ENDLESS SOLAR CORPORATION LIMITED
ACN 122 708 061

Notice of Annual General Meeting

Explanatory Memorandum and Proxy Form

Date of Meeting:
Monday, 30 November 2026

Time of Meeting:
11:30am (AEDT)

Venue:
Acclime, Level 8, 410 Collins Street, Melbourne, Victoria 3000
and
virtually via Teams Webcast – register at: https://shorturl.at/DfD9c

This Notice of Annual 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.

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: Monday, 30 November 2026

Time: 11:30am (AEDT)

Venue: Acclime, Level 8, 410 Collins Street, Melbourne, Victoria 3000 and virtually via Teams Webcast**:** **https://shorturl.at/DfD9c**

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 2026 (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.

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolution 1: Adoption of the Remuneration Report for the year ended 30 June 2026

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

"That, for the purposes of section 250R(2) 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 2026 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

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 50.2 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 50.2 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 50.2 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."

BY ORDER OF THE BOARD

David Craig

Director

29 October 2026

FURTHER INFORMATION

Entitlement to vote

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Company's Share Register as at 7.00pm (AEDT) on Saturday, 28 November 2026.

All Resolutions by Poll

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

Physical 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 Teams webcast.

Voting by Proxy

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

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the 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: 11.30am (AEDT) on Saturday, 28 November 2026.
- 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 or by email to proxy@boardroomlimited.com.au.
- 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 Notice of meeting. An additional form will be supplied by the Company on request.

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 of 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 on 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 2026 Questions” by 5.00pm (AEDT) on Thursday 26 November 2026.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held in person and via Teams Webcast at 11.30am (AEDT) on Monday, 30 November 2026.

The purpose of this Explanatory Memorandum 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 Memorandum, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

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

Accounts and Reports

The Company is required by the Corporations Act to table the Annual Report for the year ended 30 June 2026.

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

Resolution 1: Adoption of the Remuneration Report

Background

The Corporations Act requires listed companies to include a Remuneration Report in the Directors' Report and to put the Remuneration Report to a vote of Shareholders at each annual general meeting. The Remuneration Report is set out in the 2026 Annual Report.

In summary, the Remuneration Report:

(a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel;

(b) sets out details of the remuneration of each member of the Key Management Personnel;

(c) summarises the service agreements of Key Management Personnel; and

(d) sets out additional disclosures relating to Key Management Personnel.

Voting consequences

Under section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the "two strikes" rule in sections 250U to 250V of the Corporations Act, if 25% or more of the votes cast on the resolution are against adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those meetings on a resolution (Spill Resolution) that another meeting be held within 90 days at which all Directors (other than the managing director) who were in office when the Directors' Report was approved would cease to hold office and stand for re-election.

The Company is not currently subject to a "first strike" under section 250U of the Corporations Act. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Board Recommendation

The Board makes no recommendation on Resolution 1.

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

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 Craig, who has served as a director since 16 November 2006, retires by rotation in accordance with clause 50.2 of the Constitution and, being eligible, offers himself for re-election.

Qualifications and other material directorships

David Craig is Chairman and Executive Director. He holds a Bachelor of Economics (Monash) and is a member of the Financial Services Institute of Australasia (FINSIA). David has more than 30 years' experience in the management of property and investment companies.

Board Recommendation

The Board, excluding Mr Craig, unanimously recommends Shareholders vote in favour of Resolution 2.

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 1 June 2024, retires by rotation in accordance with clause 50.2 of the Constitution and, being eligible, offers himself for re-election.

Qualifications and other material directorships

Kevin Mooney is a Non-Executive Director and holds an Economics degree (Macquarie). He has extensive experience across the finance, construction and investment sectors, having held senior management and board positions with several leading corporations. Kevin also has significant not-for-profit sector experience and was a founding director of the Bradman Foundation.

Board Recommendation

The Board, excluding Mr Mooney, unanimously recommends Shareholders vote 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.

Mr 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.

Qualifications and other material directorships

Chris Baring-Gould is a Non-Executive Director and holds a BBusAcc and an MBA. His professional experience spans financial services, stockbroking and the not-for-profit sector. He has served as Group Financial Controller at JB Were & Son, General Manager of a stockbroking subsidiary of the Equity and Property Investment Group, and Chief Finance Officer at Anglicare Victoria for 18½ years. Chris is also an independent member of the Funds-in-Court Audit Committee of the Supreme Court of Victoria and a Board member of Spectrum Victoria. He has also had experience as a consulting CFO to many SMEs across various industries and is currently a Director of an SME in the dental industry.

Board Recommendation

The Board, excluding Mr Baring-Gould, unanimously recommends Shareholders vote in favour of Resolution 4.

Voting exclusions

The Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1 – Adoption of Remuneration Report	a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or b) a closely related party of such a member. However, a person (the **voter**) described above may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described above and either: a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or b) the voter is the Chair of the meeting and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 2 – Re-election of Director – David Harold Allen Craig	No voting exclusions apply to Resolution 2.
Resolution 3 – Re-election of Director – Kevin Mooney	No voting exclusions apply to Resolution 3.
Resolution 4 – Re-election of Director – Chris Baring-Gould	No voting exclusions apply to Resolution 4.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Corporations Act – Voting Prohibition Statements

Resolution 1	In accordance with sections 250BD and 250R of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel**.**

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;

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

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

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;

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before **11:30**am (AEDT) on Saturday 28 November 2026.

TO APPOINT A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/ESCAGM2026

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

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.

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.

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.

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 **11:30**am (AEDT) on Saturday, 28 November 2026. 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/ESCAMP2026
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

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Endless Solar Corporation Limited
ACN 122 708 061

☐ 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 at **Acclime, Level 8, 410 Collins Street, Melbourne 3000** and virtually via Teams webcast on Monday, 30 November 2026 at 11:30am (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.

The Chair of the Meeting is 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 Item 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 Items of business (including Resolution 1). 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 be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report for the year ended 30 June 2026	☐	☐	☐
Resolution 2	Re-election of Director – Mr David Craig	☐	☐	☐
Resolution 3	Re-election of Director – Mr Kevin Mooney	☐	☐	☐
Resolution 4	Re-election of Director – Mr Chris Baring-Gould	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

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

Contact Name……..... Contact Daytime Telephone……..... Date / / 2026