



ENDLESS SOLAR CORPORATION LIMITED
ACN 122 708 061

Notice of Annual General Meeting

Explanatory Memorandum and Proxy Form

Date of Meeting:
Friday 28th November 2025

Time of Meeting:
11.00am (AEDT)

Location:
Hybrid meeting held at 555 Old Moorooduc Road, Tuerong, VIC 3915 and virtually via Zoom Video Conference [zoom video conference link]

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

ENDLESS SOLAR CORPORATION LIMITED

ACN 122 708 061

Registered office: 555 Old Moorooduc Road Tuerong VIC 3915

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Endless Solar Corporation Limited ACN 122 708 061 (the Company or ESC) will be held as follows:

Date: Friday 28th November 2025

Time: 11.00am (AEDT)

Venue: Hybrid meeting held at [555 Old Moorooduc Road, Tuerong, VIC 3915 and virtually via zoom webcast

AGENDA

The Explanatory Memorandum and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Memorandum and the proxy form in their entirety.

BUSINESS

Item 1 – Accounts and Reports

To receive and consider the Company's Annual Financial Report including the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2025 (together, the **Annual Report**).

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at www.endless-solar.com.au

1.1 Summary

The document outlines the Notice of Annual General Meeting for Endless Solar Corporation Limited, scheduled for 5 December 2025 at 11.00am AEDT, held both in person and virtually. The agenda includes consideration of the Annual Financial Report for the year ended 30 June 2025, an advisory vote on the Remuneration Report, and resolutions for the re-election of Directors, specifically Mr David Craig, Mr Kevin Mooney, and Mr Chris Baring-Gould. Shareholders are encouraged to review all accompanying materials for further details.

Resolution 1: Adoption of the Remuneration Report for the year ended 30 June 2025

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

"That, for the purpose of and 250R of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors Report of the Company for the financial year ended 30 June 2025 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company under section 250R(2) of the Corporations Act. If the 'No' votes are greater than 25% then there are potentially serious consequences, see Explanatory Memorandum for details.

Resolution 2: Re-election of Director – Mr David Craig

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

"That, for the purposes of 20.2 and 20.3 of the Constitution, and for all other purposes, Mr David Craig, a Director, having retired by rotation, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Re-election of Director – Mr Kevin Mooney

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

"That, for the purposes of 20.2 and 20.3 of the Constitution, and for all other purposes, Mr Kevin Mooney, a Director, having retired by rotation, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Re-Election of Director – Mr Chris Baring-Gould

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

“That, for the purposes of 20.2 and 20.3 of the Constitution, and for all other purposes, Mr Chris Baring-Gould, a Director, having retired by rotation, and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 5: Conversion of Director Loan to Equity

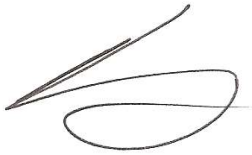
To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

Resolution:

*“That shareholders approve the conversion of the unsecured loan of **\$2,000,100** owing to Director **Mr David Craig** into ESCLVs in Endless Solar Corporation Limited, at a conversion price of 12 cents per share. The number of ESCLV ordinary shares in the company to be issued is 16,667,500.”*

Resolution 6: Adjourn the 2025 AGM to 15th December 2025

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to be 'David Craig', with a stylized, sweeping flourish.

David Craig

Director

14th November 2025

FURTHER INFORMATION

Entitlement to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations, the Company's Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at 7.00pm AEDT 26 November 2025, subject to any applicable voting exclusion.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

All Resolutions by Poll

All votes will be taken on a Poll to be conducted at the meeting.

Hybrid meeting

Shareholders will be able to participate in the Meeting of the Company:

- (a) by attending and voting in person at the meeting venue; or
- (b) virtually via a live Zoom webcast.

Voting by Proxy

We encourage all Shareholders to vote by proxy in advance of the General Meeting.

- A member entitled to attend and vote at the virtual Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the virtual meeting. However, your proxy's rights to speak and vote are suspended while you are present.
- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Share Registry by reply paid envelope to: Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia not less than 48 hours before the time of the meeting: 11.00am (AEDT) 3 December 2025.
- Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on +61 2 9290 9655.
- Members of ESC who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
- A form of proxy is enclosed with the shareholder letter. An additional form will be supplied by the Company on request.

Online Voting

Please visit [INSERT LINK] to submit your voting intentions.

Chairman's intention to vote on all undirected proxies

The Chairperson of the meeting will vote undirected proxies on, and in favour of all Resolutions.

The Chairperson may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairperson intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

Corporate Representatives

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certificated by a secretary or director of the corporation.

Enquiries

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions of the Company at the Meeting.

Should you have any questions of the Company, please send these in advance of the Meeting by email to dhacraig@gmail.com using the subject header “**ESC - AGM 2025 Questions**” by 5.00pm (AEDT) on Friday 21 November 2025.

EXPLANATORY MEMORANDUM

The details of the resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

Accounts and reports

The Company is required by the Corporations Act to table the Annual Report for the year ended 30 June 2025.

Shareholders are not required to vote on the Annual Report but will have an opportunity to raise questions on the Annual Report and on the performance of the Company generally at the Meeting.

Resolution 1: Adoption of the Remuneration Report for the year ended 30 June 2025

Background

The Corporations Act requires listed companies to make expanded disclosure in respect of director and executive information. As a result, the Directors' Report must include a section entitled the "Remuneration Report". This report is set out in the 2025 Annual Report. Additionally, the Corporations Act requires listed companies to put the Remuneration Report, for each financial year, to a vote of members at the Company's Annual General Meeting.

In summary, the Remuneration Report:

- (a) explains the principles used to determine the nature and amount of remuneration;
- (b) sets out details of remuneration;
- (c) sets out Service Agreements; and
- (d) sets out additional disclosures relating to Key Management Personnel.

Voting consequences

Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their closely related parties, are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion statement set out in this Notice of Meeting.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. The “two strikes” rule pursuant to section 250V of the Corporations Act, the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will have the opportunity to vote on a spill resolution at the second of those Annual General Meetings.

The Company is not currently subject to a “first strike” as laid out in section 250U of the Corporations Act. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Voting exclusions

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

- (e) a member of the Company’s Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2025 or their closely related parties, in any capacity; or
- (f) a proxy by a person who is a member of the Company’s Key Management Personnel at the date of the meeting or their closely related parties.

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

- (g) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (h) 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, even though Resolution 1 is connected with remuneration of a member of the Key Management Personnel.
- (i) 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 on the resolution and is not an Associate of the person excluded from voting on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of Resolution 1.

Board Recommendation

The Chair intends to vote undirected proxies in favour of this Resolution. The Board declines to make a recommendation on Resolution 1 as each Director has a material personal interest in the outcome of the Resolution.

Resolution 2: Re-election of Director – Mr David Craig

Background

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Mr David Harold Allen Craig is due to retire from the Board in accordance with the Company’s Constitution, but, being eligible, offers himself for re-election.

Board Recommendation

The Board (with Mr David Harold Allen Craig abstaining in respect of his own re-election) unanimously recommends to shareholders the re-election of Mr David Harold Allen Craig as a Director of the Company.

Resolution 3: Re-election of Director – Mr Kevin Mooney

Background

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Mooney, who has served as a director since 22 January 2021 retires by rotation pursuant to clause 50.2 of the Constitution and being eligible, offers herself for re-election pursuant to clause 50.2 of the Constitution **o**ard **Recommendati**

The Board (other than Mr Kevin Mooney) supports the re-election of Mr Mooney and unanimously recommends that Shareholders vote in favour of Resolution 3. The Chair intends to exercise all available proxies in favour of Resolution 3.

Each Director who holds Shares in the Company (whose associates holds Shares) (other than Mr Kevin Mooney) and is entitled to vote intends to vote those Shares in favour of Resolution 3.

Resolution 4: Re-election of Director – Mr Chris Baring-Gould

Background

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Ms Baring-Gould, who has served as a director since 20 July 2010 retires by rotation pursuant to clause 50.2 of the Constitution and being eligible, offers himself for re-election pursuant to clause 20.2 of the Constitution.

Qualifications and other material directorships

Chris's professional experience is diverse. He has served as the Group Financial Controller at JB Were & Son, as General Manager of a stock broking subsidiary of the Equity and Property Investment Group and has served as Chief Finance Officer at Anglicare Victoria for 18½ years. He is also an independent member of the Funds-in-Court Audit Committee (Victoria Supreme Court) and Board member at Spectrum Victoria.

Board Recommendation

The Board (other than Mr Chris Baring-Gould) unanimously recommends that Shareholders vote in favour of Resolution 4. The Chair intends to exercise all available proxies in favour of Resolution 4.

Resolution 5: Conversion of Director Loan to Equity

Background:

During the financial year ended 30 June 2025, directors unsecured loans totalled **\$3,073,496** to the Group as an unsecured loan (2024: \$2,400,094). The loan was provided by **Mr David Craig**, a director of the Company. Mr Craig has expressed his intention to convert of \$2,000,100 of this unsecured loan into fully paid ordinary shares in **Endless Solar Corporation Limited** ("the Company"). The proposed conversion will strengthen the Company's balance sheet by reducing non-current liabilities and increasing shareholders' equity.

Board Recommendation

The Board (other than Mr David Craig) unanimously recommends that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 5.

GLOSSARY

Company means Endless Solar Corporation Limited ACN 122 708 061;

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

Constitution means the Company's constitution;

Directors means the current directors of the Company;

Explanatory Memorandum means the explanatory memorandum accompanying and forming part of the Notice of Meeting;

Group

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, director or indirectly, including any Director (whether executive or otherwise);

NSXAA means the National Stock Exchange of Australia Limited ABN 11 000 902 063, or the market operated by it as the context requires;

NSXAA Listing Rules means the listing rules of NSXAA as applicable to the Company from time to time;

Notice of Meeting means this notice meeting and accompanying Explanatory Memorandum;

Proxy Form means the proxy form that accompanies the Notice of Meeting;

Shares means limited voting ordinary shares in the capital of the Company.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

2. YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) Friday 28 November 2025**

📠 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/escagm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

3. STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

6. STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

4. STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

5. STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) Friday 28 November 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/escagm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

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7. Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Endless Solar Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held as a hybrid meeting at **555 Old Moorooduc Road, Tuerong, VIC 3915** and **virtually via <https://us02web.zoom.us/j/85776450074> on Friday, 28 November 2025 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Resolutions. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

** If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not*

| | | For | Against | Abstain* |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of the Remuneration Report for the year ended 30 June 2024 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director – Mr David Harold Allen Craig | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-Election of Director – Mr Kevin Mooney | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Re-Election of Director – Mr Christopher Baring-Gould | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Conversion of Director Loan to Equity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Adjourn the 2025 AGM to 15th December 2025 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

SIGNATURE OF SECURITYHOLDERS

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretar

Contact Name.....

Contact Daytime Telephone.....

Date

/ 2025

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