

BluGlass Limited
74 Asquith Street,
Silverwater, NSW 2128
ACN: 116 825 793

<https://bluglass.com/>



BluGlass Limited

Notice of 2026 General Meeting
Explanatory Statement | Proxy Form

Tuesday, 9 June 2026

14:00 AEST

Address

Automic Group, Level 5,
126 Phillip Street, Sydney,
NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2026 GM

This Notice is given based on circumstances as at 4 May 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://bluglass.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting (**GM**) of the Shareholders to which this Notice of Meeting relates will be held at 14:00 AEST on Tuesday, 9 June 2026 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Your vote is important

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

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-GMs/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of BluGlass Limited ACN 116 825 793 will be held at 14:00 AEST on Tuesday, 9 June 2026 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 19:00 AEST on Sunday, 7 June 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Resolutions

Ratification of Prior Issue of, and Agreement to Issue, Shares and Options

1. **Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 23,464,588 Placement Shares to Tranche 1 Placement Participants issued at \$0.24 per Share on 17 April 2026, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) 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
- (ii) 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

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

2. Resolution 2 – Ratification of Prior Issue of Adviser Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 443,892 shares to advisers to the Company issued at \$nil in consideration for their services on 17 April 2026, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

3. Resolution 3 – Ratification of Prior Issue of Broker Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 2,000,000 Broker Options issued to Bell Potter Securities on 17 April 2026, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

4. Resolution 4 – Ratification of Agreement to Issue Tranche 2 Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the agreement for the Company to allot and issue 625,000 Placement Shares to a Placement Participant on or about 12 June 2026 at \$0.24 per Placement Share, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) 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
- (ii) 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

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

Approval to Issue Tranche 2 Placement Shares and New Options

5. Resolution 5 – Approval of Issue of Tranche 2 Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 172,918 Placement Shares to Tranche 2 Participants other than Directors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) 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
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

6. Resolution 6 – Approval of Issue of New Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to a maximum of 24,262,506 New Options to Eligible Participants other than Directors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) 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
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

Approval to Issue Placement Shares and New Options to Directors

7. Resolution 7 – Approval of Issue of Placement Shares to Mr Omer Granit, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 8,333,334 Placement Shares to Mr Omer Granit, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;

- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

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

8. Resolution 8 – Approval of Issue of New Options to Mr Omer Granit, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 8,333,334 New Options to Mr Omer Granit, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) 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
- (ii) 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

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

9. Resolution 9 – Approval of Issue of Placement Shares to Mr Jim Haden, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 312,500 Placement Shares to Mr Jim Haden, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

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

10. Resolution 10 – Approval of Issue of New Options to Mr Jim Haden, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 312,500 New Options to Mr Jim Haden, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

11. Resolution 11 – Approval of Issue of Placement Shares to Mr Ata Gokyildirim, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 625,000 Placement Shares to Mr Ata Gokyildirim, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;

- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).
- However, this does not apply to a vote cast in favour of Resolution 11 by:
- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. Resolution 12 – Approval of Issue of New Options to Mr Ata Gokyildirim, Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 625,000 New Options to Mr Ata Gokyildirim, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) 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
- (ii) 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

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

BY ORDER OF THE BOARD

Andrew Palfreyman
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 14:00 AEST on Tuesday, 9 June 2026 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the General Meeting are set out below.

Resolutions

Ratification of Prior Issue of, and Agreement to Issue, Shares and Options

Resolutions 1, 2, 3 and 4 – Ratification of Prior Issue of Placement Shares, Adviser Shares, Broker Options and Agreement to Issue Tranche 2 Placement Shares.

Background

As announced by the Company on 13 April 2026, the Company successfully completed a placement to sophisticated and professional investors as well as the Directors and management of the Company (**Placement**) of 33,533,340 new fully paid ordinary shares at an issue price of \$0.24 per Share (**Placement Shares**) raising \$8.0 million (before costs) for the Company.

On 17 April 2026, 23,464,588 Placement Shares were issued to Tranche 1 Placement Participants, 443,892 Shares were issued to advisers to the Company and 2,000,000 Broker Options were issued to Bell Potter Securities (**17 April Issues**). The Company has agreed to issue a further 625,000 Placement Shares to a Placement Participant in Tranche 2 of the Placement. These Placement Shares will be issued on or about 12 June 2026 (**12 June Allotment**). The 17 April Issues and the 12 June Allotment utilised the Company's existing capacity under ASX Listing Rule 7.1 and 7.1A.

Subject to shareholder approval pursuant to Resolution 6, each Placement Participant will also be issued 1 attaching New Option for each Placement Share subscribed for.

The Placement Shares and New Options to be issued to the Directors and other Tranche 2 Placement Participants require shareholder approval under Listing Rules 7.1 and 10.11 and are the subject of Resolutions 7, 8, 9, 10, 11 and 12.

ASX Listing Rules 7.1 and 7.1A

Resolutions 1, 2, 3 and 4 propose that Shareholders of the Company approve and ratify the prior issue and allotment of 23,464,588 Placement Shares, 443,892 Shares to advisers to the Company and 2,000,000 Broker Options, which were issued on 17 April 2026, and the agreement to issue 625,000 Placement Shares to a Placement Participant in Tranche 2.

All of the Securities which are the subject of Resolutions 1 to 4 (inclusive) were issued, or agreed to be issued, by utilising the Company's existing capacity under Listing Rule 7.1 (11,289,256 Placement Shares and 2,000,000 Broker Options) and Listing Rule 7.1A (13,244,224 Placement Shares).

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 24 November 2025.

The issue of Placement Shares to Tranche 1 Placement Participants and Broker Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the date of issue.

Listing Rule 7.4

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 Listing Rule 7.1.

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

To this end, Resolutions 1 to 4 (inclusive) seek Shareholder approval to subsequently approve the issue of 23,464,588 Placement Shares to Tranche 1 Placement Participants, 443,892 Shares to advisers to the Company, 2,000,000 Broker Options to Bell Potter Securities and the agreement to issue 625,000 Placement Shares to a Placement Participant in Tranche 2 for the purposes of Listing Rule 7.4.

Technical information required by Listing Rule 14.1A

If Resolutions 1 to 4 (inclusive) are passed, the issue of 24,533,480 Shares and 2,000,000 Broker Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 and additional 10% capacity under LR 7.1A without Shareholder approval over the 12-month period following the Issue Date.

If Resolutions 1 to 4 (inclusive) are not passed, the issue of 24,533,480 Shares and 2,000,000 Broker Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 and additional 10% capacity under LR 7.1A without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to Tranche 1 Placement Participants, being professional and sophisticated investors who were introduced to the Company by corporate advisers.
- (b) The 2,000,000 Broker Options were issued to Bell Potter Securities.
- (c) The 443,892 Shares were issued to advisers of the Company in lieu of fees.
- (d) The Company issued 23,464,588 Shares as Placement Shares to the Tranche 1 Placement

Participants.

- (e) The 625,000 Placement Shares which the Company has allotted and agreed to issue as part of Tranche 2 will be issued to a sophisticated investor introduced to the Company by corporate advisers.
- (f) The 23,464,588 Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (g) The 443,892 Shares issued to advisers were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (h) The 23,464,588 Placement Shares, the 443,892 Shares issued to advisers and the 2,000,000 Broker Options were issued on 17 April 2026. The 625,000 Placement Shares to be issued in Tranche 2 will be issued on or around 12 June 2026.
- (i) Each of the Placement Shares were issued at an issue price of \$0.24 per Placement Share, which raised approximately \$5.6 million.
- (j) The 443,892 Shares issued to the advisers to the Company were issued for \$nil in consideration for services provided to the Company. No funds were raised from their issue.
- (k) Each of the Broker Options were issued in consideration for Bell Potter Securities acting as lead manager and book runner for the placement. No funds were raised through the issue of the Broker Options.
- (l) The 625,000 Placement Shares which the Company has agreed to issue as part of Tranche 2 of the Placement will be issued at \$0.24 each on around 12 June 2026 and will raise \$150,000.
- (m) The full terms of the Broker Options are set out in Annexure A of this Notice of Meeting.
- (n) Funds raised from the issue of the Placement Shares will be used by the Company to scale BluGlass' gallium nitride (GaN) laser operations, additional fab equipment and support new and existing contracts.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for Resolutions 1 to 4 (inclusive).

The Chair intends to vote all undirected proxies in favour of Resolutions 1 to 4 (inclusive).

Approval to Issue Tranche 2 Placement Shares and New Options

Resolution 5 and 6 – Approval to Issue Tranche 2 Placement Shares and New Options

Background

Resolutions 5 and 6 seek Shareholder approval to issue and allot up to a maximum number of 172,918 Placement Shares and 24,262,506 New Options, which are exercisable at \$0.38 each on or before the earlier of 31 May 2028 (**New Options**) to Placement Participants. The New Options were offered to the Placement Participants as an incentive to subscribe for Shares in the Placement as announced by the Company on 13 April 2026.

The effect of Resolutions 5 and 6 is for Shareholders to approve the issue of the 172,918 Placement Shares and 24,262,506 New Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes 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.

To this end, Resolutions 5 and 6 seek Shareholder approval to approve the issue of the New Options under and for the purposes of Listing Rule 7.1.

If Resolutions 5 and 6 are passed, the issue of the 172,918 Placement Shares and 24,262,506 New Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the New Options are issued.

If Resolutions 5 and 6 are not passed, the Company will not issue 172,918 Placement Shares and 24,262,506 New Options and will therefore not receive \$41,500 associated with the Placement Shares.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are Placement Participants who participated in the Placement announced on 13 April 2026 other than the Directors who participated in the Placement.
- (b) The maximum number of Placement Shares to be issued pursuant to Resolution 5 is 172,918.
- (c) The maximum number of New Options to be issued pursuant to Resolution 6 is 24,262,506.
- (d) The full terms of the New Options are set out in Annexure A of this Notice of Meeting.
- (e) The 172,918 Placement Shares will be issued to Tranche 2 Placement Participants (other than Directors) on or around 12 June 2026, but in any case, within 3 months of Shareholder

approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

- (f) The 172,918 Placement Shares will be issued for \$0.24 per Placement Share raising a total of \$41,500.32.
- (g) The New Options will be issued to Placement Participants (other than Directors) on or around 12 June 2026, but in any case, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (h) The New Options will be offered for nil cash consideration as they are attaching New Options to the Placement on the basis of 1 attaching New Options for every 1 Placement Shares subscribed for. Accordingly, no funds will be raised from the issue of these New Options.
- (i) The purpose of the Placement is to scale BluGlass' gallium nitride (GaN) laser operations, additional fab equipment and support new and existing contracts. For clarity, the purpose of the issue of the New Options is to incentivise Placement Participants to advance funds to the Company.
- (j) As at 4 May 2026, the capital structure of the Company (inclusive of the Director Shares and New Options as outlined in Resolutions 7, 8, 9, 10, 11 and 12) is set out below:

	Number of existing Securities	Number of Options to be issued	Fully Diluted Capital
Existing Shares	156,774,429	Nil	156,774,429
Existing Performance Rights	2,222,849	Nil	2,222,849
Existing Options exercise price \$0.26, exp 31.05.26	35,653,741	Nil	35,653,741
Existing Options exercise price \$1.20, exp 28.02.27	16,157	Nil	16,157
Existing Options exercise price \$0.38, exp 31.05.2028	2,107,312	Nil	2,107,312
Existing Broker Options price \$0.38, exp 31.05.2028	2,000,000	Nil	2,000,000
Maximum Number of Shares to be issued under Tranche 2	10,068,752	Nil	10,068,752

Maximum Number of New Options to be issued under the Placement	Nil	33,533,340	33,533,340
Maximum Number of "Piggy-Back" Options to be issued, exercise price \$0.38, exp 31.05.2028	Nil	35,653,741	35,653,741
Total	208,843,240	69,187,081	278,030,321

Directors' Recommendation

The Board of Directors recommend Shareholders vote for Resolutions 5 and 6.

The Chair intends to vote all undirected proxies in favour of Resolutions 5 and 6.

Approval to Issue Placement Shares and New Options to Directors

Resolutions 7, 8, 9, 10, 11 and 12

Approval to Issue Placement Shares and New Options to Directors

Background

Three of the Directors of the Company have confirmed their commitment to participate in the Placement through subscribing for a combined number of 9,270,834 Placement Shares and 9,270,834 attaching New Options. The Placement Shares and New Options proposed under Resolutions 7 to 12 (inclusive) will be subscribed for on the same terms and conditions as those offered under the Placement.

Resolutions 7 to 12 (inclusive) seek Shareholder approval to issue and allot up to a maximum of 9,270,834 Placement Shares to the Directors (**Placement Director Shares**) and 9,270,834 New Options to the Directors (**Placement Director Options**) issued pursuant to the Placement, specifically:

- Resolutions 7 and 8: A maximum of 8,333,334 Placement Director Shares and 8,333,334 Placement Director Options to be issued to Mr Omer Granit (or his nominee), Executive Chair of the Company;
- Resolutions 9 and 10: A maximum of 312,500 Placement Director Shares and 312,500 Placement Director Options to be issued to Mr Jim Haden (or his nominee), CEO and Executive Director of the Company; and
- Resolutions 11 and 12: A maximum of 625,000 Placement Director Shares and 625,000 Placement Director Options to be issued to Mr Ata Gokyildirim (or his nominee), Non-Executive Director of the Company,

together (**Directors**).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an Associate of a person referred to in (a) to (c) above (ASX Listing Rule 10.11.4); and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders (ASX Listing Rule 10.11.5).

The Directors are each persons in a position of influence for the purposes of Listing Rule 10.11, specifically under Listing Rule 10.11.1. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 7 to 12 (inclusive) seek the required Shareholder approval to issue the Placement Director Shares and Placement Director Options to the Directors under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If each of Resolutions 7 to 12 (inclusive) is passed, the Company will be able to proceed with the proposed issue and allotment of Placement Director Shares and Placement Director Options to the corresponding Director.

If one or more of Resolutions 7 to 12 (inclusive) is not passed, then the Directors of the Company who are the subject of the Resolutions which were not passed will not be able to participate in the Placement and therefore will not receive their proposed allotment of Placement Director Shares and Placement Director Options. The passing of any of Resolutions 7 to 12 (inclusive) is independent of the other Resolutions proposed and therefore approval of each of Resolutions 7 to 12 (inclusive) is not dependent on approval of any other Resolution in this Notice.

Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Placement Director Shares and Placement Director Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The Directors of the Company carefully considered the issue of these Placement Director Shares and Placement Director Options to the Directors and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities proposed to be issued are on the same terms as those offered to non-related parties under the Placement offer announced on 13 April 2026.

Accordingly, the Directors of the Company believe that the issue of these Placement Director Shares and Placement Director Options to the Directors fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and rely on this exception for the purposes of Resolutions 7 to 12 (inclusive). Therefore, the proposed issue of Placement Director Shares and Placement Director Options to the Directors requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Director Shares and Placement Director Options to the Directors is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
 - i. Resolutions 7 and 8: A maximum of 8,333,334 Placement Director Shares and 8,333,334 Placement Director Options to be issued to Mr Omer Granit (or his

nominee), Executive Chair of the Company (and therefore falls under ASX Listing Rules 10.11.1);

- ii. Resolutions 9 and 10: A maximum of 312,500 Placement Director Shares and 312,500 Placement Director Options to be issued to Mr Jim Haden (or his nominee), Executive Director of the Company (and therefore falls under ASX Listing Rules 10.11.1); and
- iii. Resolutions 11 and 12: A maximum of 625,000 Placement Director Shares and 625,000 Placement Director Options to be issued to Mr Ata Gokyildirim (or his nominee), Non-Executive Director of the Company (and therefore falls under ASX Listing Rules 10.11.1).

The maximum number of Placement Director Shares to be issued is 9,270,834. The maximum number of Placement Director Options to be issued is 9,270,834.

- (b) The Placement Director Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (c) The full terms of the Placement Director Options are set out in Annexure A of this Notice of Meeting.
- (d) The Placement Director Shares and Placement Director Options will be issued on or around 12 June 2026, but in any case, within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Placement Director Shares will be offered at an issue price of \$0.24 per Share.
- (f) The Placement Director Options will be offered for nil cash consideration as they are attaching options on the basis of 1 Listed Option for every 1 Placement Share subscribed for under the Placement. Accordingly, no funds will be raised from the issue of Placement Director Options.
- (g) The purpose of the Placement is to scale BluGlass' gallium nitride (GaN) laser operations, additional fab equipment and support new and existing contracts. For clarity, the purpose of the issue of the New Options is to incentivise Placement Participants to advance funds to the Company.
- (h) The Placement Director Shares and Placement Director Options will not be issued under an agreement.
- (i) The issue of the Placement Director Shares and Placement Director Options are not intended to remunerate or incentivise the Directors. The Directors' participation in the Placement is voluntary and each Director is paying the full subscription price for their Placement Director Shares. The purpose of the issue of the Placement Director Options to participants in the Placement generally is to incentivise Placement Participants to advance funds to the Company.

Directors' Recommendation

The Board of Directors have not made a recommendation on Resolutions 7 to 12 (inclusive).

The Chair intends to vote all undirected proxies in favour of Resolutions 7 to 12 (inclusive).

Enquiries

Shareholders are asked to contact the Company Secretary at andrew.palfreyman@confidantpartners.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

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

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Company means BluGlass Limited ACN 116 825 793.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

New Options means the options the terms of which are set out in Annexure A.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting dated 8 May 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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

Placement means the placement of 33,533,340 Placement Shares and attaching New Options raising approximately \$8.0 million as announced by the Company on 13 April 2026.

Placement Participant means a person who acquired Placement Shares in the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Tranche 1 means the issue of 23,464,588 Placement Shares at \$0.24 each on 17 April 2026.

Tranche 1 Placement Participants means Placement Participants who have elected to take their Securities under Tranche 1 or are not Directors or management of the Company.

Tranche 2 means the issue of 10,068,752 Placement Shares at \$0.24 on around 12 June 2026 including the 625,000 Placement Shares the subject of Resolution 4.

Tranche 2 Placement Participants means Placement Participants who are not Tranche 1 and who are not Directors of the Company.

Annexure A

The terms and conditions of the New Options

(a) Entitlement

Each New Option entitles the holder (Optionholder) to subscribe for one fully paid ordinary share in the capital of the Company (Share) upon exercise of the Option.

(b) Exercise Price and Expiry Date

Each New Option has an exercise price of \$0.38 and will expire on 31 May 2028 (**Expiry Date**). Any New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Period

The New Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) Quotation of the Options

The Company does not intend to apply for Official Quotation of the New Options at this time. However, the Company will reconsider the position after the issue of all of the New Options.

(e) Transferability of the Options

The New Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

(f) Notice of Exercise

The New Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency BPAY or electronic funds transfer.

Any Notice of Exercise of a New Option received by the Company will be deemed to be a notice of the exercise of that New Option as at the date of receipt.

(g) Shares Issued on Exercise

Shares issued on exercise of the New Options rank equally with the then Shares of the Company.

(h) Participation in New Issues

There are no participation rights or entitlements inherent in the New Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options.

(i) Adjustment for Bonus Issues of Shares

If the Company makes a Bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment):

- i. the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the Bonus issue; and
- ii. no change will be made to the Exercise Price.

(j) Adjustment for Entitlements Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which paragraph (i) will apply) there will be no adjustment of the Exercise Price of a New Option or the number of Shares over which the New Options are exercisable.

(k) Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.