



1414 DEGREES LIMITED
ACN 138 803 620

PROSPECTUS

This Prospectus is being issued for the following Offers:

1. **Loyalty Options Offer** – a non renounceable pro rata bonus offer to Eligible Shareholders of up to approximately 15,397,240 Loyalty Options (subject to fractional rounding), at a nil issue price, on the basis of one Loyalty Option for every 40 Shares held by Eligible Shareholders as at 7.00pm (AEST) on Thursday, 2 July 2026.
2. **March Placement Options Offer** – an offer of up to 185,327,586 March Options on the basis of one free attaching March Option for every one March Share subscribed for and issued under the March Placement.
3. **March Lead Manager Options Offer** – an offer of up to 111,196,552 March Lead Manager Options to the Lead Manager (and / or its nominee(s)) on the basis of 0.6 of a March Lead Manager Option for every one March Option issued under the March Placement (subject to fractional rounding).
4. **June Placement Offer** – an offer of up to 84,570,435 June Shares to raise up to approximately \$8.45 million (before costs), at an issue price of \$0.10 per June Share, together with one free attaching June Option for every two June Shares subscribed for and issued under the June Placement Offer (subject to fractional rounding).
5. **June Lead Manager Options Offer** – an offer of up to 48,862,918 June Lead Manager Options to the Lead Manager (and / or its nominee(s)), on the basis of 0.65 of a June Lead Manager Option for every one Non-LM June Share issued under the June Placement Offer (subject to fractional rounding).

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION
AND SHOULD BE READ IN ITS ENTIRETY.**

**AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE
CONSIDERED HIGHLY SPECULATIVE IN NATURE.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR
STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISER.**

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Important Information

This Prospectus is an important document and should be read in its entirety. You should seek professional advice if you have any questions about the Offers under this Prospectus, or any matter relating to an investment in the Company.

General

This Prospectus is dated 26 June 2026 and was lodged with ASIC on that date. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merit of the investment to which this Prospectus relates.

No New Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the office of the Company at 'Western Plant Door 1', 1 Watts Road, Tonsley South Australia 5042 during normal business hours. The Company will provide a copy of this Prospectus to an eligible person on request. The Company will also provide copies of certain documents on request (see Section 6.2).

The New Securities offered by this Prospectus should be considered highly speculative. Please refer to Section 4 for non-exhaustive details relating to investment risks.

This Prospectus will be made available in electronic form and may be viewed at <https://1414degrees.com.au/investors/> by Australian and New Zealand investors only. Eligible persons having received a copy of this Prospectus in its electronic form may, subject to applicable laws, obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offers contemplated by this Prospectus are only available in electronic form to persons receiving an electronic version of this Prospectus within Australia or New Zealand.

No person is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

Updates to Prospectus

Except in each case as required by law or regulation, the Company does not intend to update this Prospectus and does not accept any obligation to provide the recipient with access to information or to provide any additional information or to correct any inaccuracies that may become apparent in the Prospectus or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

Application Form

Pursuant to the *ASIC Corporations (Application Form Requirements) Instrument 2017/241*, Eligible

Shareholders are not required to apply for Loyalty Options under the Loyalty Options Offer and, accordingly, there is no application form attached to this Prospectus for the Loyalty Options Offer.

Applications for New Securities (other than in respect of the Loyalty Options) will only be accepted on an Application Form which is attached to, or provided by the Company, with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

By returning an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offers detailed in this Prospectus.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the Offer of Loyalty Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD), a copy of which is available at <https://1414degrees.com.au/investors/>.

Continuously quoted securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements) and does not include all information that would be included in a prospectus for an initial public offering.

Exposure period

No exposure period applies to the Offers.

Speculative investment

An investment in the New Securities should be considered highly speculative. There is no guarantee that, nor forecast made of whether, the New Securities offered pursuant to this Prospectus will make a return on the capital invested, whether dividends will be paid or whether there will be an increase in the value of the New Securities in the future.

Prospective investors should carefully consider whether the New Securities offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position.

Refer to Section 4 for details of the key (non-exhaustive) risks applicable to an investment in the Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements), and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

This Prospectus does not take into account the investment objectives, financial or taxation needs or other particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider (without limitation) whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Securities have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

Not Investment Advice

The information detailed in this Prospectus is not investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its Shares or any other financial products.

No entity or person named in this Prospectus warrants or guarantees the Company's performance, the repayment of capital by the Company or any return on investment made pursuant to this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Past performance is not a guide to future performance. Key risks

associated with an investment in the Company are detailed (non-exhaustively) in Section 4. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Foreign Investors

No action has been taken to permit the offer of New Securities under this Prospectus in any jurisdiction other than Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Securities have not been, and will not be, registered under the *US Securities Act of 1933 (US Securities Act)* or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Important Information for New Zealand Investors

The Loyalty Options Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.

The Loyalty Options Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the Loyalty Options Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in

Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to the Loyalty Options Offer. If you need to make a complaint about the Loyalty Options Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The Offers may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Notice to Nominees and Custodians

Shareholders resident in Australia and New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that taking up any New Securities does not breach regulations in the relevant jurisdiction.

Disclaimer

No person is authorised to provide any information or to make any representation in connection with the Offers that is not contained in this Prospectus. Any information or representations not contained in this Prospectus may not be relied upon as having been authorised by the Company or the Lead Manager, any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees and agents in connection with the Offers.

The Lead Manager also holds interests in the securities of the Company and may earn brokerage, fees or other benefits from the Company. The engagement of the Lead Manager by the Company is not intended to create any agency, fiduciary or other relationship between the Lead Manager and any other investor.

Determination of eligibility of investors for the purposes of the Offers is determined by reference to a number of matters, including legal requirements and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Lead Manager. To the maximum extent permitted by law, the Company, the Lead Manager, their respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents expressly disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion.

To the maximum extent permitted by law, the Lead Manager, its related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents expressly disclaim all liability in respect of, makes no representation regarding and take no responsibility for any part of this Prospectus.

Website

No document or information (such as is included on the Company's website) is incorporated by reference into this Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AEST, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 8.

Corporate Directory

Directors

Kevin Moriarty – Executive Chair
Graham Dooley – Non-Executive Director
Randolph Bowen – Non-Executive Director

Company Secretary

Katelyn Adams

Registered Office

'Western Plant Door 1'
1 Watts Road
Tonsley SA 5042

Telephone: +61 8 8357 8273

Website

www.1414degrees.com.au

ASX Code: 14D

Share Registry*

Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street
Adelaide SA 5000

Telephone: +61 3 9415 4000

Auditor*

BDO Audit Pty Ltd
Level 7, 420 King William Street
Adelaide SA 5000

Solicitors

Thomsons
Level 23, Rialto South Tower
525 Collins Street
Melbourne VIC 3000

** These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.*

Indicative Timetable*

Event	Date
Lodge Prospectus with ASIC and ASX Announcement of Loyalty Options Offer & lodge Appendix 3B	Before 10.00am (AEST) on Friday, 26 June 2026
Opening date for the March Placement Options Offer, March Lead Manager Options Offer, June Placement Offer and June Lead Manager Options Offer	Monday, 29 June 2026
Closing date for the March Placement Options Offer and March Lead Manager Options Offer	5.00pm (AEST) on Monday, 29 June 2026
Anticipated date of issue of March Options and March Lead Manager Options	Before 12.00pm (AEST) on Wednesday, 1 July 2026
Ex-Date Unless otherwise determined by ASX, the Loyalty Options will be quoted on a deferred settlement basis from market open	Wednesday, 1 July 2026
Closing date for the June Placement Offer and the June Lead Manager Offer	5.00pm (AEST) on Wednesday, 1 July 2026
Record date to identify Shareholders entitled to participate in the Loyalty Options Offer	7.00pm (AEST) on Thursday, 2 July 2026
Anticipated date of issue of June Shares	Friday, 3 July 2026
Anticipated date of issue of Loyalty Options Lodge Appendix 2A applying for Official Quotation of Loyalty Options	Before 12.00pm (AEST) on Thursday, 9 July 2026
Anticipated date of issue of June Options and June Lead Manager Options & lodge Appendix 2A	Friday, 10 July 2026
Anticipated date of Official Quotation of Loyalty Options	Friday, 10 July 2026
Anticipated date of Official Quotation of June Securities and June Lead Manager Options	Monday, 13 July 2026

** The above timetable is indicative only and may change. The Company reserves the right to amend any and all of the above dates without notice (including, without limitation, subject to the Listing Rules and the Corporations Act, to close the Offers early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offers before New Securities are issued by the Company).*

Letter to Shareholders

Dear Shareholder,

INVITATION TO PARTICIPATE IN LOYALTY OPTIONS OFFER

On behalf of the Board of 1414 Degrees Limited (“**14D**” or “the **Company**”) it is a pleasure to invite Eligible Shareholders to participate in a non-renounceable pro-rata bonus offer to recognise Eligible Shareholders for their ongoing support and engagement and provide them with a greater opportunity to participate in the potential future success of the Company.

Loyalty Options Offer

The Loyalty Options Offer is an offer to Eligible Shareholders of Loyalty Options, at a nil issue price, on the basis of 1 Loyalty Option for every 40 Shares held by Eligible Shareholders as at 7.00pm (AEST) on Thursday, 2 July 2026. Each Loyalty Option will have an exercise price of \$0.18 and will expire on 9 July 2030.

As at the date of this Prospectus, the Company has on issue 607,199,940 Shares and 34,904,762 Options. Refer to Section 3.3 for further details on the Company's current capital structure. Assuming no Convertible Securities are exercised into, or vest into, Shares prior to the Record Date, up to approximately the 15,397,240 Loyalty Options will be issued under the Loyalty Options Offer.

No proceeds will be made from the issue of the Loyalty Options because the Loyalty Options Offer is being made for nil consideration. Funds will be raised by the Company upon exercise of any of the Loyalty Options. If all 15,397,240 Loyalty Options are issued and subsequently exercised, the Company will raise \$2.8 million (before costs).

Use of funds

In the event that any funds are raised through the exercise of the Loyalty Options prior to their expiry date, the Company expects that it will apply such funds for:

- advancing the Aurora Energy Precinct – including completing requirements to access the 275kV transmission line for the grid-scale BESS project;
- accelerating commercialisation initiatives in the data centre and energy-intensive industries sector – the acceleration of SiNTL silicon nanoparticle anode commercialisation; and
- general working capital requirements.

The above proposed use of funds is indicative only and will be subject to modification on an ongoing basis depending on the results obtained from the Company's activities and other factors relevant to the Board's discretion as to usage of funding. Due to market conditions and the development of new opportunities or any number of other factors (including the key risks outlined in Section 4 of this Prospectus), actual use of net proceeds may differ significantly to the above estimates.

Further information

Full details of the Loyalty Options Offer are set out in this Prospectus. This Prospectus also includes details of the March Placement Options Offer, March Lead Manager Options Offer, June Placement Offer and June Lead Manager Options Offer.

Please read this Prospectus carefully before deciding whether or not to invest. An investment in the Company contains specific risks which you should consider before making that decision. A non-exhaustive list of risk factors relevant to an investment in the Company is set out in Section 4. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional adviser.

On behalf of the Board of 14D, we thank you for your continued support and are pleased to offer you the opportunity to participate in the Loyalty Options Offer.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Kevin Moriarty". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Dr Kevin Moriarty
Executive Chairman

1 Investment Overview

This Section is not intended to provide full information for investors intending to apply for the New Securities offered pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in the New Securities.

Topic	Summary	Further Information
Loyalty Options Offer		
What is the Loyalty Options Offer?	The Loyalty Options Offer is a non-renounceable pro rata offer to Eligible Shareholders of up to approximately 15,397,240 Loyalty Options (subject to fractional rounding), on the basis of 1 Loyalty Option for every 40 Shares held on the Record Date. Each Loyalty Option will have an exercise price of \$0.18, and an expiry date of 9 July 2030.	Section 2.1
How much will be raised from the Loyalty Options Offer?	<p>No proceeds will be made from the issue of the Loyalty Options because the Loyalty Options Offer is being made for nil consideration.</p> <p>Funds will be raised by the Company upon exercise of any of the Loyalty Options. If all 15,397,240 Loyalty Options are issued and subsequently exercised, the Company will raise \$2.8 million (before costs).</p>	Section 2.1
What is the purpose of the Loyalty Options Offer and how will the funds raised be used?	<p>The purpose of the Loyalty Options Offer is to recognise Shareholders for their ongoing support and engagement and provide them with a greater opportunity to participate in the potential future success of the Company.</p> <p>In the event that any funds are raised through the exercise of the Loyalty Options prior to their expiry date, the Company expects that it will apply such funds for:</p> <ul style="list-style-type: none"> • advancing the Aurora Energy Precinct – including completing requirements to access the 275kV transmission line for the grid-scale BESS project; • accelerating commercialisation initiatives in the data centre and energy-intensive industries sector – the acceleration of SiNTL silicon nanoparticle anode commercialisation; and • general working capital requirements. <p>The above proposed use of funds is indicative only and will be subject to modification on an ongoing basis depending on the results obtained from the Company's activities and other factors relevant to the Board's discretion as to usage of funding. Due to market conditions and the development of new opportunities or any number of other factors (including the key risks outlined in Section 4 of this Prospectus), actual use of net proceeds may differ significantly to the above estimates.</p>	Sections 2.1, 3.2 and 4
Are any Directors participating in the Loyalty	<p>Yes. The Directors will automatically take up their full Entitlements.</p> <p>As at the date of this Prospectus:</p>	Sections 6.6 and 6.9

Topic	Summary	Further Information
Options Offer?	<ul style="list-style-type: none"> • Kevin Moriarty has a relevant interest in 16,737,916 Shares; • Graham Dooley has a relevant interest in 507,846 Shares; and • Randolph Bowen has a relevant interest in 3,500,000 Shares. <p>Refer to Sections 6.6 and 6.9 for details of these interests.</p> <p>The issue of Loyalty Options under the Loyalty Options Offer to the participating Directors will not require prior Shareholder approval pursuant to Listing Rule 10.11 as it will fall under an exemption in Listing Rule 10.12. Accordingly, the Directors (or their associates) will receive such number of Loyalty Options as they are entitled under the Loyalty Options Offer.</p>	
Is the Loyalty Options Offer underwritten?	No, the Loyalty Options Offer is not underwritten.	Section 2.10
What is the effect of the Loyalty Options Offer?	Assuming no Convertible Securities are exercised into, or vest into, Shares prior to the Record Date, up to approximately the 15,397,240 Loyalty Options will be issued under the Loyalty Options Offer.	Section 3.3
Is the Loyalty Options Offer subject to a minimum subscription?	There is no minimum subscription in relation to the Loyalty Options Offer.	Section 2.8
What are the terms of the Loyalty Options?	<p>The Loyalty Options have an exercise price of \$0.18 each and an expiry date of 9 July 2030.</p> <p>The Company intends to apply for quotation of the Loyalty Options with ASX.</p> <p>The terms and conditions of the Loyalty Options are detailed in Section 5.2.</p> <p>Shares issued on exercise of the Loyalty Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.</p>	Section 5
What is my Entitlement?	<p>Each Eligible Shareholder is entitled to 1 Loyalty Option for every 40 Shares held on the Record Date of 7.00pm (AEST) on Thursday, 2 July 2026.</p> <p>Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a Loyalty Option, such fraction will be rounded down to the nearest whole Loyalty Option.</p>	Section 2.1

Topic	Summary	Further Information
Will the Loyalty Options be quoted?	<p>The Company intends to apply for Official Quotation of the Loyalty Options within seven days after the date of this Prospectus.</p> <p>If the Loyalty Options are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will issue the Loyalty Options (as applicable) as unquoted options.</p>	Section 2.15

How to Participate in the Loyalty Options Offer

Am I an Eligible Shareholder and able to participate in the Loyalty Options Offer?	<p>Eligible Shareholders are those persons who:</p> <ul style="list-style-type: none"> • are registered as a holder of Shares as at the Record Date, being 7.00pm (AEST) on Thursday, 2 July 2026; • have a registered address on the Company share register in Australia or New Zealand, or are, in the opinion of the Company, otherwise eligible to receive an offer of Loyalty Options under the Loyalty Options Offer; and • are not in the United States and are not acting for the account or benefit of a person in the United States. 	Section 2.17
How do I apply for Loyalty Options?	<p>Eligible Shareholders do not need to take any action to receive the Loyalty Options.</p> <p>Pursuant to the <i>ASIC Corporations (Application Form Requirements) Instrument 2017/241</i>, Eligible Shareholders are not required to apply for Loyalty Options under the Loyalty Options Offer and, accordingly, there is no application form attached to this Prospectus for the Loyalty Options Offer.</p>	Section 2.1
Can I withdraw my application?	<p>Cooling off rights do not apply to an investment in the Loyalty Options under the Loyalty Options Offer.</p>	Section 2.16

Further details of the Loyalty Options Offer

Can I trade my Entitlement?	<p>No, as the Loyalty Options Offer is non-renounceable, you cannot sell or transfer any of your Entitlement. There will be no trading of Entitlements on ASX.</p>	Section 2.14
What will be the effect of the Loyalty Options Offer on the control of the Company?	<p>The Company does not anticipate that the acquisition of Loyalty Options by any Shareholder under any Loyalty Options Offer will result in any material effect on control of the Company.</p>	Section 3.5

What are the key risks of taking up my Entitlement?

Topic	Summary	Further Information
Risks Specific to the Company	<p>Investment in the Company should be considered speculative. Some of the key risks of investing in the Company are detailed below. The list of risks is not exhaustive and further details of these risks and other risks associated with an investment in the Company are detailed in Section 4.</p> <ul style="list-style-type: none"> <p>Going concern risk – The Company's FY25 Financial Report (for the year ended 30 June 2025) and HY26 Financial Report (for the half year ended 31 December 2025) each included a note on the financial condition of the Company and the existence of a material uncertainty about the Company's ability to continue as a going concern. As set out in the HY26 Financial Report, as at 31 December 2025, the consolidated entity incurred a net loss of \$3,856,345 and had a net cash outflow from operating and investing activities of \$2,268,530.</p> <p>Despite these material uncertainties, the directors were, as at 31 December 2025, of the opinion the consolidated entity would continue as a going concern, noting that this was contingent upon generation of cash inflow from its business and / or successfully raising additional capital.</p> <p>Since the date of the HY26 Financial Report, the Directors have implemented a number of initiatives aimed at advancing the Company's commercial programs and improving its financial position.</p> <p>Commercialisation of technology risk – The Company is developing the Aurora BESS project, commercialising multiple technologies across its energy storage platforms, including its SiBox thermal energy storage system, the SiNTL silicon battery anode program and the SiPHyR hydrogen production technology. Each of these programs faces commercialisation risk and there is no guarantee that any will achieve commercial scale on the expected timeline or at all.</p> <p>The Company's growth depends on its ability to attract customers across target sectors including data centres, grid-scale energy storage and heavy industry. While several of these sectors have committed to significant decarbonisation over coming decades, translating that demand into contracted revenue requires the Company to secure long-term customer relationships. Delays in customer engagement, failure to validate technology performance to customer requirements, or a shift in customer decarbonisation priorities could materially disrupt the Company's business plan for its thermal energy storage technology.</p> 	Section 4

Topic	Summary	Further Information
	<ul style="list-style-type: none"> <li data-bbox="544 277 1230 680"> <p>Competition and Intellectual Property risk – 1414 Degrees operates across several markets — including grid-scale battery energy storage, thermal energy storage and advanced battery materials — that are subject to competition from both established energy companies and well-funded technology developers. The Company's ability to compete depends on its capacity to demonstrate cost-competitive and technically superior products, and there is a risk that competing technologies emerge or improve faster than anticipated, reducing the Company's addressable market or pricing power.</p> <p>The Company has invested significant time and resources in developing an intellectual property strategy based on trade secrets and a broad patent portfolio.</p> <p>There is a risk that third parties challenge the validity of the Company's patents or that the Company is unable to enforce its intellectual property rights effectively. Any successful challenge, or an inability to defend against infringement, could have a material adverse impact on the Company's competitive position and prospects.</p> <li data-bbox="544 1128 1230 1442"> <p>Core technology performance risk – For over 15 years the Company has developed and continues to develop its core silicon-based thermal storage media however the products have not been tested in long-term operation. There is a risk that the storage media does not meet the expectation of a 20 year operating lifetime, and this could delay or prevent the commercialisation of its SiBox technology, with significant adverse effects on investment in the Company.</p> <li data-bbox="544 1464 1230 1800"> <p>Commercial risks relating to Aurora Energy Precinct – The Company is developing the Aurora Energy Precinct in South Australia, including a 140 MW / 280 MWh grid-scale battery energy storage system (BESS) as a near-term revenue opportunity. The Company has obtained development approvals and transmission connection approval for the site and is working to complete the requirements to access the 275kV transmission line necessary to participate in the national electricity market.</p> <p>There is a risk that the Company does not complete the transmission connection requirements on the expected timeline, or that the cost of access makes the project uneconomical. As previously announced, the Company remains committed to developing the Aurora Energy Precinct and is exploring options to increase its</p> 	

Topic	Summary	Further Information
	<p>50% ownership in the Precinct.¹ As at the date of this Prospectus, no agreements have been reached, and it is not possible for the Company to predict if any discussions will culminate in an agreed outcome, on terms acceptable to the Company or at all, which may adversely affect the Company's ability to advance the Precinct as planned.</p>	
	<p>There is also a risk that projected revenues from the BESS will not be realised due to changes in electricity market regulation, shifts in energy pricing, or the entry of competing projects or technologies into the market. The Company is targeting demand from data centres and other high-energy industries as anchor customers for the precinct, and there is no guarantee that such customers will be secured on commercially acceptable terms or within expected timeframes.</p>	
	<ul style="list-style-type: none"> • Operating experience and reliance on key personnel risk – The Company has to date been developing and operating a novel technology with limited operating history, and there is a risk that the successful implementation of the Company's business plans will not result in profitability. • Business strategy execution – The Company's future growth, profitability and cash flows depend on the ability of its management to successfully execute its business strategy. There can be no assurance that 1414 Degrees can successfully achieve its business objectives and this could have a material adverse effect on the Company's business, financial condition, and operations. • Future capital requirements – The Company is currently loss making and the Company will require additional financing in the future to sufficiently fund its operations and commercialisation activities. The development of the Aurora BESS project will require substantial investment in Precinct development by the Company. The advancement of the SiNTL program is not expected to entail major investment if manufacturing facilities can be contracted, but there is no guarantee this will be effective. Any additional equity financing may be dilutive to shareholders (who may not have the opportunity to participate in that raising), and may be undertaken at lower prices than any prior offer prices. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if 	

¹ Refer to the Company's ASX announcement lodged on 22 January 2026 and prospectus dated 22 January 2026 for further information.

Topic	Summary	Further Information
	<p>required, would have a material adverse effect on the Company's business, financial condition and results of operations. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including the continued progress of its research and development programs, commercialisation activities, the timing and costs of developing the Aurora project, the outcome of customer and partner negotiations and the cost, timing and outcome of submissions for regulatory approval and the status and timing of competitive developments.</p> <ul style="list-style-type: none"> Contractual risk – Any dispute or breakdown in the relationship between the Company and counterparties to its contracts including the licensors for its technologies, could adversely impact the business if the Company is in breach of any of its agreements and its counterparties seek to pursue the Company for breach of contract or enforce security interests against the Company's assets (and conversely the Company depends on such counterparties performing their obligations under such agreement). 	
March Placement Options Offer		
What is the March Placement Options Offer?	The March Placement Options Offer is an offer of up to 185,327,586 March Options, on the basis of one free attaching March Option for every one March Share subscribed for and issued under the March Placement.	Section 2.2
Who is eligible to participate in the March Placement Options Offer?	Only the March Placement Participants are entitled to participate in the March Placement Options Offer.	Section 2.2
Is the March Placement Options Offer conditional?	The March Placement Options Offer is not conditional.	Section 2.2
What are the terms of the March Options?	<p>The March Placement Options have an exercise price of \$0.05 each and an expiry date of 29 January 2028.</p> <p>The terms and conditions of the March Options are detailed in Section 5.2.</p> <p>Shares issued on exercise of the March Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.</p>	Section 5

Topic	Summary	Further Information
When will the March Options be issued?	The Company anticipates that the March Options will be issued before 12.00pm (AEST) on Wednesday, 1 July 2026, or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.	Indicative Timetable
Will any funds be raised from the March Placement Options Offer?	<p>No funds will be raised from the issue of the March Options, as they are being issued as free attaching options under the March Placement.</p> <p>Funds will be raised by the Company upon exercise of any of the March Options. If all 185,327,586 March Options are issued and subsequently exercised, the Company will raise approximately \$9.3 million (before costs). In the event that any funds are raised through the exercise of March Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.2.</p>	Sections 2.2 and 3.2
March Lead Manager Options Offer		
What is the March Lead Manager Options Offer?	The March Lead Manager Options Offer is an offer of up to 111,196,552 March Lead Manager Options on the basis of 0.6 of a March Lead Manager Option for every one March Option issued under the March Placement (subject to fractional rounding).	Section 2.3
Who is eligible to participate in the March Lead Manager Options Offer?	Only the Lead Manager (and / or its nominee(s)) is entitled to participate in the March Lead Manager Offer.	Section 2.3
Is the March Lead Manager Options Offer conditional?	The March Lead Manager Options Offer is not conditional.	Section 2.3
What are the terms of the March Lead Manager Options Offer?	<p>The March Lead Manager Options have an exercise price of \$0.05 each and an expiry date of 29 January 2028.</p> <p>The terms and conditions of the March Lead Manager Options are detailed in Section 5.2.</p> <p>Shares issued on exercise of the March Lead Manager Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.</p>	Section 5
When will the March Lead Manager Options be issued?	The Company anticipates that the March Lead Manager Options will be issued before 12.00pm (AEST) on Wednesday, 1 July 2026, or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.	Indicative Timetable

Topic	Summary	Further Information
<p>Will any funds be raised from the March Lead Manager Options Offer?</p>	<p>No funds will be raised from the issue of the March Lead Manager Options, as they are being issued as consideration for services provided by the Lead Manager pursuant to the Lead Manager Mandate.</p> <p>Funds will be raised by the Company upon exercise of any of the March Lead Manager Options. If all 111,196,552 March Lead Manager Options are issued and subsequently exercised, the Company will raise approximately \$5.6 million (before costs). In the event that any funds are raised through the exercise of March Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.2.</p>	<p>Sections 2.3 and 3.2</p>
<p>June Placement Offer</p>		
<p>What is the June Placement Offer?</p>	<p>The June Placement Offer is an offer of up to 84,570,435 June Shares at an issue price of \$0.10 per June Share, together with one free attaching June Option for every two June Shares subscribed for and issued under the June Placement Offer (subject to fractional rounding).</p>	<p>Section 2.4</p>
<p>Who is eligible to participate in the June Placement Offer?</p>	<p>Only the June Placement Participants are entitled to participate in the June Placement Offer.</p>	<p>Section 2.4</p>
<p>Is the June Placement Offer conditional?</p>	<p>The Company intends to issue the June Securities using its existing placement capacity under Listing Rules 7.1 and / or 7.1A, in addition to the additional placement capacity approved by shareholders at the Company's extraordinary general meeting held on 29 May 2026.</p> <p>To the extent that the Company does not have sufficient existing placement capacity under Listing Rules 7.1 and / or 7.1A to issue all of the June Options in accordance with the Indicative Timetable, the Company will issue as many June Options as it can in accordance with the Indicative Timetable (and as far as practicable, pro rata for June Placement Participants) and will seek shareholder approval at an upcoming general meeting for the issue of the remainder of the June Options.</p>	<p>Section 2.4</p>
<p>What are the terms of the June Shares and June Options?</p>	<p>The June Shares have an issue price of \$0.10 per Share.</p> <p>The June Options have an exercise price of \$0.18 each and an expiry date of 9 July 2030.</p> <p>The terms and conditions of the June Options are detailed in Section 5.2.</p> <p>The June Shares and Shares issued on exercise of the June Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.</p>	<p>Section 5</p>

Topic	Summary	Further Information
When will the June Shares and June Options be issued?	The Company anticipates that the June Shares will be issued on Friday, 3 July 2026 and the June Options will be issued on Friday, 10 July 2026, or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.	Indicative Timetable
Will any funds be raised from the June Placement Offer?	<p>If all 84,570,435 June Shares are issued, the Company will raise up to approximately \$8.45 million (before costs).</p> <p>No funds will be raised from the issue of the June Options, as they are being issued as free attaching options under the June Placement.</p> <p>Funds will be raised by the Company upon exercise of any of the June Options. If all 42,285,218 June Options are issued and subsequently exercised, the Company will raise approximately \$7.6 million (before costs). In the event that any funds are raised through the exercise of June Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.2.</p>	Sections 2.4 and 3.2
June Lead Manager Options Offer		
What is the June Lead Manager Options Offer?	The June Lead Manager Options Offer is an offer of up to 48,862,918 June Lead Manager Options, on the basis of 0.65 of a June Lead Manager Option for every one Non-LM June Share issued under the June Placement Offer (subject to fractional rounding).	Section 2.5
Who is eligible to participate in the June Lead Manager Options Offer?	Only the Lead Manager (and / or its nominee(s)) is entitled to participate in the June Lead Manager Options Offer.	Section 2.5
Is the June Lead Manager Options Offer conditional?	<p>The Company intends to issue the June Lead Manager Options using its existing placement capacity under Listing Rules 7.1 and / or 7.1A.</p> <p>To the extent that the Company does not have sufficient existing placement capacity under Listing Rules 7.1 and / or 7.1A to issue all of the June Lead Manager Options in accordance with the Indicative Timetable, the Company will issue as many June Lead Manager Options as it can in accordance with the Indicative Timetable and will seek shareholder approval at an upcoming general meeting for the issue of the remainder of the June Lead Manager Options.</p>	Section 2.5
What are the terms of the June Lead Manager Options?	<p>The June Lead Manager Options have an exercise price of \$0.18 each and an expiry date of 9 July 2030.</p> <p>The terms and conditions of the June Lead Manager Options are detailed in Section 5.2.</p> <p>Shares issued on exercise of the June Lead Manager Options will rank equally with the Shares on issue as at</p>	Section 5

Topic	Summary	Further Information
	the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.	
When will the June Lead Manager Options be issued?	The Company anticipates that the June Lead Manager Options will be issued on Friday, 10 July 2026, or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.	Indicative Timetable
Will any funds be raised from the June Lead Manager Options Offer?	<p>No funds will be raised from the issue of the June Lead Manager Options, as they are being issued as consideration for services provided by the Lead Manager pursuant to the Lead Manager Mandate.</p> <p>Funds will be raised by the Company upon exercise of any of the June Lead Manager Options. If all 48,862,918 June Lead Manager Options are issued and subsequently exercised, the Company will raise approximately \$8.79 million (before costs). In the event that any funds are raised through the exercise of June Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.2.</p>	Sections 2.5 and 3.2
Further Information		
Who is the Lead Manager?	The Company has appointed Oakley Capital Partners Pty Ltd as lead manager to the March Placement and June Placement, on an ongoing basis, pursuant to the Lead Manager Mandate. The terms and conditions of the Lead Manager Mandate are detailed in Section 6.1.	Section 6.1
How can I obtain further information?	<p>Further information and application instructions (as relevant) for the Loyalty Options Offer and Other Offers, as well as the risks associated with investing in the Loyalty Options Offer and Other Offers are detailed in this Prospectus which you should read carefully and in its entirety.</p> <p>If you have any questions in respect of the Offers, please contact the Company at info@1414degrees.com.au. For other questions, you should consult your broker, lawyer, accountant, financial adviser, or other professional adviser.</p>	Section 2.28

2 Details of the Offers

2.1 Loyalty Options Offer

Details

The Company is making a non renounceable pro rata bonus offer to Eligible Shareholders of up to approximately 15,397,240 Loyalty Options (subject to fractional rounding), at a nil issue price, on the basis of 1 Loyalty Option for every 40 Shares held by Eligible Shareholders as at 7.00pm (AEST) on Thursday, 2 July 2026 (**Record Date**) (**Loyalty Options Offer**). Each Loyalty Option will be exercisable at \$0.18 and will expire on 9 July 2030.

The offer of the Loyalty Options is a separate offer pursuant to this Prospectus, and the Loyalty Options will be issued for nil consideration to incentivise Eligible Shareholders for their ongoing support and engagement and provide them with a greater opportunity to participate in the potential future success of the Company.

As at the date of this Prospectus, the Company has on issue 607,199,940 Shares and 34,904,762 Options. Refer to Section 3.3 for further details on the Company's current capital structure.

Assuming no Convertible Securities are exercised into, or vest into, Shares prior to the Record Date, the Loyalty Options Offer is for up to approximately 15,397,240 Loyalty Options. Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a Loyalty Option, such fraction will be rounded down to the nearest whole Loyalty Option.

Offer not conditional

The issue of Loyalty Options under the Loyalty Options Offer is not conditional on Shareholder approval and will not count towards the Company's placement capacity in Listing Rules 7.1 or 7.1A as it falls under an exemption in Listing Rule 7.2. In addition, the issue of Loyalty Options under the Loyalty Options Offer to the participating Directors will not require prior Shareholder approval pursuant to Listing Rule 10.11 as it will fall under an exemption in Listing Rule 10.12.

Rights attaching to Loyalty Options

Refer to Section 5.2 for a summary of the terms and conditions of the Loyalty Options.

Shares issued on exercise of the Loyalty Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.

Use of funds raised

No proceeds will be made from the issue of the Loyalty Options because the Loyalty Options Offer is being made for nil consideration.

Funds will be raised by the Company upon exercise of any of the Loyalty Options. If all 15,397,240 Loyalty Options are issued and subsequently exercised, the Company will raise \$2.8 million (before costs). In the event that any funds are raised through the exercise of the Loyalty Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.4.

No application form

Pursuant to the *ASIC Corporations (Application Form Requirements) Instrument 2017/241*, Eligible Shareholders are not required to apply for Loyalty Options under the Loyalty Options Offer and, accordingly, there is no application form attached to this Prospectus for the Loyalty Options Offer.

2.2 March Placement Options Offer

Details

As announced to ASX, in March 2026, the Company conducted a placement (**March Placement**) to raise approximately \$2.69 million (before costs) through the issue of 185,327,586 Shares (**March Shares**) to sophisticated, professional and institutional investors (**March Placement Participants**) at an issue price of \$0.0145 per Share, together with one free attaching March Option for every one Share subscribed for and issued under the March Placement (**March Placement Options Offer**). The March Options have the same terms as the Company's existing quoted options (i.e., exercisable at \$0.05 per option and expiring on 29 January 2028).

The March Placement was conducted in two tranches:

- **Tranche 1** – 93,672,099 March Shares, which were issued on 17 April 2026 using the Company's existing placement capacity under Listing Rules 7.1 and 7.1A; and
- **Tranche 2** – the issue of the balance of 91,655,487 March Shares (**Tranche 2 Shares**) and 185,327,586 March Options were subject to shareholder approval, which the Company received at its extraordinary general meeting held on 29 May 2026. Following receipt of shareholder approval, the Company issued 82,965,832 of the 91,655,487 Tranche 2 Shares on 29 May 2026, and intends to issue the balance of the 8,689,655 Tranche 2 Shares in or around July 2026 (**Remaining March Shares**). The Company intends to issue the March Options in accordance with the Indicative Timetable set out in this Prospectus.

The Company received shareholder approval for the purposes of Listing Rule 7.1 for the issue of the March Options at its extraordinary general meeting held on 29 May 2026 and, as a result, the issue of the March Options will not reduce the Company's capacity to issue equity securities under Listing Rule 7.1.

The Company is offering, pursuant to this Prospectus, up to 185,327,586 March Options on the basis of one free attaching option (exercisable at \$0.05 per option and expiring on 29 January 2028) (**March Options**) for every one March Share subscribed for and issued under the March Placement.

Based on the number of March Shares issued (or to be issued) under the March Placement, up to 185,327,586 March Options may be issued under the March Placement Options Offer.

Separate offer

The offer of the March Options is a separate offer pursuant to this Prospectus, and the Company is only extending the March Placement Options Offer to the March Placement Participants. The Company will only provide Application Forms for the March Placement Options Offer to these parties.

Offer not conditional

The March Placement Options Offer is not conditional.

Rights attaching to March Options

Refer to Section 5.2 for a summary of the terms and conditions of the March Options.

Shares issued on exercise of the March Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.

Use of funds raised

No funds will be raised from the issue of the March Options, as they are being issued as free attaching options under the March Placement.

Funds will be raised by the Company upon exercise of any of the March Options. If all 185,327,586 March Options are issued and subsequently exercised, the Company will raise approximately \$9.3 million (before costs). In the event that any funds are raised through the

exercise of March Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.4.

2.3 **March Lead Manager Options Offer**

Details

Oakley Capital Partners Pty Ltd acted as lead manager to the March Placement (**Lead Manager**) and, pursuant to the terms of the Lead Manager Mandate, the Company agreed to issue up to 12,500,000 Shares and up to 111,196,552 March Lead Manager Options, on the basis of 0.6 of a March Lead Manager Option for every one March Option issued under the March Placement (with fractional entitlements to a March Lead Manager Option rounded up to the nearest whole March Lead Manager Option) to the Lead Manager (and / or its nominee(s)), on the same terms and conditions as the March Options.

The Company received shareholder approval for the purposes of Listing Rule 7.1 for the issue of the March Lead Manager Options at its extraordinary general meeting held on 29 May 2026 and, as a result, the issue of the March Lead Manager Options will not reduce the Company's capacity to issue equity securities under Listing Rule 7.1.

The Company is offering, pursuant to this Prospectus, up to 111,196,552 March Lead Manager Options (exercisable at \$0.05 per option and expiring on 29 January 2028) (**March Lead Manager Options**) on the basis of 0.6 of a March Lead Manager Option for every one March Option issued under the March Placement (with fractional entitlements to a March Lead Manager Option rounded up to the nearest whole March Lead Manager Option) to the Lead Manager (and / or its nominee(s)) in accordance with the Lead Manager Mandate (**March Lead Manager Options Offer**).

Separate offer

The offer of the March Lead Manager Options is a separate offer pursuant to this Prospectus, and the Company is only extending the March Lead Manager Options Offer to the Lead Manager (and / or its nominee(s)).

Offer not conditional

The March Lead Manager Options Offer is not conditional.

Rights attaching to March Lead Manager Options

The March Lead Manager Options offered under this Prospectus will have the same terms and conditions as the March Options issued under the March Placement Options Offer.

Refer to Section 5.2 for a summary of the terms and conditions of the March Lead Manager Options.

Shares issued on exercise of the March Lead Manager Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.

Use of funds raised

No funds will be raised from the issue of the March Lead Manager Options, as they are being issued as consideration for services provided by the Lead Manager pursuant to the Lead Manager Mandate.

Funds will be raised by the Company upon exercise of any of the March Lead Manager Options. If all 111,196,552 March Lead Manager Options are issued and subsequently exercised, the Company will raise approximately \$5.6 million (before costs). In the event that any funds are raised through the exercise of March Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.4.

2.4 June Placement Offer

Details

As announced to ASX on 23 June 2026, the Company has received firm commitments under a placement (**June Placement**) to raise approximately \$8.45 million (before costs) through the issue of 84,570,435 Shares (**June Shares**) to sophisticated, professional and institutional investors (**June Placement Participants**) at an issue price of \$0.10 per Share, together with one free attaching June Option for every two Shares subscribed for and issued under the June Placement (**June Placement Offer**). The June Options have the same terms as the Loyalty Options (i.e., exercisable at \$0.18 per option and expiring on 9 July 2030), which the Company intends to apply for quotation of.

The Company is offering, pursuant to this Prospectus, up to 84,570,435 June Shares and up to 42,285,218 June Options (with fractional entitlements to a June Option rounded up to the nearest whole June Option) on the basis of one free attaching option (exercisable at \$0.18 per option and expiring on 9 July 2030) (**June Options**) for every two June Shares subscribed for and issued under the June Placement.

Separate offer

The offer of the June Securities is a separate offer pursuant to this Prospectus, and the Company is only extending the June Placement Offer to the June Placement Participants. The Company will only provide Application Forms for the June Placement Offer to these parties.

Offer conditional

The Company intends to issue the June Securities using its existing placement capacity under Listing Rules 7.1 and / or 7.1A, in addition to the additional placement capacity approved by shareholders at the Company's extraordinary general meeting held on 29 May 2026.

As set out in the Company's notice of meeting dated 29 April 2026, pursuant to resolution 6, the Company sought shareholder approval for the purposes of Listing Rule 7.1 to issue up to \$3,000,000 worth of Shares under a placement which the Company intended to conduct within the 3 months following receipt of shareholder approval. In connection with this approval, the Company confirms the following:

- the shares will be issued to sophisticated and professional investors identified by the Lead Manager;
- no related parties for the purpose of Listing Rule 10.11 have or will participate in the June Placement;
- the number of shares which can be issued using such shareholder approval is limited to the number equal to \$3,000,000 divided by an issue price that is not less than 75% of the volume weighted average price (**VWAP**) of the Company's Shares calculated over the 15 trading days on which trades were recorded before the date on which the price at which the shares is agreed, subject to a minimum of \$0.0145. The issue price of \$0.10 per June Share represents a 3.74% discount to the Company's VWAP for the 15 trading days up to and including 18 June 2026 (being the last day that the Shares were traded prior to the Company announcing the June Placement); and
- the Company will issue a maximum of 30,000,000 Shares (being a total value of \$3,000,000) in reliance on such shareholder approval.

To the extent that the Company does not have sufficient existing placement capacity under Listing Rules 7.1 and / or 7.1A to issue all of the June Options in accordance with the Indicative Timetable, the Company will issue as many June Options as it can in accordance with the Indicative Timetable (and as far as practicable, pro rata for June Placement Participants) and will seek shareholder approval at an upcoming general meeting for the issue of the remainder of the June Options.

Rights attaching to June Securities

Refer to Section 5.2 for a summary of the terms and conditions of the June Options.

The June Shares and Shares issued on exercise of the June Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.

Use of funds raised

If all 84,570,435 June Shares are issued, the Company will raise up to approximately \$8.45 million (before costs).

No funds will be raised from the issue of the June Options, as they are being issued as free attaching options under the June Placement.

Funds will be raised by the Company upon exercise of any of the June Options. If all 42,285,218 June Options are issued and subsequently exercised, the Company will raise approximately \$7.6 million (before costs). In the event that any funds are raised through the exercise of June Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.4.

2.5 **June Lead Manager Options Offer**

Details

The Lead Manager acted as lead manager to the June Placement and, pursuant to the terms of the Lead Manager Mandate, the Company agreed to issue up to 48,862,918 June Lead Manager Options, on the basis of 0.65 of a June Lead Manager Option for every one Non-LM June Share issued under the June Placement (with fractional entitlements to a June Lead Manager Option rounded up to the nearest whole June Lead Manager Option) to the Lead Manager (and / or its nominee(s)), on the same terms and conditions as the June Options.

The Company is offering, pursuant to this Prospectus, up to 48,862,918 June Lead Manager Options (exercisable at \$0.18 per option and expiring on 9 July 2030) (**June Lead Manager Options**) on the basis of 0.65 of a June Lead Manager Option for every one Non-LM June Share issued under the June Placement (with fractional entitlements to a June Lead Manager Option rounded up to the nearest whole June Lead Manager Option) to the Lead Manager (and / or its nominee(s)) in accordance with the Lead Manager Mandate (**June Lead Manager Options Offer**).

Separate offer

The offer of the June Lead Manager Options is a separate offer pursuant to this Prospectus, and the Company is only extending the June Lead Manager Options Offer to the Lead Manager (and / or its nominee(s)).

Offer conditional

The Company intends to issue the June Lead Manager Options using its existing placement capacity under Listing Rules 7.1 and / or 7.1A. To the extent that the Company does not have sufficient existing placement capacity under Listing Rules 7.1 and / or 7.1A to issue all of the June Lead Manager Options in accordance with the Indicative Timetable, the Company will issue as many June Lead Manager Options as it can in accordance with the Indicative Timetable and will seek shareholder approval at an upcoming general meeting for the issue of the remainder of the June Lead Manager Options.

Rights attaching to June Lead Manager Options

The June Lead Manager Options offered under this Prospectus will have the same terms and conditions as the June Options issued under the June Placement Offer.

Refer to Section 5.2 for a summary of the terms and conditions of the June Lead Manager Options.

Shares issued on exercise of the June Lead Manager Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares.

Use of funds raised

No funds will be raised from the issue of the June Lead Manager Options, as they are being issued as consideration for services provided by the Lead Manager pursuant to the Lead Manager Mandate.

Funds will be raised by the Company upon exercise of any of the June Lead Manager Options. If all 48,862,918 June Lead Manager Options are issued and subsequently exercised, the Company will raise approximately \$8.79 million (before costs). In the event that any funds are raised through the exercise of June Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds in the manner set out in Section 3.4.

2.6 Purpose of this Prospectus

The Company has issued this Prospectus for the offer of Loyalty Options to Eligible Shareholders, New Securities to Placement Participants and the Lead Manager (and / or its nominee(s)) and to facilitate secondary trading of the Shares to be issued upon exercise of the New Options to be issued under the Offers. Issuing the New Options under this Prospectus will enable their holders to on-sell the Shares issued on exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2026/94*.

Accordingly, the primary purposes of this Prospectus are to:

- (a) make the offer of Loyalty Options pursuant to the Loyalty Options Offer;
- (b) make the offer of March Options pursuant to the March Placement;
- (c) make the offer of March Lead Manager Options pursuant to the Lead Manager Mandate;
- (d) make the offer of June Securities pursuant to the June Placement;
- (e) make the offer of June Lead Manager Options pursuant to the Lead Manager Mandate; and
- (f) ensure that the on-sale of the New Options and the Shares issued on conversion of the New Options do not breach section 707(3) of the Corporations Act.

The Loyalty Options Offer is made pursuant to *ASIC Corporations (Exposure Period) Instrument 2026/90* which exempts the Company from complying with section 727(3) of the Corporations Act to the extent that this section prohibits the Company from issuing Loyalty Options in the 7 day period after the date of lodgement of the Prospectus with ASIC.

The Loyalty Options Offer is also made pursuant to *ASIC Corporations (Application Form Requirements) Instrument 2017/241* which exempts the Company from complying with section 723(1) of the Corporations Act to the extent that this section only permits an issue of Loyalty Options in response to an application form included in or accompanied by a disclosure document.

2.7 Opening and Closing Dates

Eligible Shareholders are not required to apply for Loyalty Options under the Loyalty Options Offer and, accordingly, there is no application form attached to this Prospectus for the Loyalty Options Offer.

The Company will accept Application Forms in respect of the March Placement Options Offer, March Lead Manager Options Offer, June Placement Offer and June Lead Manager Options Offer from the Opening Date of Monday, 29 June 2026 until the Closing Date of:

- (a) 5.00pm (AEST) on Monday, 29 June 2026 for the March Placement Options Offer and March Lead Manager Options Offer;
- (b) 5.00pm (AEST) on Wednesday, 1 July 2026 for the June Placement Offer and June Lead Manager Options Offer; or
- (c) such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.

The above dates are indicative only and subject to change without notice. The Company may vary these dates, including to close an Offer early, extend the Closing Date for one or more of the Offers, or to withdraw the Offer(s) at any time prior to issue of the securities. If any of the dates are changed, subsequent dates may also change.

You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

2.8 **Minimum subscription**

There is no minimum subscription in relation to the Offers.

2.9 **Oversubscriptions**

The Company will not accept any oversubscriptions in relation to the Offers.

2.10 **Not underwritten**

The Offers are not underwritten.

2.11 **Fractional Entitlements**

Fractional Entitlements of a Loyalty Option will be rounded down to the nearest whole number. For this purpose, holdings in the same name are aggregated for calculation of Entitlements, to the extent permitted by the Listing Rules. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements, to the extent permitted by the Listing Rules.

2.12 **Issue and dispatch**

Any New Securities to be issued under the Offers are expected to be issued on or around the issue date specified in the Indicative Timetable, or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Securities. Applicants who sell New Securities before they receive their holding statements will do so at their own risk.

2.13 **Application Monies**

No Application Monies are payable in respect of the issue of the Loyalty Options, March Options, March Lead Manager Options or June Lead Manager Options.

All Application Monies in respect of the June Placement Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the June Shares are issued. All Application Monies will be returned (without interest) if the June Shares are not issued.

2.14 **No rights trading**

The rights to Loyalty Options under the Loyalty Options Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to receive Loyalty Options under the Loyalty Options Offer to any other party.

2.15 ASX quotation

The Company intends to apply for Official Quotation of the New Securities offered pursuant to this Prospectus within seven days after the date of this Prospectus.

If the New Options (as applicable) are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will issue the New Options (as applicable) as unquoted options.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the New Options.

2.16 Withdrawal and cooling-off rights

Cooling off rights do not apply to an investment in New Securities under the Offers. You cannot withdraw your payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

2.17 Eligible Shareholders

The Loyalty Options Offer is made to Eligible Shareholders only.

Eligible Shareholders are those persons who:

- (a) are registered as a holder of Shares as at the Record Date, being 7.00pm (AEST) on Thursday, 2 July 2026;
- (b) have a registered address on the Company share register in Australia or New Zealand, or are, in the opinion of the Company, otherwise eligible to receive an offer of Loyalty Options under the Loyalty Options Offer; and
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States,

(an **Eligible Shareholder**).

If you are a Shareholder who does not satisfy each of the criteria listed above, you are an **"Ineligible Shareholder"**. Where this Prospectus has been despatched to Ineligible Shareholders, this Prospectus is provided for information purposes only. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

Ineligible Shareholders are not entitled to participate in the Loyalty Options Offer.

Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

By receiving this Prospectus, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the Loyalty Options Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and each of the Company and the Lead Manager and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The Company has decided that it is unreasonable to make offers under the Loyalty Options Offer to Shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Securities that they would be offered, and the cost of complying with the relevant legal and

regulatory requirements in those places. The Company may (in its absolute discretion) extend the Loyalty Options Offer to Shareholders who have registered addresses outside Australia or New Zealand in accordance with applicable law.

2.18 **Nominees**

The Loyalty Options Offer is only being made to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares (e.g., for the purposes of determining whether any such persons may participate in the Loyalty Options Offer).

Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Loyalty Options Offer is compatible with applicable foreign laws.

2.19 **Foreign jurisdictions**

This Prospectus does not, and is not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus. The Loyalty Options Offer and the Other Offers are not being extended, and New Securities will not be issued, to Shareholders with a registered address which is outside Australia or New Zealand.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

No action has been taken to permit the offer of New Securities to existing Shareholders in any jurisdiction other than Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside those jurisdictions is restricted by law and persons outside of those jurisdictions should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer of New Securities in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer. In particular, this Prospectus may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside of Australia except to the extent permitted below:

New Zealand

The Loyalty Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the mutual recognition regime established under subpart 6 of Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.

Investors in New Zealand should refer to the warning statement on page 4 under 'Important information for New Zealand investors'.

2.20 **CHES**

The Company participates in the Clearing House Electronic Subregister System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHES, Applicants will not receive a certificate but will receive a statement of their holding of New Options. If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will set out the number of New Securities issued under this Prospectus and provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Securities.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

2.21 Risk factors

An investment in the New Securities should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed (non-exhaustively) in Section 4.

2.22 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Securities under the Offers.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Securities under the Offers.

2.23 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company. Such information may be used to assess your Application, service your needs as a holder of Shares or Options, provide facilities and services that you request and carry out appropriate administration.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities, or as otherwise permitted under the *Privacy Act 1988* (Cth) (as amended).

The information may also be used from time to time by, and disclosed to, persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Shareholders can access, correct and update the personal information that the Company holds about them by contacting the Company or the Share Registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

2.24 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's consolidated financial statements for the year ended 30 June 2025 lodged with ASX on 23 September 2025 (**FY25 Financial Report**) and its consolidated financial statements for the half year ended 31 December 2025 lodged with ASX on 27 February 2026 (**HY26 Financial Report**). The Company has issued continuous disclosure notices (i.e., ASX announcements) since the lodgement of its FY25 Financial Report and HY26 Financial Report.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Annual Report are listed in Section 6.2.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

2.25 Application Forms

Pursuant to the *ASIC Corporations (Application Form Requirements) Instrument 2017/241*, Eligible Shareholders are not required to apply for Loyalty Options under the Loyalty Options Offer and, accordingly, there is no application form attached to this Prospectus for the Loyalty Options Offer.

The Company will send this Prospectus, together with Application Forms, to selected persons whom the Directors determine are eligible to participate in the March Placement Options Offer, March Lead Manager Options Offer, June Placement Offer and / or June Lead Manager Options Offer.

If you are selected by the Directors and you wish to subscribe for New Securities pursuant to the March Placement Options Offer, March Lead Manager Options Offer, June Placement Offer and / or June Lead Manager Options Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Directors' discretion, in accordance with the instructions in the Application Form.

If you are in doubt as to the course of action, you should consult your professional adviser.

If the number of New Securities applied for under the relevant Offer is more than the number of New Securities to which the Placement Participant or Lead Manager (and / or its nominee(s)) (as applicable) is entitled under the relevant Offer, the Company reserves the right to return the Application Form and not issue any New Securities to the Placement Participant or Lead Manager (and / or its nominee(s)) (as applicable), or to accept it in respect of a lesser number of New Securities.

Completed Application Forms must be received by the Company prior to the Closing Date.

2.26 Acceptance of Application

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Securities accepted by the Company. The Application Form does not need to be signed to be a binding Application.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete the Application Form is final.

By completing and returning an Application Form, Applicants will be deemed to have represented and warranted on behalf of themselves or each person on whose account they are acting, that the law in their place of residence and/or where they have been given the Prospectus does not prohibit them from being given the Prospectus and that they:

- (a) agree to be bound by the terms of the relevant Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that they are over 18 years of age and have full legal capacity and power to perform all their rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on their behalf necessary for the applicable New Securities to be issued to them;

- (e) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the securities are suitable for them given their investment objectives, financial situation or particular needs;
- (f) acknowledge that the New Securities have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand; and
- (g) meet the eligibility criteria of the expected target market for the Loyalty Options outlined in the Target Market Determination, a copy of which can be accessed at the Company's website.

2.27 Powers of the Company in relation to Applications

There is no assurance that any Applicant will be allocated any New Securities, or the number of New Securities for which the Applicant has applied. Without limitation, the Directors may in their absolute discretion, without notice to any Applicant and without giving any reason:

- (a) withdraw an Offer at any time before the issue of New Securities to successful Applicants;
- (b) decline an Application;
- (c) accept an Application for its full amount or any lower amount;
- (d) determine a person to be eligible or ineligible to participate in the Offers;
- (e) waive or correct any errors made by an Applicant in completing their Application Form;
- (f) amend or waive the Offer application procedures or requirements in compliance with applicable laws; or
- (g) aggregate any Applications that they believe may be multiple Applications from the same person.

2.28 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company at info@1414degrees.com.au. For other questions, you should consult your broker, lawyer, accountant, financial adviser, or other professional adviser.

3 Purpose and effect of the Offers

3.1 Purpose of the Offers

The purposes of the Offers are as follows:

- (a) the purpose of the Loyalty Options Offer is to recognise the support the Company has received from its Shareholders to date, and to reward existing Eligible Shareholders by making a bonus loyalty offer for nil consideration;
- (b) the March Placement Options Offer is being made to the March Placement Participants as free attaching options pursuant to the terms of the March Placement;
- (c) the March Lead Manager Options Offer is being made to the Lead Manager (and / or its nominee(s)) as part of the fees payable in connection with the March Placement pursuant to the Lead Manager Mandate;
- (d) the purpose of the June Placement Offer is to raise funds up to \$8.45 million (before costs), which the Company intends to apply in the manner set out in Section 3.2;
- (e) the June Lead Manager Options Offer is being made to the Lead Manager (and / or its nominee(s)) as part of the fees payable in connection with the June Placement pursuant to the Lead Manager Mandate; and
- (f) the Offers are also designed to provide the Company with a potential source of ongoing additional capital of up to \$35,103,790.28 if the maximum number of New Options under the Offers are issued and exercised.

3.2 Use of funds

As announced to ASX on 23 June 2026, the Company's proposed use of funds raised under the June Placement is as follows, assuming that all 84,570,435 June Shares are issued and the Company raises approximately \$8.45 million (before costs):

Use of funds	Amount (\$ million)
Aurora Precinct Development ¹	\$4.50
SiNTL commercialisation ²	\$1.00
Costs of the Offers ³	\$0.65
General working capital	\$2.30
Total	\$8.45

Notes:

- 1 *Advancing the Aurora Energy Precinct – including completing requirements to access the 275kV transmission line for the grid-scale BESS project. Refer to the Company's ASX announcement dated 23 June 2026 for further information.*
- 2 *Accelerating commercialisation initiatives in the data centre and energy-intensive industries sector – the acceleration of SiNTL silicon nanoparticle anode commercialisation. Refer to the Company's ASX announcement dated 23 June 2026 for further information.*
- 3 *Excluding Out of Scope Fees payable to the Lead Manager, which have been offset by the Lead Manager's participation in the June Placement Offer. Refer to Section 6.1 for further information on the offset arrangement. Refer to Section 6.13 for details of the costs of the Offers.*
- 4 *Working capital includes the normal general and administrative costs associated with running a public company, including but not limited to salaries, general operating expenses and overhead costs, legal fees, rental of office premises, investor relations and finance and accounting fees among other working capital requirements.*

Further, if all:

- (a) 296,524,138 March Options and March Lead Manager Options are exercised prior to their expiry date (being 29 January 2028), the Company will raise a total of \$14,826,206.90; and
- (b) 106,545,376 Loyalty Options, June Options and June Lead Manager Options are exercised prior to their expiry date (being 9 July 2030), the Company will raise a total of \$19,178,168.

Accordingly, if all 403,069,514 New Options are exercised prior to their respective expiry dates, the Company will raise a total of \$34,004,374.58.

The manner of application of any funds from the exercise of the New Options will depend on when New Options are exercised and the status of the Company's activities and requirements at the relevant time.

As at the date of this Prospectus, the Company expects that it would apply any such funds raised from the exercise of New Options towards:

- (c) advancing the Aurora Energy Precinct – including completing requirements to access the 275kV transmission line for the grid-scale BESS project;
- (d) accelerating commercialisation initiatives in the data centre and energy-intensive industries sector – the acceleration of SiNTL silicon nanoparticle anode commercialisation; and
- (e) general working capital requirements.

The above proposed use of funds is indicative only and will be subject to modification on an ongoing basis depending on the results obtained from the Company's activities and other factors relevant to the Board's discretion as to usage of funding. Due to market conditions and the development of new opportunities or any number of other factors (including the key risks outlined in Section 4 of this Prospectus), actual use of net proceeds may differ significantly to the above estimates. In light of this, the Board reserves the right to alter the way the funds are applied.

3.3 Effect on Capital Structure

The effect of the Offers on the capital structure of the Company, assuming the maximum number of:

- (a) Loyalty Options are issued pursuant to the Loyalty Options Offer;
- (b) March Options are issued pursuant to the March Placement Options Offer;
- (c) March Lead Manager Options are issued pursuant to the March Lead Manager Options Offer;
- (d) June Shares and June Options are issued pursuant to the June Placement Offer; and
- (e) June Lead Manager Options are issued pursuant to the June Lead Manager Options Offer,

will be to increase the number of Shares currently on issue by a maximum of 84,570,435 Shares (assuming that the Remaining March Shares have already been issued) and the number of Options currently on issue by a maximum of 403,069,514 Options.

Assuming that no further Shares are issued and none of the existing quoted or unquoted Options are exercised, the effect of the Offer on the Company's issued capital as at the date of this Prospectus is as shown in the following table:

	Shares	Options
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Securities on issue as at the date of this Prospectus	607,199,940 ¹	34,904,762 ²
Remaining March Shares to be issued to March Placement Participants under the March Placement ³	8,689,655	Nil
Loyalty Options to be issued under the Loyalty Options Offer ⁴	Nil	15,397,240
March Options to be issued under the March Placement Options Offer ⁵	Nil	185,327,586
March Lead Manager Options to be issued under the March Lead Manager Options Offer ⁶	Nil	111,196,552
June Securities to be issued under the June Placement Offer	84,570,435	42,285,218
June Lead Manager Options to be issued under the June Lead Manager Options Offer ⁷	Nil	48,862,918
Total	700,460,030	437,974,276

Notes:

- 1 Including:
- (a) 93,672,099 Shares issued to Placement Participants under Tranche 1 of the March Placement;
- (b) 82,965,832 Shares issued to Placement Participants under Tranche 2 of the March Placement; and
- (c) 12,500,000 Shares issued to the Lead Manager pursuant to the terms of the Lead Manager Mandate (refer to Section 6.1 for further information).
- 2 Comprising quoted and unquoted options previously issued by the Company, being:
- (a) 14DOA – 30,904,762 quoted options exercisable at \$0.05 per option and expiring 28 January 2028; and
- (b) 14DAJ – 4,000,000 unquoted options exercisable at \$0.10 per option and expiring 21 November 2027.
- 3 The balance of the Tranche 2 Shares which are yet to be issued, but which the Company intends to issue in or around July 2026.
- 4 Assumes the 8,689,655 remaining Tranche 2 Shares are issued under the March Placement prior to the Record Date.
- 5 Assumes the 8,689,655 remaining Tranche 2 Shares are issued under the March Placement.
- 6 Assumes the 8,689,655 remaining Tranche 2 Shares and all 185,327,586 March Options are issued under the March Placement.
- 7 Assumes all 84,570,435 June Shares are issued under the June Placement, and that the Lead Manager subscribes for and is issued 9,396,715 June Shares, such that the number of June Lead Manager Options to be issued is calculated based on 75,173,720 Non-LM June Shares. Refer to Section 6.1 for further information.
- 8 The terms and conditions of the New Options are set out in Section 5.2.

3.4 Convertible Securityholders

Holders of Convertible Securities will not be able to participate in the Loyalty Options Offer unless:

- (a) those Convertible Securities are converted and exercised into Shares in accordance with their terms, so they are registered as holders of Shares prior to the Record Date; or
- (b) they otherwise participate in the Loyalty Options offer as a result of being a holder of Shares registered on the Share register of the Company at the Record Date.

3.5 **Effect on control**

The Company will manage the Offers, such that none of the Applicants will obtain a relevant interest in Shares of 20% or more. No New Securities will be issued to any Shareholder or Applicant pursuant to this Prospectus if, in the view of the Directors, to do so would increase that Shareholder's or Applicant's Voting Power in the Company above 20% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law.

The Company does not anticipate that the acquisition of New Options by any Shareholder under any Offers will result in any Shareholder either becoming a substantial Shareholder, or obtaining a relevant interest in Shares of 20% or more albeit that the effect of the Offers on the Voting Power in the Company, for the purposes of the Corporations Act, is dependent upon the number of New Shares issued upon the exercise of the New Options taken up. The Company therefore does not anticipate that the issue of the New Options will have any material effect on control of the Company.

4 Risk Factors

The New Securities are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Securities.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be managed and mitigated by planning and the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company or the Directors and cannot be mitigated.

4.1 Risks specific to the Offers

(a) Quotation risk

The Company intends to apply for quotation of the New Options.

The Company makes no guarantee that any such application for quotation will be successful and there is a risk that the Company will not be able to satisfy the ASX requirements for admission to quotation. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued, but will be unquoted Options. If the New Options are admitted to Official Quotation, the price of the New Options is subject to uncertainty and there can be no assurance that an active market for the New Options will develop or continue after the Offers.

(b) Option risk and dilution

Options are, by their nature, only of value at times when the exercise price is lower than the value of the underlying Shares. There is no guarantee that the New Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the value of the Shares.

There is a risk that the New Options may expire at a time when they have little or no value.

On completion of the Offers, assuming the Offers are fully subscribed and ASX's quotation conditions have been satisfied, there will be up to 403,069,514 additional quoted Options on issue. If exercised, these New Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted. However, each:

- (i) March Option and March Lead Manager Option has an exercise price of \$0.05; and
- (ii) Loyalty Option, June Option and June Lead Manager Option has an exercise price of \$0.18,

which means that the Company will receive additional funds of up to \$34,004,374.58 (before costs) upon exercise of the New Options, assuming all New Options the subject of the Offers are issued and subsequently exercised. There is no certainty that New Options, if issued, will be exercised in full, or at all.

4.2 Risks specific to the Company

(a) Going concern risk

The Company's FY25 Financial Report (for the year ended 30 June 2025) and HY26 Financial Report (for the half year ended 31 December 2025) each included a note on the financial condition of the Company and the existence of a material uncertainty

about the Company's ability to continue as a going concern. As set out in the HY26 Financial Report, as at 31 December 2025, the consolidated entity incurred a net loss of \$3,856,345 and had a net cash outflow from operating and investing activities of \$2,268,530.

Despite these material uncertainties, the directors were, as at 31 December 2025, of the opinion the consolidated entity would continue as a going concern, noting that this was contingent upon generation of cash inflow from its business and / or successfully raising additional capital.

Since the date of the HY26 Financial Report, the Directors have implemented a number of initiatives aimed at advancing the Company's commercial programs and improving its financial position. These measures and initiatives include:

- (i) undertaking a capital raising of approximately \$2.69 million (before costs) under the March Placement;
- (ii) undertaking a capital raising of up to approximately \$8.45 million (before costs) pursuant to the June Placement;
- (iii) progressing the Aurora Energy Precinct by obtaining acceptance of Generator Performance Standards for the proposed 140 MW / 280 MWh BESS, supporting advancement of connection and customer contracting activities, including a potential data centre, EV charging and firmed power applications at the site;
- (iv) submitting a non-binding indicative offer to acquire Vast Solar Aurora Pty Ltd's 50% interest in SiliconAurora Pty Ltd following VSA entering voluntary administration in November 2025, with a view to consolidating the Company's ownership of the Aurora joint venture and removing uncertainty arising from that administration;²
- (v) advancing the SiNTL battery materials program through achievement of specified performance milestones, commencement of scale-up of anode material supply for manufacturing and engaging with battery manufacturers;
- (vi) continuing to develop potential commercial applications for SiNTL, establishing the 14D Aerospace & Defence Division to commercialise SiNTL in the drone, UAV and defence sector, with a six-member Advisory Board, and integration work with SiPHyR-derived carbon materials;
- (vii) entering into a SiNTL Battery Qualification Testing Agreement with Energia 2000, a Ukrainian Government-approved defence manufacturer under which SiNTL-based batteries are to be tested across multiple drone platforms; and
- (viii) continuing to commercialise and develop activities across the broader portfolio, including Heat-as-a-Service feasibility work, and technology development.

(b) Commercialisation of technology risk

The Company is developing the Aurora BESS project, commercialising multiple technologies across its energy storage platforms, including its SiBox thermal energy storage system, the SiNTL silicon battery anode program and the SiPHyR hydrogen production technology. Each of these programs faces commercialisation risk and there is no guarantee that any will achieve commercial scale on the expected timeline or at all.

The Company's growth depends on its ability to attract customers across target sectors including data centres, grid-scale energy storage and heavy industry. While several of these sectors have committed to significant decarbonisation over coming decades,

² Refer to the Company's ASX announcement lodged on 22 January 2026 and prospectus dated 22 January 2026 for further information.

translating that demand into contracted revenue requires the Company to secure long-term customer relationships. Delays in customer engagement, failure to validate technology performance to customer requirements, or a shift in customer decarbonisation priorities could materially disrupt the Company's business plan for its thermal energy storage technology.

Achieving its goals also requires the Company to expand its in-house technical and commercial expertise and to build reliable supply chain and manufacturing partnerships. There is a risk that delays in either area slow the Company's path to revenue.

(c) Competition and Intellectual Property risk

1414 Degrees operates across several markets — including grid-scale battery energy storage, thermal energy storage and advanced battery materials — that are subject to competition from both established energy companies and well-funded technology developers. The Company's ability to compete depends on its capacity to demonstrate cost-competitive and technically superior products, and there is a risk that competing technologies emerge or improve faster than anticipated, reducing the Company's addressable market or pricing power.

The Company has invested significant time and resources in developing an intellectual property strategy based on trade secrets and a broad patent portfolio. The Company's intellectual property includes the patents for its thermal energy storage systems and storage media, its trademarks and domain names, and it has licensed patented technologies for hydrogen production through methane pyrolysis (SiPHyR), and silicon nanotechnology for battery anodes (SiNTL). The original technology patent for its thermal energy storage and retrieval system built on the concept of elongated canisters containing silicon metal and made of refractory material (Original Patent) is granted in CN, Germany, AU, NZ, UK and US jurisdictions, granting the Company exclusive rights to commercialise the technology. Subsequent patents include TESS-IND (granted in US and AU; SiBox Storage Media (application in AU, PRC, EU, IN and US); Fluid Reactor (SiPHyR) (application in AU, PRC, IN, and US).

There is a risk that third parties challenge the validity of the Company's patents or that the Company is unable to enforce its intellectual property rights effectively. Any successful challenge, or an inability to defend against infringement, could have a material adverse impact on the Company's competitive position and prospects.

(d) Core technology performance risk

For over 15 years the Company has developed and continues to develop its core silicon-based thermal storage media however the products have not been tested in long-term operation. There is a risk that the storage media does not meet the expectation of a 20 year operating lifetime, and this could delay or prevent the commercialisation of its SiBox technology, with significant adverse effects on investment in the Company.

To mitigate this risk, the Company has been developing and testing alternate silicon storage media in parallel, but there can be no guarantee that any of these media achieve a 20 year operating lifetime. A lesser lifetime would not necessarily make the products uncompetitive but could reduce potential revenue from license fees.

Similarly, SiNTL's laboratory-scale performance results may not be replicable at manufacturing scale, which could delay or prevent commercialisation of the battery anode technology.

(e) Commercial risks relating to Aurora Energy Precinct

The Company is developing the Aurora Energy Precinct in South Australia, including a 140 MW / 280 MWh grid-scale battery energy storage system (BESS) as a near-term revenue opportunity. The Company has obtained development approvals and transmission connection approval for the site and is working to complete the requirements to access the 275kV transmission line necessary to participate in the national electricity market.

There is a risk that the Company does not complete the transmission connection requirements on the expected timeline, or that the cost of access makes the project uneconomical. As previously announced, the Company remains committed to developing the Aurora Energy Precinct and is exploring options to increase its 50% ownership in the Precinct.³ As at the date of this Prospectus, no agreements have been reached, and it is not possible for the Company to predict if any discussions will culminate in an agreed outcome, on terms acceptable to the Company or at all, which may adversely affect the Company's ability to advance the Precinct as planned.

There is also a risk that projected revenues from the BESS will not be realised due to changes in electricity market regulation, shifts in energy pricing, or the entry of competing projects or technologies into the market. The Company is targeting demand from data centres and other high-energy industries as anchor customers for the precinct, and there is no guarantee that such customers will be secured on commercially acceptable terms or within expected timeframes.

(f) Operating experience and reliance on key personnel risk

The Company has to date been developing and operating a novel technology with limited operating history, and there is a risk that the successful implementation of the Company's business plans will not result in profitability.

The Company relies on the experience of its management team and directors. The loss of the services of certain personnel could have an adverse effect on the Company and its activities, including delays in realising the commercial potential of the technology.

(g) Business strategy execution

The Company's future growth, profitability and cash flows depend on the ability of its management to successfully execute its business strategy. There can be no assurance that 1414 Degrees can successfully achieve its business objectives and this could have a material adverse effect on the Company's business, financial condition, and operations.

If circumstances change, the Company will need to rely on the value of the IP and technology to refocus its business strategy.

(h) Future capital requirements

The Company is currently loss making and the Company will require additional financing in the future to sufficiently fund its operations and commercialisation activities. The development of the Aurora BESS project will require substantial investment in Precinct development by the Company. The advancement of the SiNTL program is not expected to entail major investment if manufacturing facilities can be contracted, but there is no guarantee this will be effective. Any additional equity financing may be dilutive to shareholders (who may not have the opportunity to participate in that raising), and may be undertaken at lower prices than any prior offer prices. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including the continued progress of its research and development programs, commercialisation activities, the timing and costs of developing the Aurora project, the outcome of customer and partner negotiations and the cost, timing and outcome of submissions for regulatory approval and the status and timing of competitive developments.

³ Refer to the Company's ASX announcement lodged on 22 January 2026 and prospectus dated 22 January 2026 for further information.

(i) Contractual risk

Any dispute or breakdown in the relationship between the Company and counterparties to its contracts including the licensors for its technologies, could adversely impact the business if the Company is in breach of any of its agreements and its counterparties seek to pursue the Company for breach of contract or enforce security interests against the Company's assets (and conversely the Company depends on such counterparties performing their obligations under such agreement).

(j) Defence and geopolitical risk

The Company has entered into a Battery Qualification Testing Agreement with Energia 2000, a Ukrainian Government-approved defence manufacturer, under which SiNTL-based batteries are proposed to be tested across multiple drone platforms, including in live battlefield conditions. There is a risk that the active conflict environment delays, disrupts or prevents testing from proceeding as planned. Geopolitical developments – including changes to sanctions regimes, export controls, or the course of the conflict – could also affect the Company's ability to operate in or conduct business with Ukrainian counterparties. The Company is also subject to applicable Australian export control laws and regulations, and there is a risk that compliance obligations limit or delay the Company's activities in the defence sector.

4.3 General Risks

The following risks have been identified as being some general risks associated with an investment in the Company, noting its publicly listed status:

(a) Economic risks

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates, access to debt and capital markets, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters, and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions may have an adverse impact on the Company's business or financial condition. No guarantee can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(b) Market conditions

An investment in the Company's Securities has the general risks associated with any investment in the share market. Returns from an investment in Securities will depend on general stock market conditions as well as the performance of the Company. The market price of the Company's Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. The trading price of the Company's Securities may be subject to fluctuations in response to factors such as actual or anticipated variations in the Company's operating results, announcements of new contracts by the Company or its competitors, announcements by the Company or its competitors of significant acquisitions, technological developments, capital commitments, additions or departures of key personnel and other events or factors, many of which are beyond the Company's control.

Further, general share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment; the demand for, and supply of, capital; and terrorism or other hostilities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Liquidity risk

The market for the Company's Securities may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(d) **Force majeure**

The Company's contracts now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

(e) **Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, the Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors. The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cash flows of the Company.

(f) **Litigation risk**

The Company is not currently engaged in any litigation. However, the Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow, share price and/or industry standing of the Company.

(g) **Insurance risk**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

4.4 **Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Securities offered under this Prospectus. Therefore, the New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Securities. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional adviser before deciding whether to apply for New Securities pursuant to this Prospectus.

5 Rights and Liabilities Attaching to Securities

5.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to the Shares issued on the exercise of the New Options is detailed below. The Shares issued on the exercise of the New Options will rank *pari passu* in all respects with existing Shares. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

General meetings	Subject to certain restrictions contained in the Constitution, the Corporations Act and the ASX Listing Rules, each member is entitled to receive notice of, and to attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act and the ASX Listing Rules.
Voting rights	<p>Subject to any rights or restrictions for the time being attached to the Shares (whether as a result of the terms of their issue, the Constitution, the Corporations Act or the Listing Rules), at a general meeting of the Company every holder of Shares present in person or by a representative, proxy or attorney is entitled to one vote on a show of hands. On a poll, every holder of Shares present in person or by a representative, proxy or attorney is entitled to one vote per fully paid Share, or in the case of partly paid Shares a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.</p> <p>A member is not entitled to vote unless all calls and other sums presently payable by the member in respect of Shares have been paid. Where there are two or more joint holders of the Share and more than one of them is present at a meeting and tenders a vote in respect of the Share, whether in person or by proxy or attorney, the Company will count only the vote cast by the member whose name appears before the other(s) in the Company's register of members.</p>
Dividend rights	<p>The Directors may from time to time resolve to pay a dividend if:</p> <ul style="list-style-type: none"> the payment of the dividend is fair and reasonable to the Company's members as a whole; and the payment of the dividend does not materially prejudice the Company's ability to pay its creditors. <p>Subject to the rights of members entitled to shares in the Company with special rights as to dividends, if any, all dividends in respect of shares in the Company, including the Shares, are to be declared and paid proportionally to the amount paid up, not credited as paid up, on the shares in the Company.</p>
Dividend plan	The Directors may adopt and implement a dividend plan under which, among other things, a member may elect that dividends payable by the Company be reinvested by way of subscription for Shares in the Company.
Issue of further Shares	The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares in the Company to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to special classes of shares in the Company.
Transfer of Shares	<p>Subject to the Constitution, the Corporations Act, the ASX Settlement Operating Rules and the ASX Listing Rules, the Shares are freely transferable.</p> <p>Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by any other method of transferring or dealing introduced by the ASX and as otherwise permitted by the Corporations Act or by a written instrument of</p>

	<p>transfer in any usual form or in any other form approved by the directors that is permitted by the Corporations Act.</p> <p>The Board may refuse to register a transfer of Shares in the circumstances described in the Constitution and where permitted to do so under the ASX Listing Rules. If the Board refuses to register a transfer, the Company must, within five business days after the transfer was delivered to the Company, give the lodging party written notice of the refusal and the reasons for refusal. The Board must refuse to register a transfer of shares when required by law, including the Corporations Act, by the ASX Listing Rules or by the ASX Settlement Operating Rules.</p>
Partly paid shares	The Directors may, subject to compliance with the Constitution, the Corporations Act and the ASX Listing Rules, issue partly-paid shares in the Company upon which amounts are or may become payable at a future time in satisfaction of all or part of the unpaid issue price.
Winding up	<p>If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of shareholders.</p> <p>Subject to the rights of holders of shares in the Company with special rights in a winding up, the Constitution and the terms of issue of shares in the Company, if the Company is wound up, members, including holders of Shares will be entitled to participate in any surplus assets of the Company remaining after payment of its debts, in proportion to the shares in the Company held by them respectively irrespective of the amount paid up or credited as paid up on the shares in the Company.</p>
Variation of rights	At present, the Company has on issue one class of shares only, namely the Shares. The rights attached to the shares in any class may be altered only if authorised by a special resolution passed at a separate meeting of the holders of the issued shares in the Company of the affected class, or with the written consent of the holders of at least three quarters of the issued shares of the affected class of shares in the Company.
Directors	The Constitution states that the minimum number of Directors is three.
Powers of the Board	The Directors have the power to manage the business of the Company and may exercise that power to the exclusion of the members, except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Constitution.
Listing Rules	If the ASX Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If any provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.
Alteration to the constitution	The Constitution can only be amended by special resolution passed by at least 75% of the votes cast by holders of Shares in the Company entitled to vote on the resolution. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution, is required.

5.2 Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

- (a) **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the New Options entitles the holder to apply for one Share upon payment of the Exercise Price.
- (b) **Exercise Price:** The Exercise Price for each:
 - (i) March Option and March Lead Manager Option is \$0.05 per Share; and
 - (ii) Loyalty Option, June Option and June Lead Manager Option is \$0.18 per Share;

- (c) **Expiry Date:** Each:
- (i) March Option and March Lead Manager Option will expire at 5.00pm (AEST) on 29 January 2028; and
 - (ii) Loyalty Option, June Option and June Lead Manager Option will expire at 5.00pm (AEST) on 9 July 2030.

A New Option not exercised before its applicable expiry date will automatically lapse on that Expiry Date.

- (d) **Exercise period:** The New Options are exercisable at any time from the date of issue until 5.00pm on the Expiry Date (AEST).
- (e) **Exercise notice:** The New Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- (f) **Partial exercise:** The New Options may be exercised in full or in parcels of at least 10,000 New Options (or such lesser amount in the event the holding of New Options by an optionholder is less than 10,000 New Options).
- (g) **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- (h) **Shares issued on exercise:** Shares issued as a result of the exercise of the New Options will rank equally in all respects with all other Shares then on issue.
- (i) **Participation in new issues:** The New Options do not confer any right on the optionholder to participate in a new issue of securities without exercising the New Options. An optionholder will be given at least 2 business days prior to the record date for the new issue of securities, to exercise their New Options.
- (j) **Change in exercise price:** A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.
- (k) **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the New Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- (l) **Transferability:** Except where the New Options are quoted on ASX, the New Options are non-transferable, unless the transfer is made to a related body corporate of the relevant optionholder with the Company's consent.
- (m) **Quotation:** The Company intends to apply to ASX for official quotation of the New Options. If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any New Options within 5 business days of issue.

6 Additional Information

6.1 Lead Manager Mandate

The Company appointed Oakley Capital Partners Pty Ltd as lead manager to the March Placement and June Placement pursuant to the Lead Manager Mandate. The Company has also appointed the Lead Manager as its ongoing adviser on equity capital raising matters for a period of 12 months (unless automatically extended for a further 12 months where the Lead Manager raises an aggregate of \$5 million via equity during the initial 12 month term).

The key terms of the Lead Manager Mandate are set out below:

- (a) **Lead Manager services:** In respect of the March Placement, the Lead Manager assisted the Company in marketing and facilitating demand, and has and will provide the same services in respect of the June Placement. The Lead Manager will also provide the Company with ongoing corporate and strategic advisory services.
- (b) **Capital raising fees:**
- (i) **Cash Fee:** The Company will pay the Lead Manager a capital raising fee of 6% of funds raised from the issue of March Shares under the March Placement and Non-LM June Shares under the June Placement (respectively).
- (ii) **March Lead Manager Shares:** The Company has issued 12,500,000 fully paid ordinary Shares to the Lead Manager (and/or its nominee(s)). The issue of these shares was subject to shareholder approval, which the Company received at its extraordinary general meeting held on 29 May 2026.
- (iii) **March Lead Manager Options:** The Company has agreed to issue up to 111,196,552 March Lead Manager Options (exercisable at \$0.05 per option and expiring on 29 January 2028) on the basis of 0.6 of a March Lead Manager Option for every one March Option issued under the March Placement (with fractional entitlements to a March Lead Manager Option rounded up to the nearest whole March Lead Manager Option) to the Lead Manager (and / or its nominee(s)). The March Lead Manager Options will have the same terms and conditions as the March Options.
- The issue of the March Lead Manager Options was subject to shareholder approval, which the Company received at its extraordinary general meeting held on 29 May 2026.
- (iv) **June Lead Manager Options:** The Company has agreed to issue up to 48,862,918 June Lead Manager Options (exercisable at \$0.18 per option and expiring on 9 July 2030) on the basis of 0.65 of a June Lead Manager Option for every one Non-LM June Share issued under the June Placement (with fractional entitlements to a June Lead Manager Option rounded up to the nearest whole June Lead Manager Option) to the Lead Manager (and / or its nominee(s)).

The Lead Manager has provided a firm commitment to the Company to subscribe for up to 9,396,715 June Shares (and attaching June Options) under the June Placement Offer (for a total value of \$939,671.50). Accordingly, the maximum number of June Lead Manager Options to be issued under the June Lead Manager Options Offer is calculated based on 75,173,720 Non-LM June Shares.

The June Lead Manager Options will have the same terms and conditions as the June Options. The Company intends to issue the June Lead Manager Options using its existing placement capacity under Listing Rules 7.1 and / or 7.1A. To the extent that the Company does not have sufficient existing placement capacity under Listing Rules 7.1 and / or 7.1A to issue all of the June Lead Manager Options in accordance with the Indicative Timetable, the

Company will issue as many June Lead Manager Options as it can in accordance with the Indicative Timetable and will seek shareholder approval at an upcoming general meeting for the issue of the remainder of the June Lead Manager Options.

(c) **Other fees:**

- (i) **Ongoing advisory role:** In connection with and in consideration for the Lead Manager's performance of its ongoing advisory role, the Company will pay the Lead Manager a monthly corporate advisory fee of \$10,000 per month during the term of engagement.
 - (ii) **Block trades:** The Lead Manager will be entitled to a fee equal to 6% of the gross proceeds of any block trade of shares held by Lind Global Fund II LP and The Lind Partners LLC (and its related entities) that is arranged by the Lead Manager within 3 months after completion of the Placement, but no fee is payable in respect of on-market sales conducted independently by Lind Partners without the involvement of the Lead Manager.
 - (iii) **Out of Scope Corporate Fees:** The Lead Manager will invoice the Company for out of scope corporate advisory and business development services, additional marketing, promotion and general structural advice to the amount of \$939,671.50. The Company's obligation to pay this fee will be offset via Oakley's subscription of up to 9,396,715 June Shares (and attaching June Options) under the June Placement Offer (for a total value of \$939,671.50).
- (d) **Termination:** Either party may terminate the Lead Manager Mandate immediately by written notice if there is cause, or in the event of fraud or wilful misconduct by the other party.

6.2 Company is a disclosing entity

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX-listed companies, the Company is (subject to certain exceptions) required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of new Shares on the Company and the rights and liabilities attaching to the new Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX, and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date (inclusive of both dates):
 - (i) the Annual Report being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any continuous disclosure notices announced by the Company to the ASX after the lodgement of the Annual Report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at an ASIC office.

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report to Shareholders on 23 September 2025:

Date	Description of announcement
23/06/2026	Proposed issue of securities - 14D
23/06/2026	14D Secures \$8.45m Placement
19/06/2026	Trading Halt
17/06/2026	Space and Satellite Pathway for SiNTL
15/06/2026	14D Advances Aurora Energy Project & Engages Data Centres
11/06/2026	14D Enters Ukraine Drone Market
09/06/2026	Trading Halt
09/06/2026	Pause in Trading
04/06/2026	Cleansing Notice
04/06/2026	Application for quotation of securities - 14D
01/06/2026	Proposed issue of securities - 14D
01/06/2026	Proposed issue of securities - 14D
01/06/2026	Cleansing Notice
01/06/2026	Advisory Board to Advance Aerospace, Drone & Defence Div.
29/05/2026	Application for quotation of securities - 14D
29/05/2026	Application for quotation of securities - 14D
29/05/2026	EGM - Results of Meeting
29/05/2026	SiNTL Battery Tech Scale-up Commenced
25/05/2026	Notification of cessation of securities - 14D
22/05/2026	Response to ASX Price Query
13/05/2026	Establishment of 14D Aerospace & Defence Division
30/04/2026	Quarterly Activities/Appendix 4C Cash Flow Report
29/04/2026	Response to ASX Query Letter
29/04/2026	Proposed issue of securities - 14D
29/04/2026	Notice of Extraordinary General Meeting/Proxy Form
28/04/2026	Trading Halt
28/04/2026	Pause in Trading
28/04/2026	SiNTL Update - Drone & UAV Market Engagement to Commence
17/04/2026	Section 708A Notice - Share Issue
17/04/2026	Application for quotation of securities - 14D
08/04/2026	SiNTL Program Records Continued Cycle Life Progress

27/03/2026	Proposed issue of securities - 14D
27/03/2026	1414 Degrees Secures \$2.69 Million Placement
25/03/2026	Trading Halt
12/03/2026	Change in substantial holding
06/03/2026	SiNTL Milestone Reached
27/02/2026	Half Yearly Report and Accounts
26/02/2026	Change in substantial holding
18/02/2026	Change in substantial holding
03/02/2026	SiNTL Silicon Anode Matches Current Commercial Benchmarks
30/01/2026	Quarterly Activities/Appendix 4C Cash Flow Report
29/01/2026	Top 20 Holders and Distribution Schedule
29/01/2026	Appendix 2A
29/01/2026	Becoming a substantial holder
27/01/2026	Section 708A Notice - Share Issue
27/01/2026	Application for quotation of securities - 14D
27/01/2026	Return to Trading and Update on Funding Arrangements
22/01/2026	Trading Halt
22/01/2026	Pause in Trading
22/01/2026	Prospectus
22/01/2026	Update on Vast Solar Administration & October Placement
20/01/2026	Ceasing to be a substantial holder
16/01/2026	Aurora Battery Project Gets Green Light for Connection
13/01/2026	Change in substantial holding
09/01/2026	Data Centre Hyper Scalers Evaluating 14D Aurora Energy Hub
05/01/2026	Change of Director's Interest Notice - KM GD RB
05/01/2026	Notification of cessation of securities - 14D
30/12/2025	Response to ASX Price Query
17/12/2025	Leadership Appointment to Drive SiNTL and Aurora Projects
11/12/2025	Notification of cessation of securities - 14D
03/12/2025	Change in substantial holding
26/11/2025	Change in substantial holding
21/11/2025	Section 708A Notice - Share Issue
21/11/2025	Application for quotation of securities - 14D
21/11/2025	Application for quotation of securities - 14D
21/11/2025	Notification regarding unquoted securities - 14D
19/11/2025	Results of Meeting
19/11/2025	2025 AGM Presentation
19/11/2025	Chair's Address to Shareholders
19/11/2025	Aurora Energy Project Update
17/11/2025	Appointment of Administrator by Vast Renewables Limited
07/11/2025	Change in substantial holding
31/10/2025	Change in substantial holding
29/10/2025	Quarterly Activities/Appendix 4C Cash Flow Report
24/10/2025	Change in substantial holding
23/10/2025	Investor Presentation - SiNTL Nanotechnology
21/10/2025	Integration of SiNTL and SiPhyR Technologies
21/10/2025	Change in substantial holding
20/10/2025	Notice of Annual General Meeting/Proxy Form
17/10/2025	Section 708A Notice - Share Issue
17/10/2025	Commercialisation Plan Underway for SiNTL Battery Materials
16/10/2025	Application for quotation of securities - 14D
15/10/2025	Change in substantial holding
09/10/2025	Proposed issue of securities - 14D
09/10/2025	Acquisition of Technology Licence and \$1.214m Placement
07/10/2025	Trading Halt
01/10/2025	Becoming a substantial holder
26/09/2025	Section 708A Notice - Share Issue
25/09/2025	Proposed issue of securities - 14D
25/09/2025	Application for quotation of securities - 14D

25/09/2025	Return to Trading and Update on Funding Arrangements
24/09/2025	Notice Required Under ASX Listing Rule 3.13.1
23/09/2025	Trading Halt
23/09/2025	Pause in Trading
23/09/2025	Appendix 4G and 2025 Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours. The announcements are also available through the Company's website at <https://1414degrees.com.au/investors/>.

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

6.3 Information excluded from continuous disclosure notices

Other than as set out in this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

6.4 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Securities.

6.5 Directors' interests

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner, director and/or a shareholder) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or an entity in which they are a partner, director and/or shareholder) has provided in connection with the formation or promotion of the Company or the Offers.

6.6 Directors' interests in securities

Set out in the following table are details of the Directors' (and their respective associates') Relevant Interests in securities on issue in the Company at the date of this Prospectus:

Director	Shares	Options	Performance Rights	Entitlements under Loyalty Options Offer
Kevin Moriarty ¹	16,737,916	Nil	Nil	418,447
Graham Dooley ²	507,846	Nil	Nil	12,696
Randolph Bowen ³	3,500,000	Nil	Nil	87,500

Notes:

- 1 800,000 Shares are held by Kevin Moriarty in his personal capacity and 15,937,916 Shares are held by Focem Pty Ltd <Towarnie Super Fund>, an entity controlled by Dr Moriarty. Refer to Appendix 3Y lodged in relation to Dr Moriarty on 5 January 2026 for further information.
- 2 Each of these securities is held by GJ & JM Dooley Pty Ltd <GJ & JM Dooley Family A/C>, of which Mr Dooley is a beneficiary. Refer to Appendix 3Y lodged in relation to Mr Dooley on 5 January 2026 for further information.
- 3 Each of these securities is held by Ranat Investments Pty Ltd <Marananga A/C>, an entity controlled by Mr Bowen. Refer to Appendix 3Y lodged in relation to Mr Bowen on 5 January 2026 for further information.

Other than in respect of the Loyalty Options Offer, no related parties of the Company (nor their associates) will subscribe for New Securities pursuant to the Other Offers.

6.7 Directors remuneration

The remuneration of existing Directors for the past two financial years (30 June year-end) are as follows:

2025	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees (\$)	Cash bonus (\$)	Non-monetary (\$)	Superannuation (\$)	Long service leave (\$)	Equity-settled shares (\$)	Equity-settled performance rights	
Kevin Moriarty	200,000	-	-	23,000	5,000	-	1,195	229,195
Graham Dooley	66,711	-	-	-	-	-	1,195	67,906
Randolph Bowen	50,000	-	-	-	-	-	1,195	51,195

2024	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees (\$)	Cash bonus (\$)	Non-monetary (\$)	Superannuation (\$)	Long service leave (\$)	Equity-settled shares (\$)	Equity-settled performance rights	
Kevin Moriarty	193,333	-	-	21,267	7,885	-	2,073	224,558
Graham Dooley	50,000	-	-	-	-	-	2,073	52,073
Randolph Bowen	50,000	-	-	-	-	-	2,073	52,073

6.8 Substantial shareholders

As at the date of this Prospectus, the Company has the following substantial holders (based on the substantial holder notices that have been provided to the Company and released to the ASX):

Substantial holder	No. Shares	Voting Power
Lind Global Fund II LP and The Lind Partners LLC ¹	46,826,057	11.25%

Note:

Refer to the Form 604 Notice of Change of Interests of Substantial Holder lodged by the Company on 11 March 2026 for further information.

6.9 Related party participation

The issue of Loyalty Options under the Offer to the participating Directors will not require prior Shareholder approval pursuant to Listing Rule 10.11 as it will fall under an exemption in Listing Rule 10.12. Accordingly, the Directors (or their associates) will receive such number of Loyalty Options as they are entitled under the Loyalty Options Offer.

Other than in respect of the Loyalty Options Offer, no related parties of the Company (nor their associates) will subscribe for New Securities pursuant to the Other Offers.

6.10 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder) holds, has, or has had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder), provided in connection with the formation or promotion of the Company or the Offers, except as disclosed in this Prospectus and as follows:

- (d) Thomsons has acted as the Australian lawyers to the Company for the Offers. In respect of this work the Company will pay Thomsons approximately \$55,000 (exclusive of GST); and
- (e) Oakley Capital Partners Pty Ltd has acted as the Lead Manager to the Placement. In respect of this work the Company will pay the Lead Manager such fees and issued Options as outlined in Section 6.1.

6.11 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and most recent dates of those sales were:

Highest	\$0.165 on 1 June 2026
Lowest	\$0.017 on 27 April 2026
Last	\$0.097 on 25 June 2026

6.12 Dividend policy

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

6.13 Costs of the Offers

The estimated approximate expenses of the Offers are as follows (exclusive of GST):

Estimated expenses of the Offer	\$
Lead Manager fees for June Placement ¹	451,042
ASIC lodgement fee	3,206
ASX quotation fees for New Securities (including Remaining March Shares)	130,288
Legal and preparation expenses	55,000
Registry and project management fees, printing and mailing costs, and other expenses	10,000
Total	649,537

Note:

¹ Excluding Out of Scope Fees payable to the Lead Manager, which have been offset by the Lead Manager's participation in the June Placement Offer. Refer to Section 6.1 for further information on the offset arrangement.

6.14 Taxation implications

The acquisition and disposal of Securities will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Securities.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Securities.

6.15 Litigation and claims

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

6.16 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the New Securities), the Directors, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

Name	Role
Thomsons	Australian legal adviser
Oakley Capital Partners	Lead manager to the Placement

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offers;
- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

None of the parties referred to in this Section 6.16 has authorised or caused the issue of this Prospectus or the making of the Offers.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

Each of the Directors have given their written consent to being named in this Prospectus in the form and context in which they are named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, them, in each case in the form and context as they appear in this Prospectus.

6.17 **Electronic Prospectus**

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you (if the Company determines you to be eligible), for free, either a hard copy or a further electronic copy of this Prospectus or both. The Prospectus may be made available in electronic form only to persons in Australia and New Zealand.

The Corporations Act prohibits any person from passing on to another person an Application Form, unless it is attached to or accompanies a hard copy of this Prospectus or a complete and unaltered electronic copy of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if (without limitation) it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

6.18 **Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

7 Authorisation

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'Kevin Moriarty', with a long horizontal flourish extending to the right.

Dr Kevin Moriarty
Executive Chairman

26 June 2026

8 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars unless otherwise specified.

AEST means Australian Eastern Standard Time.

Annual Report means the Company's annual report (including the annual financial report) lodged with ASIC and the ASX in respect to the financial year ended 30 June 2025.

Applicant means a person who submits an Application Form.

Application means a valid application for:

- (a) March Options under the March Placement Options Offer;
- (b) March Lead Manager Options under the March Lead Manager Options Offer;
- (c) June Securities under the June Placement Offer; or
- (d) June Lead Manager Options under the June Lead Manager Options Offer,

made on an Application Form.

Application Form means the application form provided by the Company with a copy of this Prospectus.

Application Monies means application monies to be paid to the Company by Applicants applying for New Securities pursuant to the Offers under this Prospectus.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means the ASX Settlement Operating Rules of ASX Settlement.

CHES means ASX Clearing House Electronic Subregister System.

Closing Date has the meaning given in the Indicative Timetable.

Company, 1414 Degrees or 14D means 1414 Degrees Limited ACN 138 803 620.

Constitution means the constitution of the Company as at the date of this Prospectus.

Convertible Security means an Option or a Performance Right on issue.

Corporations Act means *Corporations Act 2001* (Cth).

Director means a director of the Company.

Eligible Shareholder has the meaning in Section 2.17.

Entitlement means the number of Loyalty Options for which an Eligible Shareholder is entitled to under the Loyalty Options Offer, being 1 Loyalty Option for every 40 Shares held by the Eligible Shareholder at 7:00pm (AEST) on the Record Date;

FY25 Financial Report has the meaning in Section 2.24.

HY26 Financial Report has the meaning in Section 2.24.

Indicative Timetable means the indicative timetable at the beginning of this Prospectus.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.

June Lead Manager Options has the meaning in Section 2.5.

June Options has the meaning in Section 2.4.

June Placement has the meaning in Section 2.4.

June Placement Offer has the meaning in Section 2.4.

June Placement Participants has the meaning in Section 2.4.

June Securities means the June Options and the June Shares.

June Shares has the meaning in Section 2.4.

Lead Manager means Oakley Capital Partners Pty Ltd ACN 663 165 839.

Lead Manager Mandate means the mandate between the Company and the Lead Manager dated 20 March 2026 (as varied from time to time).

Listing Rules means the Listing Rules of ASX.

Loyalty Options means a new Option granted at a nil consideration, the basis of 1 new Option for every 40 Shares held on the Record Date, and otherwise on the terms and conditions set out in Section 5.2, under the Loyalty Options Offer of this Prospectus to acquire one fully paid ordinary Share, exercisable before the Expiry Date.

Loyalty Options Offer has the meaning in Section 2.1.

March Lead Manager Options has the meaning in Section 2.3.

March Lead Manager Options Offer has the meaning in Section 2.3.

March Options has the meaning in Section 2.2.

March Placement has the meaning in Section 2.2.

March Placement Options Offer has the meaning in Section 2.2.

March Placement Participants has the meaning in Section 2.2.

March Shares has the meaning in Section 2.2.

New Options means the Loyalty Options, the March Options, the March Lead Manager Options, the June Options and the June Lead Manager Options.

New Securities means the New Options and the June Shares.

Non-LM June Share means a June Share which is subscribed for under the June Placement Offer by a June Placement Participant other than the Lead Manager, as described in Section 6.1.

Offers means the Loyalty Options Offer and the Other Offers.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Opening Date has the meaning given in the Indicative Timetable.

Option means an option to acquire a Share.

Other Offers means the March Placement Options Offer, March Lead Manager Options Offer, June Placement Offer and June Lead Manager Options Offer.

Performance Right means a performance right in the capital of the Company.

Placement Participants means the March Placement Participants and the June Placement Participants.

Prospectus means this prospectus dated 26 June 2026.

Record Date has the meaning in Section 2.1.

Relevant Interest has the meaning given in the Corporations Act.

Remaining March Shares has the meaning in Section 2.2.

Section means a section of this Prospectus.

Securities means has the meaning given to that term in section 761A of the Corporations Act and includes a Share and an Option.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of one or more Shares.

Tranche 2 Shares has the meaning in Section 2.2.

US Securities Act means the *US Securities Act of 1933* as amended from time to time.

VWAP has the meaning in Section 2.4.

Voting Power has the meaning given in the Corporations Act.