3001

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian Voting For Intermediary Online subscribers only (custodians) please visit
www.intermediaryonline.com to submit your voting intentions

VOTING PROHIBITION BY PROXY HOLDERS

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if the person is either a member of the key management personnel of the Company or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the proxy form (including via an online voting facility) you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of key management personnel.

OTHER

Capitalised terms used in this Notice have the meaning given to them in the Glossary.

Dated: 26 October 2026

By order of the Board



Norman Marshall

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders to understand information in relation to the business to be put to Shareholders at the forthcoming Annual General Meeting.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting. Please refer to the Glossary for definitions of capitalised terms in the Notice of Annual General Meeting and Explanatory Statement.

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the following reports in respect of the year ended 30 June 2026 to be laid before the Meeting:

- (a) the annual financial report, including the Company's financial statements; and
- (b) the reports of the Directors and auditors.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the statements or reports.

Each of these reports are contained in the Company's 2026 Annual Report which has been sent to Shareholders and which is available on its website at <https://www.provaris.energy/investor-centre#reports>.

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the auditor's report and the conduct of the audit of the financial report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2026 is set out in the Directors' Report on pages 14 to 23 of the Company's 2026 Annual Report which was released to the market on 28 August 2026.

The Remuneration Report sets out the Company's remuneration arrangements for Executive and Non-Executive Directors and executive employees of the Company.

Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and the Resolution itself does not bind the Directors or the Company. However, whilst the Resolution itself does not bind the Directors or the Company, if at least 25% of the votes cast on Resolution 1 are against the Resolution in two consecutive years, starting at this 2026 Annual General Meeting, 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 the Company's Directors (other than the Managing Director) must stand for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1.

RESOLUTION 2 – RE-ELECTION OF MR ANDREW PICKERING AS DIRECTOR

Resolution 2 seeks the re-election of Mr Andrew Pickering as a Director.

Under the Constitution, there must be an election of Directors at every annual general meeting. No Director (other than the Managing Director) may hold office without re-election past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Accordingly, Mr Pickering, having last been elected at the 2023 annual general meeting, is required to retire at the AGM in accordance with clause 14.2 of the Company's Constitution and Listing Rule 14.4. Being eligible, Mr Pickering offers himself for re-election as a Director.

Qualifications and other material directorships

Mr Pickering holds a bachelor degree in Environmental Science from the University of Colorado and a Master of Science in Environmental Management from the University of London.

Mr Pickering has over 40 years of experience in shipping and logistics across the globe. This includes a distinguished career with Stolt-Nielsen Limited which is listed in Norway, with a market capitalisation of ~2 billion USD, and provides transportation, storage, and distribution solutions for chemicals and other bulk-liquid products worldwide.

More recently, Mr Pickering led the development of an integrated global energy supply business as founding CEO of Avenir LNG Limited. Avenir LNG Limited, initially a joint venture between Stolt-Nielsen, Golar LNG and Hoegh LNG, is now a publicly listed company on the OTC exchange in Norway and provides LNG supply solutions for off-grid industry, power generation, marine bunkering and the transport industry, including the construction of new small-scale LNG vessels and an LNG terminal.

Mr Pickering retired as CEO of Avenir LNG Limited in late 2019, and has held no other directorships of listed companies in the three years prior to the date of this Notice.

Independence

Mr Pickering has served as a Director since 1 February 2021 and, as at the date of this Notice, has been a Director of the Company for approximately 5 years and 8 months.

The Board considers that Mr Pickering qualifies as an independent Director and that his independence has not been impaired during his current tenure.

Board recommendation

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Pickering) unanimously resolved that Mr Pickering's distinct set of skills and experience, including as stated above, are of obvious and on-going benefit to the Board.

The Board (excluding Mr Pickering) supports the re-election of Mr Pickering and unanimously recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A, an eligible entity may seek shareholder approval, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Therefore, Resolution 3 must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

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 currently an eligible entity for these purposes.

Shareholder approval sought

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval (**10% Placement Facility**).

If Resolution 3 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 Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in 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.

Information required by Listing Rule 7.3A

Listing Rule 7.3A requires the following specific information to be provided in relation to this Resolution:

- (a) Shareholder approval of the 10% Placement Facility will be valid from the date of the Meeting to the first to occur of the following:
 - (i) the date that is 12 months after the date of this Meeting;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the time and date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of the main undertaking).
- (b) The Equity Securities will be issued for a cash consideration per security of not less than 75% of the VWAMP 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 Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The Company may seek to issue Equity Securities under the 10% Placement Facility to raise funds for the acquisition of new assets and investments (including expenses associated with such an acquisition), costs associated with the design and development of its proprietary containment tanks and vessels for the storage (onshore and barges) and marine transportation of gases (including, without limitation, hydrogen and carbon dioxide), project feasibility studies and ongoing project development, and/or for general working capital purposes.
- (d) If this Resolution is approved by Shareholders at the Meeting and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic interest may be diluted if the Equity Securities are issued at a discount. Further, the existing Shareholders' voting power in the Company will be diluted by up to 9.09% if all of the Listing Rule 7.1A capacity is used. 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 Equity Securities than on the date of Shareholder approval at the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities and also on the Company's Share price post issue of the Equity Securities.

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

The table also shows:

- (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. 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 entitlement offer or Shares issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by Shareholders; and
- (iv) two examples where the issue price of Shares has changed – in one example it has decreased by 50% and in another it has increased by 50% against the current Share price (which, for the purposes of this table, is \$0.005 being the closing price of the Shares on ASX as at 19 October 2026).

Number of Shares on issue (Variable 'A' in ASX Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.0025 50% decrease in Issue Price	\$0.0050 Issue Price	\$0.0075 50% increase in Issue Price
Current Variable A	Number of Shares that could be issued under 10% Placement Facility	142,498,735	142,498,735	142,498,735
	Funds that could be raised	\$356,247	\$712,494	\$1,068,741
50% increase in Variable A	Number of Shares that could be issued under 10% Placement Facility	213,748,103	213,748,103	213,748,103
	Funds that could be raised	\$534,370	\$1,068,741	\$1,603,111
100% increase in Variable A	Number of Shares that could be issued under 10% Placement Facility	284,997,470	284,997,470	284,997,470
	Funds that could be raised	\$712,494	\$1,424,987	\$ 2,137,481

The table has been prepared on the following assumptions:

1. The Company has 1,424,987,351 issued Shares as at the date of this Notice (and that Variable "A" is 142,498,735). This also assumes that all ratification resolutions are passed at the Meeting.
 2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 3. In each case, an issue of the maximum number of Shares under the 10% Placement Facility would dilute the Shareholders as at the date immediately prior to the issue by up to 9.09%. For example, based on the current number of Shares on issue as at the date of this Notice, existing Shareholders would have 1,424,987,351 votes out of a total post-issue number of 1,567,486,086 Shares, representing 90.91% of the post-issue total number of Shares (or a dilution of 9.09%).
 4. The table does not show the economic dilution that may be caused to a particular Shareholder's shareholding by reason of placements under the 10% Placement Facility.
 5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity pursuant to Listing Rule 7.1.
 6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares (although the Company also has convertible securities on issue as at the date of this Notice).
 7. The base issue price is assumed to be \$0.005 (being the closing price of the Shares on ASX on 19 October 2026) rather than being based on the 15 trading day VWAMP.
 8. No convertible securities are exercised before the issue of Equity Securities under the 10% Placement Facility.
- (e) The Company's allocation policy for issues of new Shares under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, without limitation, the following factors:
- (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate and other forms of equity and debt financing;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Any potential allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates (as defined in the Listing Rules) of a related party of the Company.

- (f) The total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 month period preceding the date of the Meeting is 191,003,829 Shares, which represents approximately 22% of the total number of Equity Securities on issue at the commencement of that 12 month period (assuming no Equity Securities are issued between the date of this Notice and the date of the Meeting). In relation to the issue of 191,003,829 Shares under Listing Rule 7.1A.2 in the last 12 months, please note that:
- (i) the issue of 29,230,769 Shares pursuant to the Company's capacity under Listing Rule 7.1A was ratified by Shareholders at a general meeting of the Company held on 19 March 2026;
 - (ii) the issue of 57,623,838 Shares pursuant to the Company's capacity under Listing Rule 7.1A was ratified by Shareholders at a general meeting of the Company held on 12 June 2026; and
 - (iii) the issue of 104,149,222 Shares pursuant to the Company's capacity under Listing Rule 7.1A was ratified by Shareholders at a general meeting of the Company held on 3 September 2026.
- (g) Details of all Equity Securities issued or agreed to be issued under Listing Rule 7.1A by the Company in the 12 months preceding the date of the Meeting are set out below (as at 19 October 2026):

Issue #1	
Date of issue or agreement to issue	23 December 2025 (date of issue).
Number issued and class of security issued	29,230,769 fully paid ordinary shares.
Names of persons who the Company issued or agreed to issue securities to or basis on which those persons were identified or selected	The Shares were issued to professional and sophisticated investors, none of whom were material investors whose identities are required to be disclosed under ASX Guidance Note 21. Some of the investors were existing Shareholders of the Company and the others were introduced to the Company by Ethicus Advisory Partners, who acted as Lead Manager to the placement.
Price	\$0.013 per Share.
Discount (if any) that the issue price represented to the closing market price on the date of issue or agreement to issue	No discount (as the closing price on the date of issue was also \$0.013 per Share).
Total cash consideration received or to be received	\$380,000 (before costs) (received).
Amount of cash consideration spent	\$380,000

Use of Cash Consideration	Funds raised were applied to the following purposes: • fabrication and testing of the Company's proprietary prototype hydrogen tank; • advancement of the liquid CO₂ tank joint venture with Yinson Production AS, including FEED and engagement with a leading marine Classification Society for class approval; • project-related operating costs and business development activities; and • general working capital purposes.
Intended use for remaining amount of cash (if any)	There are no remaining funds from this issue.

Issue #2	
Date of issue or agreement to issue	11 March 2026 (date of issue)
Number issued and class of security issued	57,623,838 fully paid ordinary shares.
Names of persons who the Company issued or agreed to issue securities to or basis on which those persons were identified or selected	The Shares were issued to institutional, sophisticated and professional investors, none of whom were material investors whose identities are required to be disclosed under ASX Guidance Note 21. Some of the investors were existing Shareholders of the Company and the others were introduced to the Company by Ethicus Advisory Partners and Sharewise Capital, the Joint Lead Managers and Bookrunners to the placement.
Price	\$0.01 per Share.
Discount (if any) that the issue price represented to the closing market price on the date of issue or agreement to issue	No discount (as the closing price on the date of issue was also \$0.01 per Share).
Total cash consideration received or to be received	\$576,238.38 (received).
Amount of cash consideration spent	\$576,238.38
Use of Cash Consideration	Funds raised were applied to the following purposes: • the Company's 2026 work program, which includes: ○ the Company's proprietary hydrogen prototype tank and Class Approval program, including operating costs for the Company's Robotic Innovation Centre in Norway; and ○ execution of the liquid CO₂ tank development program and Class Approval in partnership with Yinson, including ongoing development of new partners and product development; and • general working capital purposes to support ongoing business development and corporate costs.
Intended use for remaining amount of cash (if any)	There are no remaining funds from this issue.

Issue #3	
Date of issue or agreement to issue	26 June 2026 (date of issue)
Number issued and class of security issued	104,149,222 fully paid ordinary shares.
Names of persons who the Company issued or agreed to issue securities to or basis on which those persons were identified or selected	The Shares were issued to sophisticated and professional investors, none of whom were material investors whose identities are required to be disclosed under ASX Guidance Note 21. Some of the investors were existing Shareholders of the Company and the others were introduced to the Company by GBA Capital (Sole Lead Manager of the placement) and Ethicus Advisory Partners and Sharewise Capital (the Co-Managers to the placement).
Price	\$0.0077 per Share.
Discount (if any) that the issue price represented to the closing market price on the date of issue or agreement to issue	No discount. The Shares were issued at a premium (as the closing price on the date of issue was \$0.0065 per Share).
Total cash consideration received or to be received	\$801,949.01 (received).
Amount of cash consideration spent	~\$400,000
Use of Cash Consideration	Funds raised were applied to: - the technical milestones that underpin the Company's strategy, including: - the Company's Robotic Proprietary Innovation Centre in Norway, including fabrication and testing of the H₂ prototype tank and LCO₂ tank components; and - continuing the LCO₂ tank development program in partnership with Yinson; and - strengthening working capital to support business development, existing partnerships and corporate activity.
Intended use for remaining amount of cash (if any)	As immediately above.

(h) A voting exclusion statement is not required for the reasons set out in the Notice.

Board recommendation

The Board believes that the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months without Shareholder approval. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolution 3.

RESOLUTIONS 4 AND 5– RATIFICATION OF PREVIOUS ISSUES OF SHARES AND OPTIONS TO WHITEHALL CAPITAL HOLDINGS PTY LTD

Background to Whitehall Capital Raising

On 28 September 2026, the Company announced to ASX that it had entered into a two-year convertible note facility with Whitehall (**Whitehall Facility**). Whitehall is an affiliate of Wolgan Partners, an independent Australian institutional investor that provides a range of tailored capital solutions to ASX-listed small-cap companies.

Provaris entered into the Whitehall Facility to raise funds to support the next stages of Provaris' technical and commercial development programmes, including:

- Hydrogen prototype, classification approvals and commercial readiness;
- LCO2 tank engineering, approvals and commercialisation with Yinson;
- Commercial and business development; and
- General working capital.

Under the terms of the Whitehall Facility, the Company could access up to \$1.2 million in funding through the issue of unsecured convertible notes with zero coupon (**Convertible Notes**). The Whitehall Facility provided that an initial tranche of Convertible Notes with an aggregate face value of \$600,000 could be issued by Provaris, subject to the satisfaction (or waiver) of various conditions precedent. Further tranches, up to the Whitehall Facility limit, could be issued by mutual agreement of the parties. Each Convertible Note has a face value of \$5,000.

The purchase price for each tranche of Convertible Notes is 90% of its face value, and each tranche has a term of 24 months. Conversion is at Whitehall's election, at either a fixed conversion price of \$0.0102, or a market-limited variable conversion price subject to an agreed floor mechanism. Full terms and conditions of the Convertible Notes are set out in Annexure A.

It was a term of the Whitehall Facility that, at closing of the issue of the initial tranche of Convertible Notes, Provaris would issue 25,000,000 Shares and 6,000,000 Options (**Whitehall Options**). The Whitehall Options have an exercise price of \$0.013 per Whitehall Option and expire on 28 September 2029.

On 29 September 2026, the Company issued the first tranche of Convertible Notes, comprising the issue of 120 Convertible Notes (each with a face value of \$5,000). On 29 September 2026, the Company also issued 25,000,000 Shares and 6,000,000 Whitehall Options to Whitehall under the Whitehall Facility (together, the **Whitehall Securities**) to Whitehall. The Whitehall Securities were issued pursuant to the Company's available placement capacity under Listing Rule 7.1, and the issue did not require Shareholder approval.

Listing Rules 7.1, 7.1A and 7.4

Please refer to the Explanatory Statement for Resolution 3 for information about Listing Rules 7.1 and 7.1A.

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.

Shareholder approval sought

The issue of Shares and Whitehall Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, the issue of the Shares and Whitehall Options has used up part of the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolution 4, the Company seeks Shareholder approval for, and ratification of, the issue of the 25,000,000 Shares to Whitehall under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Under Resolution 5, the Company seeks Shareholder approval for, and ratification of, the issue of the 6,000,000 Whitehall Options to Whitehall under and for the purposes of Listing Rule 7.4 so as to retain

as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If either (or both) of Resolutions 4 or 5 are passed, the issue of the Whitehall Securities the subject of the Resolution passed will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, increasing the number of Equity Securities the Company can issue without further Shareholder approval under Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A) over the 12 month period following the respective dates of issue of the Whitehall Securities.

If either (or both) of Resolutions 4 or 5 are not passed, the issue of the Whitehall Securities the subject of the Resolution not passed will be included in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, and (as some of the capacity to issue further securities will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A) over the 12 month period following the respective dates of issue of the Whitehall Securities.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to Resolution 4:

- (a) The Shares were issued to Whitehall Capital Holdings Pty Ltd, who is not a related party of the Company.
- (b) 25,000,000 fully paid ordinary shares in the capital of the Company were issued.
- (c) The Shares were issued on the same terms as all other Shares already on issue.
- (d) The Shares were issued on 29 September 2026.
- (e) The Shares were issued as part of the Whitehall Facility for nil cash consideration.
- (f) The purpose of the issue of Shares was as part of the Whitehall Facility. The Shares can be applied in various ways under the Whitehall Facility, including (amongst other things) set-off against Convertible Note conversion obligations under a conversion notice or paid for at 90% of the variable conversion price at the time. Any funds received by the Company if the Shares (or the balance of Shares remaining at the time) are paid for at 90% of the variable conversion price will be used to further advance the Company's projects and for general working capital purposes.
- (g) Please refer to Annexure A for further detail on the Shares issued to Whitehall and how they can be applied under the Whitehall Facility. There are no further material terms to disclose in respect of issue of the Shares.
- (h) A voting exclusion statement in respect of this Resolution is set out in the Notice.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to Resolution 5:

- (i) The Whitehall Options were issued to Whitehall Capital Holdings Pty Ltd, who is not a related party of the Company.
- (j) A total of 6,000,000 Whitehall Options were issued to Whitehall Capital Holdings Pty Ltd.
- (k) Each Whitehall Option is exercisable at \$0.013 and expires on 28 September 2029 (being 36 months after closing of the issue of the initial tranche of Convertible Notes to Whitehall). Further terms of the Whitehall Options are set out in Annexure B.
- (l) The Whitehall Options were issued on 29 September 2026.
- (m) The Whitehall Options were issued for nil cash consideration, as the Whitehall Options were issued to Whitehall Capital Holdings Pty Ltd at no cost in connection with the Whitehall Facility. Accordingly, the Company did not raise any funds from the issue of the Whitehall Options. However, if all Whitehall Options are exercised, the Company will raise approximately \$78,000 (before costs), which will be used to further advance the Company's gas containment tank projects and for general working capital purposes.
- (n) Please refer to Annexure B, which contains a summary of the key terms of the Whitehall Options. There are no further material terms to disclose in respect of issue of the Whitehall Options.
- (o) A voting exclusion statement in respect of Resolution 5 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4 and Resolution 5.

RESOLUTION 6 – RATIFICATION OF PREVIOUS ISSUE OF CONVERTIBLE NOTES TO WHITEHALL CAPITAL HOLDINGS PTY LTD

Please refer to the information in the Explanatory Statement for Resolution 4 for background to the Whitehall Facility, and to the Explanatory Statements for Resolutions 3 and 4 for information about Listing Rules 7.1, 7.1A and 7.4.

Shareholder approval sought

The issue of the Convertible Notes to Whitehall does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Convertible Notes.

Under Resolution 6, the Company seeks Shareholder approval for, and ratification of, the issue of the Convertible Notes under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 6 is passed, the issue of the Convertible Notes (convertible into a maximum of 139,534,883 Shares), including the issue of all Shares that have been or will be issued on conversion of the Convertible Notes, will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A), increasing the number of Equity Securities the Company can issue without further Shareholder approval under Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A) over the 12 month period following the date of the issue of the Convertible Notes.

If Resolution 6 is not passed, the issue of the Convertible Notes (convertible into a maximum of 139,534,883 Shares), including any Shares that have been or will be issued on conversion of the Convertible Notes, will be included in calculating the Company's 15% limit in Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A), and (as some of the capacity to issue further securities will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A) over the 12 month period following the date of the issue of the Convertible Notes.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to this Resolution:

- (a) The Convertible Notes were issued to Whitehall Capital Holdings Pty Ltd, who is not a related party of the Company.
- (b) 120 Convertible Notes were issued in total, which are convertible into a maximum of 139,534,883 Shares. As at the date of this Notice, no Shares have been issued as a result of conversions of the Convertible Notes.
- (c) A summary of the key terms of the Convertible Notes is set out in Annexure A.
- (d) The Convertible Notes were issued on 29 September 2026.
- (e) The Convertible Notes were issued for a purchase price of \$540,000 (representing 90% of face value), less the commitment fee and Whitehall's legal costs. The Convertible Notes had an aggregate face value of \$600,000 when issued.
- (f) The Company issued the Convertible Notes under the Whitehall Facility to raise funds to support the next stages of Provaris' technical and commercial development programmes, including:
 - (i) hydrogen prototype, classification approvals, and commercial readiness;
 - (ii) LCO2 tank engineering, approvals and commercialisation with Yinson;
 - (iii) commercial and business development; and

- (iv) general working capital.
- (g) Please refer to Annexure A, which contains a summary of the key terms of the Convertible Notes. There are no further material terms to disclose in respect of issue of the Convertible Notes.
- (h) A voting exclusion statement in respect of Resolution 6 is set out in the Notice.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 – ISSUE OF ATTACHING OPTIONS TO SPP PARTICIPANTS

Background to Share Purchase Plan

On 28 September 2026, alongside the announcement of the Whitehall Facility, the Company offered existing eligible Shareholders the opportunity to participate in a share purchase plan (**SPP**) to raise \$600,000 (before costs, and with the ability to accept oversubscriptions), through the issue of new Shares (**SPP Shares**) at an issue price equal to the lower of \$0.005 and a 20% discount to the VWAMP of Provaris shares over the last five trading days in the SPP offer period, rounded down to the nearest \$0.0001 (subject to satisfying the issue price restrictions in Exception 5 of Listing Rule 7.2 and Exception 4 of Listing Rule 10.12). Eligible Shareholders were entitled to subscribe for up to \$30,000 worth of SPP Shares without incurring any brokerage, commission or transaction costs.

Subject to the Company obtaining Shareholder approval (the subject of this Resolution 7), participants in the SPP will also be entitled to receive one free attaching unlisted option for every three SPP Shares subscribed for under the SPP (**Attaching Options**). The Attaching Options will be exercisable at \$0.013 and will expire three years from the date of issue. The offer and issue of Attaching Options to SPP Participants will be made under a prospectus to be issued by the Company in due course (**Prospectus**).

As announced on 19 October 2026, the SPP closed oversubscribed and, as announced on 21 October 2026, a total of 228,625,000 SPP Shares were issued to eligible Shareholders (**SPP Participants**) to raise a total of \$914,500 under the SPP (before costs). The SPP Shares were issued in reliance on Exception 5 of Listing Rule 7.2 and Exception 4 of Listing Rule 10.12, and accordingly did not use any of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A.

Listing Rule 7.1

Please refer to the information in the Explanatory Statement for Resolution 3 for information about Listing Rule 7.1.

Shareholder approval sought

The issue of Attaching Options to the SPP Participants is conditional on, and requires, the approval of Shareholders under Listing Rule 7.1. The agreement to issue the Attaching Options to the SPP Participants did not fit within any of the other exceptions to Listing Rule 7.1.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 75,583,384 Attaching Options to SPP Participants that are not related parties of the Company.

If Resolution 7 is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, increasing the number of Equity Securities the Company can issue without further Shareholder approval under Listing Rule 7.1 (and its combined 25% limit under Listing Rules 7.1 and 7.1A) over the 12 month period following the issue of the Attaching Options.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Attaching Options to the above SPP Participants. The Company will also withdraw Resolutions 8 and 9 from the Meeting if Resolution 7 is not passed.

Note that Resolution 7 does not, itself, permit the issue of Attaching Options to Directors or their associates to the extent that they are SPP Participants (and that approval is sought under Resolutions 8 and 9 below).

Information required by Listing Rule 7.3

Listing Rule 7.3 requires the following specific information to be provided in relation to this Resolution:

- (a) Attaching Options will be issued to SPP Participants. SPP Participants were those Shareholders with a registered address in Australia or New Zealand as at 7.00pm (AEST) on 25 September 2026 who applied for and were issued SPP Shares under the SPP. See Resolutions 8 and 9 in relation to the Shareholder approval required for those Directors who participated in the SPP and have applied for SPP Shares.
- (b) A maximum of 75,583,384 Attaching Options will be issued, exercisable into 75,583,384 Shares. For the avoidance of doubt, this does not include any Attaching Options issued to Directors under Resolutions 8 and 9.
- (c) The Attaching Options are a new class of Equity Security. The Attaching Options will be exercisable at \$0.013 and will expire three years from the date of issue. Further terms and conditions of the Attaching Options are set out in Annexure C.
- (d) Subject to receipt of Shareholder approval, it is expected that the Attaching Options will be issued to SPP Participants on or about 16 December 2026, and in any event within 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (e) The Attaching Options will be issued for nil cash consideration, as they are being issued as free attaching options to the SPP Participants, on the basis of one Attaching Option for every three SPP Shares subscribed for and issued under the SPP. Accordingly, the Company will not raise any funds from the issue of the Attaching Options.
- (f) The purpose of the issue of the Attaching Options is that it forms part of the broader offer under the SPP. While no funds will be raised from the issue of the Attaching Options, if all Attaching Options are exercised, the Company will raise approximately \$982,584 (before costs), which will be used to further advance the Company's gas containment tank projects and for general working capital purposes.
- (g) Please refer to Annexure C, which contains a summary of the key terms and conditions of the Attaching Options. There are no further material terms to disclose in respect of issue of the Attaching Options.
- (h) A voting exclusion statement in respect of Resolution 7 is set out in the Notice.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

RESOLUTIONS 8 AND 9 – ISSUE OF ATTACHING OPTIONS TO DIRECTORS

Please refer to the information in the Explanatory Statement for Resolution 7 for background to the SPP and the Attaching Options.

Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to (among others) a related party or an associate (as defined in the Listing Rules) unless it obtains the approval of its shareholders. A "related party" includes a director.

General

The following Directors (or their associates) subscribed for SPP Shares under the SPP, which entitles them to receive Attaching Options:

Director	SPP Subscription Amount	SPP Shares issued	Attaching Options entitlement
Martin Carolan (Managing Director and CEO) and/or his associate that is an Eligible Shareholder under the SPP (Carolan Shareholder)	\$2,500	625,000	208,334
Andrew Pickering (Non-Executive Director) and/or his associate that is an Eligible Shareholder under the SPP (Pickering Shareholder)	\$5,000	1,250,000	416,667
TOTAL	\$7,500	1,875,000	625,001

The issue of SPP Shares to the Directors (or their associates) falls within Exception 4 of Listing Rule 10.12, which allowed the Company to issue the SPP Shares to the Directors (or their associates) without Shareholder approval.

However, the issue of Attaching Options to the Directors (or their associates) does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, the issue of Attaching Options to the Carolan Shareholder and the Pickering Shareholder (**Director Option Issues**) requires the approval of Shareholders under Listing Rule 10.11.

Shareholder approval sought

Resolution 8 seeks the required Shareholder approval under Listing Rule 10.11 to the issue of Attaching Options to the Carolan Shareholder. The Carolan Shareholder paid \$2,500 for their SPP Shares as an eligible Shareholder under the SPP, and Resolution 8 seeks Shareholder approval to enable the Carolan Shareholder to be issued the Attaching Options on the same terms as all unrelated SPP Participants.

Resolution 9 seeks the required Shareholder approval under Listing Rule 10.11 to the issue of Attaching Options to the Pickering Shareholder. The Pickering Shareholder paid \$5,000 for their SPP Shares as an eligible Shareholder under the SPP, and Resolution 9 seeks Shareholder approval to enable the Pickering Shareholder to be issued the Attaching Options on the same terms as all unrelated SPP Participants.

Resolutions 8 and 9 seek the required Shareholder approval to the Director Option Issues which will allow the Company to proceed with the issue of the Attaching Options to the parties described above, and to potentially raise funds upon their exercise. Note that, if Resolution 7 is not passed, each of Resolutions 8 and 9 will be withdrawn from the Meeting.

If any (or all) of Resolutions 8 and 9 are passed, the Company will be able to proceed with the issue of Attaching Options to the Director (or associate) the subject of the Resolution passed.

If any (or all) of Resolutions 8 and 9 are not passed, the Company will not be able to proceed with the issue of Attaching Options to the Director (or associate) the subject of the Resolution not passed.

Chapter 2E of the Corporations Act

The Board has considered the Director Option Issues and considers that the financial benefits provided to Directors are on arm's length terms given that the proposed issue of Attaching Options is on the same terms as the proposed issue of Attaching Options to all unrelated SPP Participants. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

Information required by Listing Rule 10.13

Listing Rule 10.13 requires the following information to be provided in relation to the Director Option Issues:

- (a) The persons that may acquire Attaching Options under the Director SPP Issues are Mr Martin Carolan and Mr Andrew Pickering, or their respective associates.
- (b) Each of Mr Martin Carolan and Mr Andrew Pickering falls within Listing Rule 10.11.1 as a Director of the Company. Their associates would fall within Listing Rule 10.11.4, being associates (as that term is defined in the Listing Rules) of the above-mentioned Directors.
- (c) The number of Attaching Options that will be issued to each Director (or their associates) pursuant to each Resolution is:
 - (i) for the Carolan Shareholder under Resolution 8, 208,334 Attaching Options, exercisable into 208,334 Shares; and
 - (ii) for the Pickering Shareholder under Resolution 9, 416,667 Attaching Options, exercisable into 416,667 Shares.
- (d) The Attaching Options are a new class of Equity Security. The Attaching Options will be exercisable at \$0.013 and will expire three years from the date of issue. Further terms and conditions of the Attaching Options are set out in Annexure C.
- (e) Subject to receipt of the relevant Shareholder approvals, it is expected that Attaching Options will be issued on or about 16 December 2026. In any event, the Attaching Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (f) The Attaching Options will be issued for nil cash consideration, as they are being issued as free attaching options to the participating Directors (or their associates) as SPP Participants, on the basis of one Attaching Option for every three SPP Shares subscribed for and issued under the SPP. Accordingly, the Company will not raise any funds from the issue of the Attaching Options.
- (g) The purpose of the issue of the Attaching Options to the participating Directors (or their associates) is that it forms part of the broader offer under the SPP. While no funds will be raised from the issue of the Attaching Options, if all Attaching Options are exercised, the Company will raise approximately \$8,125 (before costs), which will be used to further advance the Company's gas containment tank projects and for general working capital purposes.
- (h) The Director Option Issues are not issued to remunerate or incentivise the Directors. The Director Option Issues are on the same terms as the Attaching Options being issued to all unrelated SPP Participants (subject to the Company obtaining Shareholder approval under Resolution 7).
- (i) Please refer to Annexure C, which contains a summary of the key terms and conditions of the Attaching Options. There are no further material terms to disclose in respect of issue of the Attaching Options to the participating Directors.
- (j) Voting exclusion statements in respect of Resolutions 8 and 9 are set out in the Notice.

Board Recommendations

The Board does not make a voting recommendation to Shareholders in respect of Resolutions 8 and 9, given that these Resolutions relate to the issue of securities to current Directors or their associates.

GLOSSARY

\$ means Australian dollars.

10% Placement Facility has the meaning given in the Explanatory Statement for Resolution 3 under the heading “Shareholder approval sought”.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

ASIC means the Australian Securities and Investments Commission.

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

Attaching Options means the free attaching unlisted Options to be issued to SPP Participants on the basis of one Option for every three SPP Shares subscribed for and issued under the SPP, each exercisable at \$0.013 and expiring three years from the date of issue.

Board means the current board of Directors of the Company.

Carolan Shareholder has the meaning given in the Explanatory Statement for Resolutions 8 and 9 under the heading “General”.

Chair means the chair of the Meeting.

Company or **Provaris** means Provaris Energy Ltd (ACN 109 213 470).

Constitution means the Company’s constitution.

Convertible Notes has the meaning given in the Explanatory Statement for Resolutions 4 and 5 under the heading “Background to Whitehall Capital Raising”.

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

Director means a director of the Company.

Director Option Issues has the meaning given in the Explanatory Statement for Resolutions 8 and 9 under the heading “General”.

Equity Securities has the meaning given to it in Chapter 19 of the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the proxy form.

Option means an option to acquire a Share.

Pickering Shareholder has the meaning given in the Explanatory Statement for Resolutions 8 and 9 under the heading “General”.

Prospectus has the meaning given in the Explanatory Statement for Resolution 7 under the heading “Background to Share Purchase Plan”

Remuneration Report means the report commencing on page 14 of the Company’s 2026 Annual Report which was released to the market on 28 August 2026.

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

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

Shareholder means a registered holder of a Share.

SPP means the non-underwritten share purchase plan to raise up to \$600,000 announced on 28 September 2026.

SPP Participants has the meaning given in the Explanatory Statement for Resolution 7 under the heading “Background to Share Purchase Plan”, and **SPP Participant** means any one of them.

SPP Shares means the Shares issued under the SPP.

VWAMP means volume weighted average market price.

Whitehall means Whitehall Capital Holdings Pty Ltd (ACN 680 708 249).

Whitehall Facility has the meaning given in the Explanatory Statement for Resolutions 4 and 5 under the heading “Background to Whitehall Capital Raising”.

Whitehall Options has the meaning given in the Explanatory Statement for Resolutions 4 and 5 under the heading “Background to Whitehall Capital Raising”.

Whitehall Securities has the meaning given in the Explanatory Statement for Resolutions 4 and 5 under the heading “Background to Whitehall Capital Raising”.

ANNEXURE A – KEY TERMS & CONDITIONS OF CONVERTIBLE NOTES

1. Securities	Unsecured & Unlisted Convertible Notes (Notes), plus the issue of (i) PV1 shares (Placement Shares) and (ii) free unlisted Options (Options).
2. Issuer	Provaris Energy Ltd (Provaris)
3. Investor	Whitehall Capital Holdings Pty Ltd (Investor)
4. Facility Limit - Aggregate Face Value	\$1,200,000 (Facility Limit). Each individual Note shall have a Face Value (or FV) of \$5,000. Initial Tranche Face Value: \$600,000; and Further Tranches Face Value: Subject to the mutual written consent of Provaris and the Investor, further Tranches in the aggregate not exceeding the Facility Limit less the Face Value of the Initial Tranche.
5. Discount Value (or Purchase Price)	90% of the Face Value of the applicable tranche, being the amount payable to Provaris (Purchase Price), less the Commitment Fee, Investor's legal costs and any other amount payable by Provaris to the Investor.
6. Use of Funds	General working capital and corporate purposes.
7. Maturity Date	Each Note will have a term of 24 months from its issue date and no Further Tranches may be issued after 24 months from the issue date of the Initial Tranche.
8. Security	Unsecured.
9. Interest Rate	Nil, subject to an interest rate of 18% per annum in the event of a subsisting event of default.
10. Facility Commitment Fee	6% of the Initial Tranche Face Value, payable at Closing by way of a deduction from the net proceeds of the Initial Tranche. No Commitment Fee is payable in relation to any Further Tranches.
11. Investor's Legal Costs	Provaris must reimburse the Investor for its actual legal costs in connection with the negotiation, documentation and completion of the transaction, up to \$12,000 in aggregate (inclusive of the initial \$5,000 contribution already paid under the term sheet). The Investor may deduct its legal costs from the Initial Tranche proceeds.
12. Conditions Precedent & Closing	Closing and issue of the Initial Tranche are subject to conditions precedent customary for a financing of this nature, including (without limitation): (a) execution of the definitive Facility transaction documents; (b) the validity of Provaris' and the Investor's representations and warranties; (c) no event of default, potential event of default or material adverse effect occurring in relation to Provaris; (d) confirmation that Provaris has (or will have at the relevant time) capacity or shareholder approval to issue the Notes, Placement Shares, Options, Conversion Shares and shares issued on exercise of Options in accordance with the ASX Listing Rules;

	(e) Provaris has issued or is contemporaneously issuing the Placement Shares and Options; (f) no suspension and trading halt over Provaris shares; (g) all ASX filings, cleansing notices and disclosure documents (as required) have been lodged and released to market; and (h) Provaris having arranged further equity of at up to \$500,000 under a new share placement (with or without attaching options) on terms acceptable to the Board in its absolute discretion or on such other equity basis as approved by the Investor in writing.
13. Negative Covenants	While Notes are outstanding, Provaris and its subsidiaries must not (among other things) without the Investor's consent: (a) create or permit any security interest over its assets or undertaking, except for ordinary course liens (not securing overdue debts) and ordinary course purchase money security interests over equipment acquired after the Initial Tranche issue date; (b) declare dividends, buy-back shares, reduce capital, or make any other distribution to shareholders; (c) incur or permit any financial indebtedness, other than financial indebtedness arising under the Facility transaction documents, exempt funding (which includes ordinary course bank debt, government grants, equipment finance, pro rata rights issues, SPPs, fixed price equity placements or other funding with the Investor's consent), pre-disclosed financial indebtedness, ordinary course trade credit, financial indebtedness incurred in relation to Core Business (defined below) activities and other financial indebtedness not exceeding \$200,000; (d) issue securities convertible into or repayable by shares that would impair the Investor's rights; and (e) enter into any non-vanilla-equity financing arrangement (i.e. convertible note or other debt-based instruments with share price repayment mechanisms, excluding exempt funding), subject to certain exceptions. The Investor's consent is not required for security interests granted in relation to certain activities to the extent it relates to Provaris' "Core Business" (Provaris' steel containment tanks for gas storage and marine transport).
14. Placement Capacity	Initial Tranche: The Initial Tranche Notes, Placement Shares and Options, will be issued under Provaris' existing available ASX Listing Rule 7.1 capacity. Further Tranches: Will only be drawn down if Provaris has ASX LR 7.1 capacity available or Provaris has obtained shareholder approval.
15. Minimum conversion amount	The minimum conversion amount is the lower of \$35,000 and the aggregate Face Value of all outstanding Notes under the relevant tranche.

16. Conversion Price	At the Investor's election, either: (a) the Fixed Conversion Price (FCP), being 165% of the 5-day VWAP immediately preceding the Closing of the relevant Tranche (which, in respect of the Initial Tranche, is \$0.0102); or (b) the Variable Conversion Price (VCP), being 90% of the average of 8 daily VWAPs selected by the Investor, over the 20 trading days immediately preceding the date of the Conversion Notice, subject to the Floor Price (see item 18 below), reconstruction adjustments and the Default Conversion Price (subject to the Floor Price) during an event of default. The Default Conversion Price (DCP) is 90% of the lowest daily VWAP during the 20 trading days preceding the conversion notice, subject to the Floor Price.
17. Conversion Restriction	The Investor must not give a Conversion Notice within 20 ASX trading days of the date the Initial Tranche is issued and thereafter where both (i) the aggregate Face Value of Conversion Notices given in a calendar month would exceed \$150,000; and (ii) the aggregate Face Value of Conversion Notices given in the same calendar month would exceed 2% of the market capitalisation of Provaris, subject to certain exceptions.
18. Floor Price	The VCP will be subject to a floor price of 70% of the 5-day VWAP immediately preceding the Closing date of that Tranche (the "Floor Price"). In respect of the Initial Tranche, the Floor Price is \$0.0043. Floor Price Protection: If the VCP, or in the case of a conversion during an event of default, the DCP, on a Conversion Notice is less than the prevailing Floor Price, then the Conversion Notice will settle as follows: (a) Provaris will issue Conversion Shares equal to the Face Value the subject of the Conversion Notice ("Conversion Amount") divided by the applicable Floor Price (rounded down); (b) an amount equal to the difference between the Conversion Amount and the number of Conversion Shares issued under paragraph (a) multiplied by the VCP (or in an event of default, the DCP) (the "Shortfall Amount") will be payable by Provaris in cash within 2 business days after the Conversion Notice date, except to the extent the Shortfall Amount is settled by set-off under paragraph (c) below; and (c) either Party (or while an event of default or potential event of default is continuing, the Investor only) may, by written notice within 1 business day after the Conversion Notice date, elect to settle all or any part of the Shortfall Amount by set-off against the Investor's outstanding offset/payment obligations in respect of the then Placement Share balance, at the then-applicable VCP (or in an event of default, the DCP), provided that: (i) the set-off operates only to the extent of the then Placement Share balance (after first applying any reduction of the Placement Share balance elected by the Investor under a Conversion Notice in respect of the same Conversion Notice), and any remaining Shortfall Amount remains payable in cash or becomes a Carryover Amount;

	(ii) each election must specify the dollar amount of the Shortfall Amount to be settled by set-off and, where both parties give a notice in respect of the same Conversion Notice, the election specifying the greater dollar amount prevails; and (iii) on set-off, the Placement Share balance is reduced by the number of Placement Shares equal to the dollar amount set off divided by the then applicable VCP (or in the event of default, the applicable DCP), and the Placement Shares so credited will be held by the Investor free and clear of any further offset/payment obligation. Carryover: In lieu of receiving any Shortfall Amount in cash, the Investor may elect, at any time before that Shortfall Amount is paid (and to the extent not settled by set-off against the Placement Share balance), for it to remain outstanding as Face Value (a “Carryover Amount”). Where the Investor so elects, the Face Value the subject of the relevant Conversion Notice is extinguished only to the extent of the Conversion Shares issued multiplied by the VCP (or in an event of default, the DCP), and the Carryover Amount remains outstanding Face Value under the relevant tranche, available for conversion or redemption in accordance with the Facility Agreement. The minimum Conversion Notice amount does not apply to conversions of Carryover Amounts.
19. Mandatory Conversion or Redemption at Maturity	Any unconverted Face Value of a Note outstanding at the Maturity Date of that Note will automatically be redeemed by Provaris at 100% of its outstanding Face Value, payable to the Investor in cash.
20. Investor Share Trading Restrictions	The Investor will not sell, on any ASX trading day, Conversion Shares and/or Placement Shares with an aggregate value in excess of the greater of (a) 0.5% of the Facility Limit; or (b) 20% of the greater of the daily traded volume of shares on that ASX trading day and the daily traded volume of shares on the immediately preceding ASX trading day, other than in a block. The trading restriction does not apply in certain circumstances, including where an event of default is continuing.
21. Provaris Early Redemption Option	Provaris may, at any time after the first twelve months of the Initial Tranche Term, elect to redeem all or part of the outstanding Face Value of any Note in cash by giving the Investor not less than 20 business days' notice (an Early Redemption Notice). The amount payable on settlement will be calculated as a percentage of the Face Value being redeemed, determined by when the Early Redemption Notice is given after the Initial Tranche Date: (a) After 12 months and on or before 18 months: 109% of the Face Value being redeemed. (b) After 18 months: 105% of the Face Value being redeemed. During the 20 business day notice period, the Investor may elect to convert up to 50% of the relevant Face Value at the then-applicable Conversion Price per Share, reducing Provaris' cash repayment obligation on a dollar-for-dollar basis.

22. Investor Early Repayment	The Investor may (among other things) demand immediate repayment of all outstanding Notes subject to prescribed events of default by Provaris, including a payment default, an insolvency event, and a material adverse effect. If this occurs, Provaris must pay 110% of the amount outstanding plus interest on overdue amounts accruing at a rate of 18% per annum. The Investor may elect to convert all or part of amounts outstanding at the DCP (subject to the Floor Price).
23. Transferability	The Notes cannot be sold, transferred, or assigned except to related bodies of the Investor or entities controlled by the Investor, or with Provaris' consent (provided the assignee does not compete with Provaris), subject to the Corporations Act, ASX Listing Rules, and Provaris' Constitution (as applicable).
24. Reorganisation	In the event of any reorganisation, the Placement Share balance and Options will be adjusted in compliance with the ASX Listing Rules.
25. Placement Shares	At Closing of the Initial Tranche, Provaris will issue 25,000,000 Shares to the Investor (the "Placement Shares"). On any conversion of Notes, the Investor may elect in the Conversion Notice to satisfy part or all of Provaris' obligation to issue Conversion Shares by reducing the Placement Share balance by the number of Placement Shares specified in the Conversion Notice. At any time during the term of the Facility Agreement, and no later than 5 actual trading days after the final date of the term, the Investor may elect to pay Provaris the then applicable VCP for some or all of the then outstanding Placement Shares by written notice specifying the number of Placement Shares to which the payment relates. Upon payment, the Placement Share balance is reduced by that number of Shares. No later than 5 business days after the Maturity Date for the Notes comprising the Initial Tranche, the Investor must, in respect of each Placement Share (which has not been offset against Conversion Shares or otherwise paid for), at the Investor's election: (a) pay to Provaris the VCP as at that Maturity Date for each such Placement Share; (b) sell such Placement Shares on-market and pay to Provaris 95% of the net sale proceeds; or (c) transfer such Placement Shares to Provaris (or its nominee) for no consideration (subject to the requirements of the Corporations Act). If the Notes comprising the Initial Tranche are redeemed before their Maturity Date, the Investor is not required to make any payment or transfer in respect of any Placement Shares which have not been offset or otherwise paid for.
26. Governing Law	New South Wales

ANNEXURE B – KEY TERMS & CONDITIONS OF WHITEHALL OPTIONS

1. Number of No Cost Options	The Investor (or its nominee) shall be issued, at no cost, 6,000,000 Options at or before Closing of the Initial Tranche. Each Option entitles the Investor to subscribe for one share on payment of the Exercise Price.
2. Exercise Price	\$0.013 per Option.
3. Exercise	The Investor may exercise Options by delivering to Provaris a completed exercise notice and paying the aggregate exercise price. Within 5 business days of receipt, Provaris shall issue the relevant shares and lodge all required ASX forms.
4. Expiry Date	36 months after Closing of the Initial Tranche.
5. Option Adjustments	If Provaris makes a bonus issue, rights issue or other pro rata offer to shareholders before exercise of an Option, the rights of the Investor must be adjusted in accordance with the ASX Listing Rules. If Provaris undertakes a reorganisation, the number of shares to which each Option relates and the exercise price must be reconstructed in accordance with the ASX Listing Rules.
6. Transferability	The Options are transferable subject to the Corporations Act, the ASX Listing Rules and any reasonable requirements of Provaris' securities registry.
7. Rights	No right to vote, receive dividends or participate in a new issue of capital without exercising the Option and being registered as the holder of the shares.

ANNEXURE C – KEY TERMS & CONDITIONS OF ATTACHING OPTIONS

1. Entitlement	Subject to adjustment in accordance with these terms and conditions, each Attaching Option entitles the Optionholder to subscribe for one (1) Share upon payment of the Exercise Price (as defined below) before the Expiry Date (as defined below).
2. Exercise Price	The exercise price of each Attaching Option is A\$0.013 (Exercise Price).
3. Expiry Date	An Attaching Option is exercisable at any time after the date of issue and on or before the date which is three years after the date on which the Attaching Options are issued (Expiry Date). Attaching Options that are not exercised by the Expiry Date shall lapse.
4. Notice of Exercise	The Attaching Options may be exercised by notice in writing to the Company and payment of the Exercise Price (in Australian currency by electronic funds transfer or other means of payment acceptable to the Company) for each Attaching Option being exercised. Any notice of exercise of an Attaching Option received by the Company will be deemed to be a notice of the exercise of that Attaching Option as at the date of receipt.
5. Minimum number of Attaching Options exercised	The Optionholder may not exercise less than 100,000 Attaching Options at any one time, unless the Optionholder has less than 100,000 Attaching Options in which case the Optionholder must exercise all of their Attaching Options together.
6. Shares issued on exercise	Shares issued on exercise of the Attaching Options will rank equally with the Shares of the Company on issue.
7. Quotation of Shares on exercise	Application will be made by the Company to ASX for Official Quotation of Shares issued upon the exercise of the Attaching Options. The Company will not seek Official Quotation of the Attaching Options.
8. Certificate	A certificate or holding statement will be issued in relation to the Attaching Options.
9. Timing of issue of Shares	After an Attaching Option is validly exercised, the Company must as soon as possible: (i) issue the Share; and (ii) do all such matters and things to obtain the grant of quotation for the Share on ASX no later than 5 business days from the date of exercise of the Attaching Option.
10. Participation in new issues	An Optionholder may participate in new issues of Equity Securities to holders of Shares if and to the extent that: (i) an Attaching Option has been exercised; and (ii) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue. Optionholders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Optionholders with notice prior to the record date to determine entitlement to any new issue of securities made to Shareholders generally, in accordance with the requirements of the Listing Rules.

11. Adjustments for reorganisation	If there is any reorganisation of the issued capital of the Company, the rights of the Optionholder may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.
12. Change in exercise price	Other than as provided by paragraph 11 above, an Attaching Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
13. Voting and dividend rights	The Attaching Options carry no right to vote at a meeting of Shareholders, and no rights to dividends.
14. Transferability	The Attaching Options are not transferable.

SAMPLE ONLY

PV1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Need assistance?****Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 25 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this 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 this 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING**Corporate Representative**

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:**XX****Online:**

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Provaris Energy Ltd hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Provaris Energy Ltd to be held at the offices of Johnson Winter Slattery, Quay Quarter Tower, Level 14/50 Bridge Street, Sydney NSW 2000 on Friday, 27 November 2026 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐	9	Issue of Attaching Options to Mr Andrew Pickering	☐	☐	☐
2	Re-election of Mr Andrew Pickering as Director	☐	☐	☐					
3	Approval of 10% Placement Facility	☐	☐	☐					
4	Ratification of previous issue of Shares to Whitehall Capital Holdings Pty Ltd	☐	☐	☐					
5	Ratification of previous issue of Whitehall Options to Whitehall Capital Holdings Pty Ltd	☐	☐	☐					
6	Ratification of previous issue of Convertible Notes to Whitehall Capital Holdings Pty Ltd	☐	☐	☐					
7	Issue of Attaching Options to SPP Participants	☐	☐	☐					
8	Issue of Attaching Options to Mr Martin Carolan	☐	☐	☐					

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically