NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of RPM Automotive Group Limited (RPM or the Company) will be held on Wednesday, 26 November 2025, commencing at 11.30am (AEDT) at 1-7 Ausco Place, Dandenong South, Victoria.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports
To receive and consider the annual financial report for the financial year ended 30 June 2025, together with the reports by directors and auditors thereon.

Resolution 1: Adoption of Remuneration Report
To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding resolution:

That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2025 Annual Report 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 of the Company.

Voting Exclusion Statement:
Pursuant to section 250R (4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

(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 (together "prohibited persons"). However, the Company will not disregard a vote if:

(c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and

(d) the vote is not cast on behalf of a prohibited person.

(e) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Resolution 2: Re-election of Director (Mr L Jaffe)
To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That Mr Lawrence Jaffe, being a Director of the Company who retires by rotation in accordance with Clause 3.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 2.

Resolution 3: Election of Director (Mr K Berkowitz)
To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That Mr Kevin Berkowitz, being a Director of the Company who retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for election, be elected as a director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 3.

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Resolution 4: Issue of shares to Mr G Carman in lieu of Directors Fees
To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution:**

That in accordance with listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 634,920 shares at $0.063 each to Mr G Carman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 4.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Carman or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

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

(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 the beneficiary is not excluded from voting, and is 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.

Resolution 5: Issue of shares to Mr K Berkowitz in lieu of Directors Fees
To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 682,540 shares at $0.063 each to Mr K Berkowitz a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 5.

Voting Exclusion Statement
The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Mr Berkowitz or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

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

(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 the beneficiary is not excluded from voting, and is 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.

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Resolution 6: Approval for Employee Long Term Incentive Plan
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme entitled " Employee Long Term Incentive Plan" and for the issue of securities under the Employee Long Term Incentive Plan on the terms and conditions summarised in the Explanatory Memorandum.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 6.

Voting exclusion statement:
The Company will disregard any votes cast in favour of Resolution 6 by any persons who is eligible to participate in the issue of securities under the Employee Long Term Incentive Plan(except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons:

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

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

(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 the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this 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.

Resolution 7: Additional 10% placement capacity
To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.

The Chairman of the AGM intends to vote all available proxies in favour of Resolution 7.

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

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

(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 the beneficiary is not excluded from voting, and is 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.

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Important note: The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 24 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kernaghan
Company Secretary

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EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of RPM Automotive Group Limited ("the Company") in connection with the business to be conducted at the annual general meeting of Shareholders to be held at 1-7 Ausco Place, Dandenong South, Victoria on Wednesday, 26 November 2025 at 11.30am (AEDT).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. 2025 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2025 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Nexia Melbourne Audit Pty Ltd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

3.1 General

Pursuant to section 250R (2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2025 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4. RE-ELECTION OF A DIRECTOR – Resolution 2

Resolution 2 relates to the re-election of Mr Jaffe as a Director.

In accordance with the requirements of clause 3.6 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Lawrence Jaffe retires by rotation and, being eligible, offers himself for re-election.

Lawrence is a co-founder and promoter of the RPM Group. Lawrence has a strong financial background having worked on many mergers and acquisitions. He has over 20 years' experience in the automotive sector and was the CEO of RPM Australasia until 2015 when the group sold off one of its subsidiaries.

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5. ELECTION OF A DIRECTOR – Resolution 3

Resolution 3 relates to the election of Mr Berkowitz as a Director.

In accordance with the requirements of clause 3.3 of the Company's Constitution and the Corporations Act, Mr Berkowitz retires from office at this annual general meeting of the Company. Mr Berkowitz retires and, being eligible, offers himself for election.

Mr Berkowitz is a highly accomplished businessman with a proven record in building and scaling successful enterprises. He founded and led his own company, growing it over two decades into a multi-million-dollar market leader before its acquisition by a private equity group.

As an entrepreneur and investor, Kevin maintains a diverse portfolio of business interests across multiple sectors. He is a Director of Zagga and several other companies, bringing extensive commercial experience, strategic insight, and strong leadership skills. At Zagga, he also serves as Chair of the Investment Committee and a member of the Credit Risk Committee.

6. ISSUE OF SHARES TO MR G CARMAN IN LIEU OF CASH PAYMENT OF DIRECTORS FEES – Resolution 4

This resolution seeks approval under Listing Rule 10.11 for the issue of 634,920 ordinary fully paid shares in the Company at $0.063 in lieu of a cash payment of $40,000 for Director fees to Mr G Carman. Mr Carman yearly Director Fees are $40,000 pa. If shareholders do not approve the issue of these shares, then Mr G Carman will be paid $40,000 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+)holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Shares to Mr Carman within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of $40,000 to Mr Carman.

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Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4:

Rule 10.13.1: Name of person:

Mr Grant Carman

Rule 10.13.2: Nature of relationship:

Mr Grant Carman is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

634,920 fully paid ordinary shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 4, the issue and allotment of the Shares to Mr Carman, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be $0.063 per share being in lieu of the cash payment of director fees in the amount of $40,000.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Carman yearly Director's fees are $40,000 pa.

Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr Carman abstaining) unanimously recommend that Shareholders approve Resolution 4.

7. ISSUE OF SHARES TO MR K BERKOWITZ IN LIEU OF CASH PAYMENT OF DIRECTORS FEES – Resolution 5

This resolution seeks approval under Listing Rule 10.11 for the issue of 682,540 ordinary fully paid shares in the Company at $0.063 in lieu of a cash payment of $43,000 for Director fees to Mr K Berkowitz for the period of his appointment 3 June 2025 to 30 June 2026. Mr Berkowitz yearly Director Fees are $40,000 pa. If shareholders do not approve the issue of these shares, then Mr K Berkowitz will be paid $43,000 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

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Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders. Unless it obtains the approval of its Shareholders.

The issue of shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 5 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Shares to Mr Berkowitz within one month after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Shares and will make a cash payment of $43,000 to Mr Berkowitz.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

Rule 10.13.1: Name of person:

Mr Kevin Berkowitz

Rule 10.13.2: Nature of relationship:

Mr Kevin Berkowitz is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

682,540 fully paid ordinary shares.

Rule 10.13.4: If the securities are not fully paid securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 5, the issue and allotment of the Shares to Mr Berkowitz, will occur on a date which is no later than one month after the date of this AGM.

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Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be $0.063 per share being in lieu of the cash payment of director fees in the amount of $43,000.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Berkowitz yearly Director's fees are $40,000 pa.

Rule 10.13.9: If securities are issued under an agreement, a summary of any other material terms of the agreement:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr Berkowitz abstaining) unanimously recommend that Shareholders approve Resolution 5.

8. APPROVAL OF EMPLOYEE LONG TERM INCENTIVE PLAN – Resolution 6

8.1 General

Resolution 6 seeks Shareholder approval for the adoption of the Employee Long Term Incentive Plan ("Plan') in accordance with ASX Listing Rule 7.2 (Exception 13).

ASX Listing Rule 7.1 provides that, subject to Specified Exceptions, a company must not, without approval of the holders of ordinary securities, issue or agree to issue more equity securities during any 12 month period than the number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Exception 13 excepts issues under an employee incentive scheme on specified conditions.

If Resolution 6 is passed, the Company may issue Performance rights, Shares and Options under the Plan without reducing the Company's capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not issue Performance rights,Shares and Options under the Plan.

The Performance rights, Shares and Options under the Plan will be issued to attract, motivate and retain eligible participants and to provide them with an incentive to deliver growth and value to all Shareholders.

Under the Plan, the Board may offer to eligible participants the opportunity to subscribe for such number of Performance rights, Shares and Options in the Company as the Board may decide and, on the terms, set out in the Plan and associated terms and conditions. A copy of the Plan can be obtained by contacting the Company.

Any future issues of rights under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

8.2 Specific Information Required by ASX Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with the requirements of Listing Rule 7.2 (Exception 13), the following information is provided in relation to the approval of the Plan;

(a) the material terms of the Plan are summarised in Schedule 1;

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(b) this is the first approval sought under Listing Rule 7.2 Exception 13);

(c) no Performance rights, Shares and Options have been issued under the Plan;

(d) The maximum number of equity securities proposed to be issued under the scheme following the approval is 27,110,531; and

(e) a voting exclusion statement has been included in the Notice for the purposes of Resolution 6.

9. APPROVAL BY SPECIAL RESOLUTION OF ADDITIONAL 10% EQUITY SECURITIES ISSUE FACILITY – Resolution 7

Background

In addition to the 15% equity securities issue capacity permitted without Shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the specified period, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, calculated in accordance with the formula in Listing Rule 7.1A.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company is an eligible entity.

Any equity securities issued under the 10% placement facility must be in the same class as an existing class of equity securities of the issuing company. The Company has one class of quoted equity securities on issue, being ordinary shares.

Resolution 7 seeks Shareholder approval by way of a special resolution to issue equity securities under the Additional 10% Placement Facility available under Listing Rule 7.1A. The maximum number of quoted equity securities that may be issued under the additional 10% placement facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 7 is passed, the Company will be able to issue equity securities up to a combined 25% limit as provided in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 7 is not passed, the Company will not have the additional 10% capacity to issue Equity Securities without Shareholder approval available under Listing Rule 7.1A and will remain subject to the 15% limit on issuing (or agreeing to issue) Equity Securities without Shareholder approval permitted under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval by 75% of the votes cast by Shareholders present and eligible to vote at the AGM (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Regulatory Requirements

The following information is provided to Shareholders as required by Listing Rule 7.3A:

a. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

i. The date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

ii. If the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

Equity securities issued must be an existing quoted class of securities.

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b. Dilution

As at the date of this Notice of AGM, the Company has 271,105,317 Shares on issue. If Shareholders approve Resolution 7, the Company will have the capacity to issue approximately 27,110,531 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than the approval under Listing Rule 7.1A; and

ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of AGM.

The table below also shows:

i. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		$0.033 50% decrease in Issue Price	$0.066 Issue Price	$0.099 50% increase in Issue Price
Current Variable A 271,105,317 Shares	Shares issued	27,110,531 New Shares	27,110,531 New Shares	27,110,531 New Shares
	Funds raised	$894,648	$1,789,295	$2,683,943
50% increase in current Variable A 406,657,975 Shares	Shares issued	40,665,798 New Shares	40,665,798 New Shares	40,665,798 New Shares
	Funds raised	$1,342,631	$2,683,943	$4,025,914
100% increase in current Variable A 542,210,634 Shares	Shares issued	54,221,063 New Shares	54,221,063 New Shares	54,221,063 New Shares
	Funds raised	$1,789,295	$3,578,590	$5,367,885

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The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.

2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the AGM.

4. The table shows only the effect of issued of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

5. The issue of Equity Securities under the 10% placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

6. The issue price is $0.066, being the closing price of the Shares on ASX on 10 October 2025.

c. Issue Period

If Shareholders approve Resolution 7, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the AGM until the earlier of the following to occur:

i. The date that is 12 months after the date of the AGM;

ii. The time and date of the Company's next AGM; and

iii. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or 11.2 (disposal of main undertaking).

(the Additional 10% Placement Period).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d. Purpose of Issues

The Company may only issue the Equity Securities for a cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including payment of expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

e. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including but not limited to the following:

i. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues of Equity Securities in which existing Equity Security holders can participate;

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ii. the effect of the issue of the Equity Securities on the control of the Company;

iii. the financial position and solvency of the Company; and

iv. advice from corporate, financial, and broking advisers (if appropriate).

No issue will be made to any related party

f. Previous issues
The Company has previously obtained Shareholder approval under Listing Rule 7.1A on 26 November 2024.

No securities were issued during the past 12- month period under Listing Rule 7.1A.

In accordance with listing rule 7.3A.6(a) and listing rule 7.3A.6(b) details of the total number of Equity Securities issued in the past 12 months preceding the date of the meeting and the percentage those issues represent of the total number of Equity Securities on issue at the commencement of the 12-month period are as follows:

Equity Securities issued in prior 12-month period	–
Percentage previous issues represent of total number of Equity Securities on issue at commencement of 12-month period	–

g. Voting exclusion statement

A voting exclusion statement for Resolution 7 is included in the Notice of AGM preceding this Explanatory Statement.

At the date of the Notice of AGM, the Company has not approached any existing Equity Security holder nor any identifiable class of existing Equity Security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not yet known or identified.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit, that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion statement in the Notice of AGM.

Directors' Recommendation

The Directors believe that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the capacity to issue further Equity Securities representing up to 10% of the issued capital of the Company (at the time of this issue) during the next 12 months. Accordingly, the Directors recommend that Shareholders approve Resolution 7.

GLOSSARY

Term	Definition
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Company	RPM Automotive Group Limited.
Listing Rules	The listing rules of ASX
Shares	Fully paid ordinary shares in the Company.
Shareholders	Means shareholders of the Company.

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Schedule 1: Resolution 6– Summary of Employee Long Term Incentive Plan

1. Eligible Participants

The eligible participants under the Employee Long Term Incentive Plan are a Director(whether executive or non-executive) of any Group Company, a Company Secretary of any Group Company; a full or part time employee of any Group Company; a Casual employee or Eligible Contractor of a Group Company; or a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under Rules above, who is declared by the Board to be eligible to receive grants under the Plan.

2. Limits on number of Performance rights and Options

An offer of Performance rights and Options may only be made under the Employee Long Term Incentive Plan if the number of Shares that may be issued on exercise of those Performance rights and Options plus the number of Shares which would be issued if each outstanding Option and Performance right was exercised plus the number of Shares issued during the previous three years pursuant to the Employee Long Term Incentive Plan does not exceed 10% of the total number of issued Shares as at the time of the issue of the Performance rights and Options.

3. Individual Limits

The Employee Long Term Incentive Plan does not set out a maximum number of Performance rights and Options that may be issued to any one person.

4. Consideration Payable

The Performance rights and Options will be issued for no cash consideration.

5. Offer and Performance Conditions

The Performance rights and Options issued under the Plan may be subject to conditions, determined by the Board from time to time in its discretion set out in a written offer (Offer) made by the Board to an eligible participant which is subject to acceptance within a specified time by the eligible participant. In exercising its discretion, the Board may have regard to the following(without limitation);

(i) the eligible participant's length of service within the Group;

(ii) the contribution made by the eligible participant to the Group;

(iii) the potential contribution of the eligible participant to the Group;

(iv) vesting conditions; and

(iv) any other matter the Board considers relevant.

6. Expiry Date and Lapse

The Performance rights and Options must have an expiry date, determined by the Board in its absolute discretion and specified in the Offer. The Board may not extend an expiry date without shareholder approval.

A Performance right and Option does not automatically lapse if the holder of the Performance right and Option ceases to be an eligible participant under the Plan unless the Board determines otherwise in its absolute discretion.

7. Forfeiture

The Board may forfeit Performance rights and Options if, in the reasonable opinion of the Board, the holder of the Performance rights and Options has acted dishonestly or in breach of duty or, without limitation, in any way the Board considers detrimental to the interests of the Company or any of its subsidiaries (the onus of disproving which is upon the holder of the Performance rights and Options).

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8. Assignment

Performance rights and Options may not be transferred or otherwise dealt with by the holder except with the prior approval of the Board.

9. Takeover Bid or Change of Control

All Performance rights and Options approved for issue, that have not vested, the Board shall have in its sole and absolute discretion the determination of the potential exercise of any unvested Performance Rights or Options.

10. Alteration in Share Capital

The provisions of Listing Rule 7.22 apply to any reorganisation of Performance Rights or Options as provided in that Listing Rule.

11. Pro Rata Issue of Securities

A holder of Performance Rights and Options may only participate in a pro rata offer of new securities in the Company to existing Shareholders, if, prior to the record date, the Performance Rights and Options have been duly exercised. No adjustment to the number of Performance Rights and Options held, nor adjustment to any performance condition which is based, in whole or in part, upon the Company's share price, shall occur as a result of the Company making a rights issue.

12. Bonus Issue

A holder of Performance Rights and Options may only participate in a bonus issue of Shares made by the Company if the Performance Rights and Options have been duly exercised before the Record Date for the bonus issue.

The number of Shares as a result from an exercise of Performance Rights and Options is increased to the number of Shares which the holder of the Performance Rights and Options would have received had the Performance Right and Options been exercised before the Record Date of the bonus issue.

13. Termination Suspension or Amendment

The Board my terminate, suspend or amend the Employee Long erm Incentive Plan at any time subject to any resolution of the Company required by the Listing Rule.

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RPM Automotive Group Limited
ABN 34 002 527 906

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

RPM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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RPM Automotive Group Limited Annual General Meeting

The RPM Automotive Group Limited Annual General Meeting will be held on Wednesday, 26 November 2025 at 11:30am (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:30am (AEDT) on Monday, 24 November 2025.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
1-7 Ausco Place, Dandenong South, VIC 3175

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

RPM Automotive Group Limited
ABN 34 002 527 906

RPM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (AEDT) on Monday, 24 November 2025.**

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Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of RPM Automotive Group Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RPM Automotive Group Limited to be held at 1-7 Ausco Place, Dandenong South, VIC 3175 on Wednesday, 26 November 2025 at 11:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director - Mr L Jaffe	☐	☐	☐
Resolution 3	Election of Director - Mr K Berkowitz	☐	☐	☐
Resolution 4	Issue of shares to Mr G Carman in lieu of Directors Fees	☐	☐	☐
Resolution 5	Issue of shares to Mr K Berkowitz in lieu of Directors Fees	☐	☐	☐
Resolution 6	Approval for Employee Long Term Incentive Plan	☐	☐	☐
Resolution 7	Additional 10% placement capacity	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

RPM 999999A

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