

2.10 Approval to issue DSUs to non-executive Directors for FY26

In FY 2025, the Company increased the amount of equity compensation for the non-executive directors from \$65,000 to \$100,000 per annum. Consistent with this change, the Company issued up to a total of \$100,000 of DSUs to each non-executive director for the 2025 financial year and is proposing to issue up to a total of \$100,000 of DSUs to each non-executive director for the 2026 financial year ("**Award DSUs**").

Last year's increase followed an independent expert benchmark review conducted by Corporate Governance Partner, which indicated that the non-executive directors' compensation totalling \$130,000 and composed of a cash retainer of \$65,000 and an equivalent equity component of \$65,000 was below the median compared to the Company's peer group. The adjustment aligned the directors' compensation with the median of the Company's peer group, ensuring competitive and fair remuneration consistent with the Company's established methodology.

In addition, since the introduction of the Omnibus Plan (summarized in Section 5.1 of this Information Circular), non-executive directors may receive equity-based remuneration in the form of DSU grants in lieu of the whole or part of their annual compensation ("**Salary Sacrifice DSUs**"). Other than the Omnibus Plan, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for its directors.

The non-executive directors may, subject to Shareholder approval, choose to take their cash director fees in the form of Salary Sacrifice DSUs. The Company seeks to provide and encourage Salary Sacrifice DSUs for the non-executive directors as it will foster a stronger alignment between those directors and the interests of the Company. In this regard, the Company adopted a Minimum Ownership Policy for its directors and executives which is discussed in Section 4.1 of this Information Circular.

The Award DSUs and Salary Sacrifice DSUs are governed by the Omnibus Plan, which is summarised in Section 5.1 of this Information Circular.

The resolutions to approve (i) the Award DSUs and (ii) the Salary Sacrifice DSUs are each an ordinary resolution.

Requirements under ASX Listing Rules

A summary of ASX Listing Rule 10.14 is provided in Section 2.9 of this Information Circular.

If the resolutions pass, the Company will be able to proceed with the issue of the Award DSUs and Salary Sacrifice DSUs to the non-executive directors and remunerate them accordingly.

If the resolutions do not pass, the Company will not be able to proceed with the issue of the DSUs to the non-executive directors and the Company will, in the context of the Award DSUs, need to consider other forms of remuneration, including by the payment of cash or cash settled awards.

Under and for the purposes of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the DSUs:

- I. the DSUs will be issued under the Omnibus Plan to the non-executive directors, being Pierre Boivin, Aline Côté, Mélissa Desrochers, Brian Jennings and Blair Way;

2. the non-executive directors are directors and fall into the category stipulated by ASX Listing Rule 10.14.1. In the event the DSUs are issued to a nominee of the non-executive directors, that person will fall into the category stipulated by ASX Listing Rule 10.14.2;
3. in respect of the Award DSUs, the total number of DSUs to be issued to each of the non-executive directors (or their nominees) will be calculated by dividing \$100,000 by the Market Price of a Share on the date of grant;
4. in respect of the Salary Sacrifice DSUs, the number of Salary Sacrifice DSUs to be issued to each non-executive director within 5 days of the end of each financial year quarter will be determined by the following formula:

Quarter Closing Date	Directors' fees
30 June 2025	Salary sacrifice contributions for the quarter ended 30 June / the Market Price of a Share on the date of grant.
30 September 2025	Salary sacrifice contributions for the quarter ended 30 September / the Market Price of a Share on the date of grant.
31 December 2025	Salary sacrifice contributions for the quarter ended 31 December / the Market Price of a Share on the date of grant.
31 March 2026	Salary sacrifice contributions for the quarter ended 31 March / the Market Price of a Share on the date of grant.

In accordance with the Omnibus Plan, in the event that the date of grant occurs at a time when an undisclosed material change or material fact in the affairs of the Corporation exists, the date of grant for such Award, or expiry of such Award DSU, as the case may be, will be no later than 10 business days after which there is no longer such undisclosed material change or material fact, and the Market Price with respect to the grant of such Award DSU shall be calculated based on the five business days immediately preceding the date of grant and after the date on which such undisclosed material change or material fact is disclosed.

Set out below is a worked example of the annual number of DSUs that may be issued under each of these resolutions based on an example Market Price of \$3.50 per Share and Market Prices which are 50% higher and 50% lower than that price:

Directors	Market Price		
	\$1.75	\$3.50	\$5.25
	Number of DSUs issued (assuming all Award DSUs and 100% of Salary Sacrifice DSUs)		
Pierre Boivin	57,143	28,570	19,047
Mélissa Desrochers	57,143	28,570	19,047
Brian Jennings	57,143	28,570	19,047
Aline Côté ¹	38,095	19,047	12,698
Blair Way	57,143	28,570	19,047

Note 1: Ms. Côté FY26 DSUs will be prorated to take into account the date of her appointment being July 29, 2025.

5. the current total remuneration package for the non-executive directors is set out in Section 4.2 of this Information Circular;
6. the non-executive directors have previously been issued with the following securities under the Omnibus Plan:
 - (a) Pierre Boivin: 344,008 Options; 33,008 DSUs.

- (b) Mélissa Desrochers: 104,008 Options; 32,801 DSUs.
 - (c) Brian Jennings: 500,000 Options; 32,801 DSUs.
 - (d) Blair Way: No options or DSUs were granted to Blair Way as a non-executive director. A resolution authorizing the issuing of DSUs to Mr. Blair Way for FY 2025 is included in section 2.5 of this Information Circular. Prior to his tenure as non-executive director, Blair Way was an executive and director of the Company and was granted a total of 815,000 Options in the last three financial years ended March 31, 2023, 2024 and 2025, respectively.
7. the DSUs will be issued in accordance with the terms of the Omnibus Plan summarised in Section 5.1 of this Information Circular;
 8. a full explanation of the rationale for issuing the DSUs is set out in Part 4 (Compensation and Analysis) of this Information Circular;
 9. the value the Company attributes to the DSUs is \$165,000 per director for each of Ms. Desrochers, Ms. Côté, Mr. Jennings and Mr. Way, being the maximum value of the cash retainer of \$65,000 per director for each of them that can be taken in the form of Salary Sacrifice DSUs and \$100,000 per director being the maximum value of Award DSUs based on the cash retainer. The value the Company attributes to the DSUs is \$200,000 for Mr. Boivin in his capacity as Chair, being the maximum value of the cash retainer of \$100,000 that he can take in the form of Salary Sacrifice DSUs and \$100,000 being the maximum value of Award DSUs based on the cash retainer;
 10. the DSUs will be issued no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). It is anticipated that the Award DSUs will be issued within one month after the Meeting and where a non-executive director makes an election, the Salary Sacrifice DSUs will be issued within 5 days after the end of each relevant quarter;
 11. the DSUs will have an issue price of nil (i.e. no funds will be raised from their issue) though in respect of the Salary Sacrifice DSUs that portion of the cash compensation elected to be received in Salary Sacrifice DSUs will not be paid as cash compensation to the electing non-executive director); a summary of the material terms of the Omnibus Plan is set out in Section 5.1 of this Information Circular;
 12. no loan will be provided to the non-executive directors in relation to the issue of the DSUs; and
 13. details of any Securities issued under the Omnibus Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Omnibus Plan who were not named in the Information Circular will not participate until approval is obtained under that rule.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of approving the issue of DSUs to the non-executive directors by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates.

However, this does not apply to a vote cast in favour of issuing DSUs to the non-executive directors by:

1. 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;
2. 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 of the meeting to vote on the resolution as the Chair decides; or
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) 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

- (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Board recommends that Shareholders vote FOR the resolutions authorizing the issuing of DSUs to the non-executive directors. The persons named in the form of proxy, unless expressly directed to the contrary in such form of proxy, will vote such proxies **FOR the resolutions authorizing the issuing of DSUs to the non-executive directors.**