



TRUSCREEN GROUP LIMITED

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

TIME: 1PM NZ Time

DATE: 31 July 2026

PLACE: Online at <http://www.virtualmeeting.co.nz/trusm26>

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

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.

Persons eligible to vote at the Meeting are those who are registered Shareholders at 1:00pm NZST on 31 July 2026.

NOTICE OF SPECIAL MEETING

Notice is hereby given that a Special Meeting of shareholders of Truscreen Group Limited (NZX/ASX: TRU) (the **Company**, **TRU**, or **Truscreen**) will be held online at <http://www.virtualmeeting.co.nz/trusm26> at 1pm NZ Time on **31 July 2026**. The Special Meeting will be held as a virtual meeting only and no physical place of meeting will be made available.

BUSINESS OF THE MEETING

AGENDA

- A. Chair's Address
- B. Shareholder Discussion
- C. Resolutions

To consider and, if thought fit, pass the following ordinary resolutions (which are more fully outlined in the Explanatory Notes):

Terms capitalised but otherwise not defined in these resolutions have the meaning given to them in Schedule 1.

Capital Raising - Placement

1. RATIFICATION OF PRIOR ISSUE OF 109,999,995 SHARES – LISTING RULE 4.5.1(C) - ORDINARY RESOLUTION

That the previous issue under NZX Listing Rule 4.5.1 of 109,999,995 ordinary fully paid shares in the Company at an issue price of NZ\$0.014 per share on 2 June 2026 be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).

2. APPROVAL OF THE ISSUE OF 17,690,476 PLACEMENT SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 17,690,476 ordinary fully paid shares at an issue price of NZ\$0.014 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.

3. APPROVAL OF THE ISSUE OF 54,999,998 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue of 1:2 Options attached to each of the 109,999,995 fully paid ordinary Shares of the Company issued to select institutional and other select investors under the Placement in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.

4. APPROVAL OF THE ISSUE OF 8,845,238 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue of 1:2 Options attached to each of the 17,690,476 fully paid ordinary Shares of the Company issued to select institutional and other select investors in accordance with Resolution 2, in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.

Capital Raising – Broker Options

5. APPROVAL OF ISSUE OF 25,200,000 BROKER OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 25,200,000 Broker Options, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.

Issue of Shares for Services Rendered

6. APPROVAL OF THE ISSUE OF 1,000,000 SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 1,000,000 ordinary fully paid shares at an issue price of NZ\$0.018 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.

Issue of Options to Directors

7. APPROVAL OF THE ISSUE OF 22,500,000 OPTIONS TO DIRECTORS – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 22,500,000 Options to the Directors of the Company, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.

Capital Raising – Rights Offer

8. APPROVAL OF THE ISSUE OF 22,188,094 SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

That Shareholders approve the issue by the Company of 22,188,094 ordinary fully paid shares at an issue price of NZ\$0.013/A\$0.011 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.

By Order of the Board of Directors

Anthony Ho
Chairman

VOTING BY PROXY

All shareholders of the Company entitled to attend and vote at the meeting, may attend the meeting, or are entitled to appoint a proxy to attend and vote on their behalf.

A proxy appointment and vote can be completed online at the MUFG Pension & Market Services Investor Centre at vote.cm.mpms.mufg.com/TRU.

Holders on the New Zealand register will be required to enter their Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online. Holders on the Australian register will be required to enter their Holder Number (HIN) and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, MUFG Pension & Market Services in accordance with the instructions set out on the Proxy Form accompanying this Notice by 1pm New Zealand time on **Wednesday, 29 July 2026**.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- Shareholders may appoint the Chair as their proxy; and
- the proxy need not be a Shareholder.

Shareholders and their proxies should be aware that

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

Directed proxies means the proxy holder will vote on each resolution as directed by the Shareholder. In the event the Shareholder does not indicate how the proxy holder should vote on each resolution, and the Shareholder appoints the Chair as their proxy, the Chair will vote in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

VOTING RESTRICTIONS

In accordance with Listing Rule 6.3.1, the persons identified in Column 2 of the table below are unable to Vote in favour of the resolutions listed in Column 1.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

Column 1 Resolution	Column 2 Disqualified Person
Resolution 1 Rule 4.5.1(c)	Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person
Resolutions 2, 3, 4, Rule 4.2.1	Any person to whom it is proposed to issue the new Equity Securities referred to in the resolution, and any Associated Person of that person.
Resolution 5 Rule 4.2.1	SP Corporate Advisory Pty Ltd, Eryty Capital Pty Ltd, Finrey Pty Ltd, Ms Andrea Cohen and Mr Kang Wei Tan and any Associated Person of those persons.
Resolution 6 Rule 4.2.1	Guy Robertson, Chief Financial Officer, and any Associated Person of Guy Robertson.

Resolution 7 Rule 4.2.1	The Directors and their Associated Persons.
Resolution 8 Rule 4.2.1	Any person to whom it is proposed to issue the new Equity Securities referred to in the resolution, and any Associated Person of that person.

Explanatory Notes

This Notice of Special Meeting does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any jurisdiction. This Notice of Special Meeting has been prepared in compliance with New Zealand law and NZX Listing Rules solely for purposes of seeking shareholder approval of various components of the Company's capital raising.

BACKGROUND ON CAPITAL RAISE STRUCTURE

The Company announced a capital raise on 21 May 2026 (NZX/ASX announcement 21 May 2026), comprised of a Share Placement and a Renounceable Rights Issue (the **Offer**).

The Capital Raising comprises the following components:

1. **Placement:** A placement to institutional and other select investors in New Zealand and Australia to raise up to NZ\$1,000,000 (A\$833,333 by the issue of up to 71,428,571 new ordinary shares in TruScreen (**Shares**) at an issue price of NZ\$0.014 (A\$0.012) per Share, with the ability to accept oversubscriptions (at the Board's discretion and subject to Shareholder approval) (**Placement**).
2. **Placement Options:** Shares issued under the Placement will carry attaching options with an exercise price of NZ\$0.014 (A\$0.012) and an exercise period of 24 months from the date of issue of the initial Share (**Placement Options**). The Placement Options are being offered at a ratio of one option for every two Shares subscribed for and issued under the Placement. The terms of the Placement Options are as set out in Schedule 2.
3. **Renounceable Rights Issue: Rights Offer:** A one (1) for five (5) pro-rata renounceable rights issue to raise up to circa NZ\$1.943 million (A\$1.644 million) (**Rights Offer**). Shares under the Rights Offer are being offered at NZ\$0.013 (A\$0.011) a 24% discount to the closing price on 19 May 2026.
4. **Broker Options:** Subject to shareholder approval, the Company also intends to issue up to 30,000,000 options to the joint lead managers of the Offer (SP Corporate Advisory Pty Ltd and Erity Capital Pty Ltd) in consideration for services provided (**Broker Options**).

The Company advised in an announcement dated 25 May 2026 that it has received firm commitments for a Share Placement of approximately \$1.82 million (A\$1.52 million) or approximately 130 million shares.

The Placement was oversubscribed by approximately NZ\$820,000. Given that the demand in the Placement was higher than the Company's available placement capacity, the Company has agreed with Placement participants to implement a partial deferred settlement for the Placement as follows:

1. 109,999,995 shares have been issued under the Company's existing 15% placement capacity in a tranche 1 issue on 2 June 2026.
2. Approximately 17,690,476 shares will be issued in tranche 2, subject to receiving an NZX waiver to permit the later settlement time and shareholder approval at the meeting to be held in due course, targeted by the end of July 2026.

3. The Company will issue one free attaching Option, for each two (2) new shares issued under the Placement (including shares issued under both tranche 1 and tranche 2), with an exercise price NZ\$0.014 /A\$0.012 and an expiry date two years from the date of issue, subject to shareholder approval at the shareholder meeting to be held in due course, targeted by the end of July 2026.

The renounceable rights issue (see Rights Issue Offer Document lodged with NZX/ASX on 21 May 2026) opened on 29 May 2026 providing eligible shareholders on the record date of 28 May 2026, the opportunity to take up their entitlement of one (1) share for every five (5) held at a price of NZ\$0.013 /A\$0.011. Documents for the Renounceable Rights Issue were mailed to shareholders on 29 May 2026.

The Company is seeking approval for the issue of Placement Options pursuant to NZX Listing Rule 4.2.1. Specifically, Shareholders are asked to approve the issue of Placement Options up to the number of Placement Shares subscribed for under the Offer (being **63,845,236** Options), and a further 25,200,000 Broker Options to the lead managers, which has been determined based on the actual amount raised.

Each share issued under the Offer will, if approved by Shareholders, entitle the Shareholder to a 1:2 attaching Option at the price paid for the Shares under the initial Placement. Each Placement Option will be able to be exercised for 24 months from the date of issue of the underlying attaching share.

In the event a shareholder does not participate in the Share Placement or Rights Offer (assuming full participation), the shareholder will suffer a dilution of 37.09% on the existing capital on issue. A dilution table is outlined below:¹

TRUSCREEN GROUP LIMITED								
DILUTION IMPACT OF CAPITAL RAISE								
	Shares/Options on issue	% shares on issue	Placement Resolution 2**	Rights Offer*	Resolutions 3** &4	Resolutions 5,6,7 & 8	Total issues	Total Dilution After issue
Shares	857,325,321		17,690,476	149,464,986		23,188,094	190,343,556	1,047,668,877
Options***	210,741,031	24.6%			63,845,236	47,700,000	111,545,236	322,286,267
% of shares on issue after all share issues	18.17%		1.69%	14.27%		2.21%		
Dilution impact of new options**	8.14%				4.66%	3.48%		
Dilution impact of new shares & options	26.31%							
* Assuming maximum Rights shares are issued								
** on the basis of one option for every two new share. In the event options are exercised the Company will receive a further NZ\$1,787,666.								
*** Existing options on issue 204,741,031 exercise price NZ\$0.022, expiry date 17 July 2027 and 6,000,000 @ 4c expiry 15/7/2026								

Offer of Placement Options

The Offer of Placement Options pursuant to the capital raise is designed to raise capital in the long-term best interests of the Company and, by extension, its Shareholders. The increased capital allows the Company to continue to develop its presence in the Asia-Pacific and expand throughout the global market.

The Offer of Placement Options would allow the Company to raise additional capital over the next 24 months, without incurring the additional costs of advisors' fees and internal compliance costs.

Proceeds from the Offer will be used for:

<ul style="list-style-type: none"> MDR Compliance/ regulatory - completion by 2028 African market registrations 	NZ\$100,000 150,000
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¹ Based on Shares/Options on issue as at 29 June 2026.

• Clinical evidence development	200,000
• Sales and marketing expansion	200,000
• Distributor support programmes	200,000
• Manufacturing capacity – replacement tooling	150,000
• Working capital	200,000
TOTAL	943,000
	\$1,943,000

The issuance of Placement Options is subject to shareholder approval by Ordinary Resolution under NZX Listing Rule 4.2.1, which is sought at the Special Meeting.

Waiver of NZX Listing Rules

Under NZX Listing Rule 4.19.1, an issuer making an offer of financial products which are intended to be quoted must allot such financial products no later than 10 Business Days after the final closing date of the offer. Given that any oversubscriptions cannot be allotted until approved by shareholders at the special meeting, TruScreen applied for (and was granted) a waiver from NZX Listing Rule 4.19.1, such that TruScreen is not required to comply with NZX Listing Rule 4.19.1 when making the offer (**Waiver**). A condition of the Waiver is that the allotment of any oversubscribed shares must occur no later than 2 Business Days after the shareholder approval is obtained at the meeting of shareholders.

Interdependence

In the event that resolution 2 is not passed, resolution 4 will not be put to the meeting.

Timetable

The timetable for the raise and allotment of shares remains as announced on 29 May 2026 and outlined below:

EVENT	DATE
Announcement of the Offer	21 May 2026
Record Date	5.00pm (NZT) / 3.00pm (AEST) on 28 May 2026
Opening Date for the Offer	29 May 2026
Dispatch of Offer Documents and Entitlement and Acceptance Forms	29 May 2026
Closing Date for the Offer	5:00pm (NZT) / 3.00pm (AEST) on 17 June 2026
Shortfall Bookbuild opens	18 June 2026
Shortfall Bookbuild closes	5:00pm (NZT) / 3.00pm (AEST) on 24 June 2026
Announcement of results of the Offer and Shortfall allocation	25 June 2026
Allotment of New Shares, despatch of holder statements and	30 June 2026

commencement of trading of New Shares	
Payment of any refund from scaling of Offer and/or Shortfall application	30 June 2026

BACKGROUND ON ISSUE OF DIRECTOR OPTIONS TO DIRECTORS

The Company is seeking approval under Rule 4.2.1 to issue 22,500,000 Options ("**Director Options**") to each of its Directors, being Reece O'Connell (to receive 5,000,000 Options), Christine Narda Pears (to receive 5,000,000 Options), Dexter Cheung (to receive 5,000,000 Options), and Anthony Peng Ho (to receive 7,500,000 Options) (the "**Directors**").

The purpose of the issue of the Director Options is to provide an incentive to the Directors in circumstances where the Company is not yet profitable and remunerates its directors below market value.

The Director Options issue comprises the following general terms:

Issue Price: The Options will be issued for nil consideration.

Issue Date: The Options will be issued on the day the Shareholder approval is granted.

Exercise Price: NZ\$0.019 (calculated by reference to the 30 day VWAP of the Company's shares up to and including 12 June 2026).

Expiry Date: The Options will lapse if not exercised within a period of two years from the date of issue.

Valuation of Options The Options have been valued by the Company using the Black Scholes methodology using the following inputs:

Price at date of valuation	NZ\$0.019
Exercise price	NZ\$0.019
Option period	2 years
Risk free interest rate for period	4.57%
Volatility	100%

Using this methodology gives a valuation per option of \$0.0103.

Shareholders have previously approved the issue of share options to directors, including the issue of 2,000,000 options at an issue price of NZ\$0.10 in 2021 and 6,000,000 options at an issue price of NZ\$0.04 in 2023. Those options have lapsed or will lapse in July 2026.

The proposal to issue share options to directors continues with the Company's philosophy of aligning the interests of directors with those of the shareholders to provide incentives for shareholder value creation.

The recent appointments of Mr. Reece O'Connell and Ms Christine Pears, as well as the lapsing of the previously approved options for Mr. Anthony Ho and for Dr. Dexter Cheung in July 2026, prompted the Board to update the strategy of issuing share options to directors.

Allocation of Director Options

Taking into account the proposed exercise price of NZ\$0.019 and the feedback from the capital market during the recruitment of Mr. Reece O'Connell to the board, the directors have determined that a base option package of 5,000,000 options for each of the directors, plus an additional 2,500,000 options for the chairman represents an appropriate level of incentive aligned to market practice.

The allocation for each Director was determined by the Board based on each Director's role, responsibilities and time commitment, with the chairman receiving a higher allocation in recognition of additional duties.

Dilutive effect

The dilutionary impact of the issue of Shares pursuant to the Director Options is set out below. Note the calculations below are subject to any further Shares issues that may occur in accordance with the NZX Listing Rules prior to the Director Options exercising; presumes 22,500,000 ordinary shares in total will be issued to the Directors; and is calculated without reference to any shares that may be issued pursuant to the transactions contemplated by Resolutions one to six and Resolution eight:

Current Shares on issue 29 June 2026:	857,325,321
Resolution 7 – Director Options to be issued to Directors:	22,500,000
Resolution 7 – Shares on issue if Resolution 7 is passed and the Options are issued and assuming all are exercised:	882,525,321
Example shareholder percentage before Share issue:	5%
Example shareholder percentage after Director Options are issued and assuming all are exercised:	4.86%

NZX Listing rule 7.8.5(b) waiver for requirement of an appraisal report

Under NZX Listing Rule 7.8.5(b), a notice of meeting to consider a resolution of the nature referred to in Rule 7.8.4 must be accompanied by an Appraisal Report if: ... (b) More than 50% of the Financial Products to be issued are intended or likely to be acquired by Directors or Associated Persons of Directors.

Under the NZX Listing Rules and without a waiver, the Company would be required to prepare an Appraisal Report in respect of the Director Options to accompany this Notice. A key purpose of an Appraisal Report is to provide Shareholders an independent evaluation that allows them to understand

and scrutinise the merits of a proposed transaction where directors or their associated persons are the majority participants in an equity issue.

The Company considers that an Appraisal Report is not required for Shareholders to make an informed decision as to whether or not to approve the Director Options. The Directors are of the view that shareholders are able to assess the financial implications and fairness of the proposal based on the information provided in the notice of meeting and without an Appraisal Report, given the objective and market-based pricing methodology. The Director Options are being granted with an exercise price determined by reference to the 30 business day VWAP of the Company's ordinary shares, subject to a floor price equal to the price at which Shares were issued in the Company's recent rights offering. They are therefore clearly benchmarked to the market price of the underlying shares. Therefore, the Company has sought (and been granted) a waiver for NZX Listing Rule 7.8.5(b) to the extent that this Rule would otherwise require the Company to provide an Appraisal Report in respect of the Director Options to accompany this Notice. The waiver was granted on the condition that the waiver, and the Company's reliance on the waiver, is disclosed in this notice of meeting.

The terms of this waiver can be found on the Company's NZX announcement page on the NZX website <https://www.nzx.com/companies/TRU/announcements>

Nature of Resolutions

The resolutions which are to be considered at the Meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF 109,999,995 SHARES – ORDINARY RESOLUTION

1.1 Listing Rule 4.5 (the **15% Rule**) permits the Company to issue ordinary shares without approval from the Company's shareholders in certain limited circumstances.

On 2 June 2026, the Company issued 109,999,995 new ordinary fully paid shares (or 14.72% of the current issued capital) at an issue price of NZ\$0.014 per share to raise NZ\$1,540,000 (before costs) in accordance with the 15% Rule (**Placement Shares**).

The funds raised from the Placement will be used to:

- MDR Compliance/ regulatory - completion by 2028
- African market registrations
- Clinical evidence development
- Sales and marketing expansion
- Distributor support programmes
- Manufacturing capacity – replacement tooling
- Working capital

1.2 Listing Rule 4.5.1(c) allows the Company to renew its capacity to issue ordinary shares within the 15% Rule, when it has been used, by obtaining subsequent ratification of the issue from shareholders of the Company.

The Board is seeking the ratification by shareholders of the previous issue of the Placement Shares.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval. The Board notes TruScreen has no current intention to undertake a further capital raise.

- 1.3 In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities under Rule 4.5.1 for the 12 months following the Placement.

2. RESOLUTION 2: APPROVAL OF ISSUE OF ADDITIONAL 17,690,476 PLACEMENT SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

- 2.1 The Company received subscriptions for 17,690,476 Shares in excess of the Company's 15% annual capacity in the Placement, as outlined in 1.1 above.

Shareholder approval is sought, as part of the oversubscription facility of the capital raising, under Listing Rule 4.2 for the issue of 17,690,476 Additional Placement Shares.

- 2.2 The funds to be raised from the issue, \$247,666 (17,690,476 Shares at NZ\$0.014 per share) will be used as outlined in 1.1 above.

The Shares will be issued within 2 days following Shareholder approval.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

- 2.3 In the event the Resolution is not passed and the Company has received the funds from investors the Company will return the funds to investors within 5 business days.

Further, the Company will be restricted from issuing Equity Securities other than in accordance with Rule 4.1.2 or Rule 4.2.

3. RESOLUTION 3: APPROVAL OF THE ISSUE OF 54,999,998 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

- 3.1 As outlined under the Capital Raise Structure, above, under the Offer shareholders have been offered one free Option for every two new shares subscribed for.

Shareholders are asked to separately approve the issue of 1:2 Placement Options attached to each of the 109,999,995 fully paid ordinary Shares of the Company issued to investors under the Placement in accordance with NZX Listing Rule 4.2.

The Placement Options will be issued on the terms as set out in Schedule 2 of this Notice of Meeting. Each of the Options has an exercise price of NZ\$0.014 (A\$0.012) and an expiry date 24 months from date of issue.

Shareholder approval is sought under Listing Rule 4.2.1 for the issue of 54,999,998 Placement Options.

- 3.2 The Placement Options will be issued within 2 days following Shareholder approval.

The Placement Options will be issued to participants in the Offer on the basis of one Placement Option for every two new Shares subscribed for.

In the event the Placement Options were exercised they would raise approximately NZ\$770,000. The funds raised would be used as outlined in 1.1.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

- 3.3 In the event the Resolutions are not passed the Company will not issue the proposed Placement Options to the Placement subscribers.

4. RESOLUTION 4: APPROVAL OF THE ISSUE OF ADDITIONAL 8,845,238 PLACEMENT OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

- 4.1 As outlined under the Capital Raise Structure, above, under the Offer shareholders have been offered one free Option for every two new shares subscribed for.

Shareholders are asked to separately approve the issue of 1:2 Options attached to each of the 17,690,476 fully paid ordinary Shares of the Company issued to investors in accordance with Resolution 2, in accordance with NZX Listing Rule 4.2 (the **Placement Options**).

The Placement Options will be issued on the terms as set out in Schedule 2 of this Notice of Meeting. Each of the Placement Options has an exercise price of NZ\$0.014 (A\$0.012) and an expiry date 24 months from date of issue.

Shareholder approval is sought under Listing Rule 4.2.1 for the issue of 8,845,238 Placement Options.

- 4.2 The Placement Options will be issued within 2 days following Shareholder approval.

The Placement Options will be issued to participants in the Offer on the basis of one Placement Option for two new Shares subscribed for.

In the event the Placement Options were exercised they would raise approximately NZ\$123,833. The funds raised would be used as outlined in 1.1.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

- 4.3 In the event the Resolutions are not passed the Company will not issue the proposed Placement Options to the Placement subscribers.

5. RESOLUTION 5: APPROVAL OF ISSUE 25,200,000 BROKER OPTIONS – LISTING RULE 4.2 - ORDINARY RESOLUTION

- 5.1 *General*

The Company entered into an agreement with SP Corporate Advisory Pty Ltd and Erit Capital Ltd (**JLM's**) to act as Joint Lead Managers on the Placement.

The mandate entitled the JLM's to a 2% management fee and a 4% capital raising fee and options as outlined below. Other terms of the mandate were standard for agreements of this nature.

As part of the arrangement with the JLM's, the Board agreed to issue to the JLM's 10,000,000 Options for raising A\$500,000, a further 10,000,000 options for raising A\$1 million, plus 10 Options for every dollar raised above A\$1 million, capped at 30,000,000. Given the success of the Placement, the Board now seeks approval to issue 25,200,000 Options to the JLM's.

The split of the Options between the Lead Managers has been determined based on their contribution to the capital raise. SP Corporate Advisory Pty Ltd will receive 10 million options, Erity Capital Pty Ltd 12.6 million Options.

The Options will be issued to the Brokers as part consideration for their contribution to the capital raising Placement.

- No consideration is payable by the Brokers for the Options.
- The issue of the Options will be within 2 days following Shareholder approval.
- The 25,200,000 Broker Options issued will rank equally in this class and in the event exercised will convert to ordinary shares which will rank equally with all ordinary shares on issue.

5.2 *Value of the Options*

The value of the Options using the Black Scholes valuation method is NZ\$246,000, using an exercise price of NZ\$0.014, an expiry date two years from date of issue, current share price of NZ\$0.018, and volatility of 100%.

In the event the Options are exercised they will raise NZ\$321,379. The funds will be used to further the growth of the business outlined in 1.1 above.

5.3 *Dilutionary impact of exercise of Options*

Broker Options

The Options proposed to be issued to Brokers represent 3% of the total share capital on issue as at the date of this Notice.

5.4 *Consequence if resolution is not passed*

In the event Resolution is not passed the Options will not be issued and the Company may need to renegotiate with the brokers a cash settlement.

6. RESOLUTION 6: APPROVAL OF ISSUE OF 1,000,000 SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION

6.1 The Company proposes to issue 1,000,000 shares to the Chief Financial Officer, Guy Robertson, in lieu of cash payment of an invoice for services rendered.

Shareholder approval is sought under Listing Rule 4.2 for the issue of 1,000,000 Shares.

6.2 No funds will be raised from the issue.

The Shares will be issued at a deemed price of NZ\$0.018 per share, the latest share price as at the date of this notice.

The Shares will be issued within 2 days following Shareholder approval.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

6.3 In the event the Resolution is not passed the Shares will not be issued and the invoice will be settled in cash.

7. RESOLUTION 7: APPROVAL OF THE ISSUE OF 22,500,000 DIRECTOR OPTIONS TO DIRECTORS – LISTING RULE 4.2 - ORDINARY RESOLUTION

7.1 The Company proposes to issue 22,500,000 options to each of its Directors, being Reece O'Connell (to receive 5,000,000 options), Christine Pears (to receive 5,000,000 options), Dexter Cheung (to receive 5,000,000 options), and Anthony Ho (to receive 7,500,000 options). The terms of the Director Options are set out in Schedule 3.

7.2 Shareholder approval is sought under rule 4.2 for the issue of 22,500,000 Director Options.

7.3 The Director Options will be issued with an exercise price of \$0.019, which was set based on the VWAP of the Company's shares over the 30 Business Day period up to and including 12 June 2026.

7.4 The Director Options will be issued within 2 days after Shareholder approval is granted.

7.5 The effect of this Resolution will be to provide an incentive to the Directors of the Company in circumstances where the Company is not yet profitable and remunerates its directors below market value.

7.6 Using the Black Scholes valuation of \$0.0103 as outlined in the Background notes gives a value per director over a two year period as follows:

	Value NZ\$	# of options	Annual Remuneration (NZ\$ and excluding the value of the Director Options)
Anthony Ho	77,257	7,500,000	110,000
Reece O'Connell	51,504	5,000,000	60,000
Christine Pears	51,504	5,000,000	60,000
Dexter Cheung	51,504	5,000,000	60,000

7.7 In the event all options were exercised, the directors would contribute \$427,500 in new capital to the Company. The Company is of the view that the issue of options to Directors aligns their interests with shareholders in that if the share price rises to encourage exercise, shareholder value will have increased and additional capital will be contributed as outlined above. The issue of options is therefore preferred to performance rights and the issue of shares for no value.

7.8 On 27 August 2019, shareholders approved aggregate director remuneration of up to NZ\$300,000 per annum. The Board is of the view that the Directors of the Company are now remunerated below current market rates, having regard to market norms and the level of workload required by the Board. In light of the Company's current stage of development and profitability, the Directors consider it prudent to preserve cash. Accordingly, the Board

proposes to provide additional remuneration to the Directors in the form of the Director Options.

- 7.9 The potential value of the options per annum together with annual remuneration is considered fair and reasonable for an NZX/ASX listed company the size of TruScreen.
- 7.10 In the event the Resolution is not passed the Director Options will not be issued to the Directors.

8. **RESOLUTION 8: APPROVAL OF THE ISSUE OF 22,188,094 SHARES – LISTING RULE 4.2 - ORDINARY RESOLUTION**

- 8.1 The Company is proposing to issue 22,188,094 shares to certain shareholders who applied for additional shares under the Rights Issue in excess of their entitlement and the Rights Issue shortfall amount.
- 8.2 Following completion of the Rights Issue offer period, there was a shortfall of 68,848,464 shares, due to some shareholders being ineligible, or electing not, to take up their rights in full (**Shortfall Shares**).
- 8.3 Eligible shareholders who took up their Rights were entitled to apply for additional rights in excess of their entitlement (**Oversubscriptions**). The Company received applications for 91,036,558 Oversubscriptions from such shareholders. As the number of Oversubscriptions was greater than the number of Shortfall Shares, shareholders who applied for Oversubscriptions were scaled back and allocated Shortfall Shares in accordance with the allocation policy set out in the Offer Document for the Rights Issue.
- 8.4 Accordingly, the Shortfall Shares have been allocated pro rata among the eligible applicants. The Shortfall Shares will be allotted on the Rights Issue Allotment Date, being 30 June 2026.
- 8.5 The Company received Oversubscription applications for 22,188,094 shares greater than the size of the Shortfall. The Company proposes to issue an additional 22,188,094 shares at a price of NZ\$0.013/A\$0.011 (**Excess Shares**) under NZX Listing Rule 4.2 to fulfil the balance of the Oversubscriptions such that all shareholders who applied for Oversubscriptions are entitled to subscribe for the full amount of Oversubscriptions, at the same issue price as the Rights Offer.
- 8.6 The Board has resolved, subject to shareholder approval by ordinary resolution, to accept the applications for the Excess Shares and issue the Excess Shares
- 8.7 Accordingly, Shareholder approval is sought under Listing Rule 4.2 for the issue of 22,188,094 shares.
- 8.8 The Excess Shares will be issued within [2] days following shareholder approval.
- 8.9 In the event the Resolution is not passed, the Company will not issue the Excess Shares and the application funds received for the Excess Shares will be refunded within 5 days of the shareholders meeting.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Statement:

\$ or NZ\$ means New Zealand dollars.

ASX means Australian Securities Exchange.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NZX declares is not a business day.

Chair or **Chairperson** means the chair of the Meeting.

Company means Truscreen Group Limited

Constitution means the Company's constitution.

Companies Act means the *Companies Act 1993*.

Directors means the current directors of the Company, being Reece O'Connell, Christine Pears, Dexter Cheung, and Anthony Ho.

Explanatory Notes/Statement means the explanatory notes/statement accompanying the Notice.

Equity Securities has the meaning given in the NZX/ASX Listing Rules.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

NZX means NZX Limited or the financial market operated by NZX Limited, as the context requires.

NZX Listing Rules means the Listing Rules of NZX.

Option means an option to purchase one Share.

Proxy Form means the proxy form accompanying the Notice.

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

Related Party means as defined in S291A of the New Zealand Companies Act 1993.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Special Meeting or Meeting means the meeting convened by the Notice.

VWAP means Volume Weighted Average Price.

SCHEDULE 2

The principal terms of the Options are as follows:

- (a) Each Option entitles the holder to acquire one (1) Share.
- (b) The Options are exercisable at any time up until 5.00pm on the date twelve months from date of issue (**Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Options vest on date of Grant (**Option Vesting Date**).
- (d) The Options exercise price is NZ\$0.014 (A\$0.012) cents per option.
- (e) The Options are not transferable.
- (f) Shares issued on the exercise of an Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the NZX will be sought.
- (g) The Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holders will be changed to the extent necessary to comply with the NZX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the NZX Listing Rules.
- (k) Reminder notices will be forwarded to the Option holders prior to the expiry of the Options. Options not exercised before the expiry of the Option Exercise Period will lapse.
- (l) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (m) The Options will not be listed on the NZX.
- (n) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

SCHEDULE 3

The principal terms of the Director Options are as follows:

- (a) Each Director Option entitles the holder to acquire one (1) Share.
- (b) The Director Options are exercisable at any time up until 5.00pm on the date 24 months from date of issue (**Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Director Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Director Options vest on date of Grant (**Option Vesting Date**).
- (d) The Director Options exercise price is NZ\$0.019 (A\$0.016) cents per option.
- (e) The Director Options are not transferable.
- (f) Shares issued on the exercise of a Director Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the NZX will be sought.
- (g) The Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Options.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holders will be changed to the extent necessary to comply with the NZX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Option may be reduced in accordance with the NZX Listing Rules.
- (k) Reminder notices will be forwarded to the Option holders prior to the expiry of the Options. Options not exercised before the expiry of the Option Exercise Period will lapse.
- (l) The Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Option holders free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (m) The Options will not be listed on the NZX.
- (n) The Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

Space and position for name and address

LODGE YOUR PROXY



Online

vote.cm.mpms.mufg.com/TRU



Scan & email

meetings.nz@cm.mpms.mufg.com



Mail

Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142



Scan this QR code
with your smartphone
and vote online



General Enquiries



Email

enquiries.nz@cm.mpms.mufg.com



Phone

+64 9 375 5998

Proxy Form/Admission Card for Truscreen Limited 2026 Special Shareholders' Meeting

Notice is hereby given that the Special Shareholders' Meeting of Truscreen Limited ("the Company") will be held online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/trusm26 at 1pm (New Zealand time) on Friday, 31 July 2026. You will require your Holder Number for verification purposes.

If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Truscreen Limited's share registry, MUFG Pension & Market Services, by **no later than 1pm (New Zealand time) on Wednesday, 29 July 2026**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to vote.cm.mpms.mufg.com/TRU or by scanning the QR code above with your smartphone.



Tuesday, 7 July 2026 at 1pm (New Zealand time)



www.virtualmeeting.co.nz/trusm26

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting restrictions

In accordance with Listing Rule 6.3.1, the persons identified below are unable to Vote in favour of the respective resolutions listed.

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

Resolution 1: Rule 4.5.1(c) - Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person.

Resolutions 2,3,4: Rule 4.2.1 - Any person to whom it is proposed to issue the new Equity Securities referred to in the resolution, and any Associated Person of that person.

Resolution 5: Rule 4.2.1 - SP Corporate Advisory Pty Ltd, Eryty Capital Pty Ltd, Finrey Pty Ltd, Ms Andrea Cohen and Mr Kang Wei Tan and any Associated Person of those persons.

Resolution 6: Rule 4.2.1 - Guy Robertson, Chief Financial Officer, and any Associated Person of Guy Robertson.

Resolution 7: Rule 4.2.1 - The Directors and their Associated Persons.

Resolution 8: Rule 4.2.1 - Any person to whom it is proposed to issue the new Equity Securities referred to in the resolution, and any Associated Person of that person.

Attending the meeting

If you plan to attend the online meeting, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/trusm26. You will require your Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/TRU to appoint your proxy

Step 1 Appoint a Proxy / Corporate Representative

I/We being a shareholder/s of Truscreen Limited hereby appoint:

Name

Email Address

or failing him/her:

Name

Email Address

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held at 1pm (New Zealand time) on Friday, 31 July 2026 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Step 2 Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That the previous issue under NZX Listing Rule 4.5.1 of 109,999,995 ordinary fully paid shares in the Company at an issue price of NZ\$0.014 per share on 2 June 2026 be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Shareholders approve the issue by the Company of 17,690,476 ordinary fully paid shares at an issue price of NZ\$0.014 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Shareholders approve the issue of 1:2 Options attached to each of the 109,999,995 fully paid ordinary Shares of the Company issued to select institutional and other select investors under the Placement in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Shareholders approve the issue of 1:2 Options attached to each of the 17,690,476 fully paid ordinary Shares of the Company issued to select institutional and other select investors in accordance with Resolution 2, in accordance with NZX Listing Rule 4.2 and on the terms as set out in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Shareholders approve the issue by the Company of 25,200,000 Broker Options, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That Shareholders approve the issue by the Company of 1,000,000 ordinary fully paid shares at an issue price of NZ\$0.018 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That Shareholders approve the issue by the Company of 22,500,000 Options to the Directors of the Company, in accordance with Listing Rule 4.2, and on the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That Shareholders approve the issue by the Company of 22,188,094 ordinary fully paid shares at an issue price of NZ\$0.013/A\$0.011 per share, in accordance with Listing Rule 4.2 and the terms outlined in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 4 Signature of Shareholder(s) *This section must be completed*

Shareholder 1
or duly authorised officer or attorney

Contact Name

Shareholder 2
or duly authorised officer or attorney

Contact Daytime Telephone

Shareholder 3
or duly authorised officer or attorney

Date

Electronic Investor Communications

If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below: