



US OPPORTUNITIES

US OPPORTUNITIES LIMITED
ABN 34 651 287 357

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 28 November 2025

Time of Meeting:
2.00pm (AEDT)

Location:
Virtual Meeting

US OPPORTUNITIES LIMITED

ABN 34 651 287 357

Registered office: Level 21, 459 Collins Street, Melbourne Victoria 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of US Opportunities Limited (the "Company") will be held as a virtual meeting on Friday, 28 November 2025 at 2.00pm (AEDT) ("Annual General Meeting" or "Meeting").

The virtual meeting can be attended using the following details:

When: Friday, 28 November 2025 at 2.00pm (AEDT)

Topic: US Opportunities Limited - Annual General Meeting

Register in advance for the virtual meeting:

https://us06web.zoom.us/webinar/register/WN_YUh06Rq3T0uo9yjL8FPydQ

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

AGENDA

The explanatory statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2025.

Note: There is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Re-election of Director – Mr Campbell McComb

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

"That, Mr Campbell McComb, who retires by rotation in accordance with clause 59(1) of the Constitution and for all other purposes, and, being eligible, is elected and offering himself for re-election, be re-elected as a Director of the Company on the terms and conditions in the explanatory statement."

Resolution 2: Election of Director – Mr Justin Mouchacca

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

"That, for the purpose of clause 57(2) of the Constitution and for all other purposes, Mr Justin Mouchacca, having been appointed as an additional Director on 11 April 2025, retires and, being eligible, is elected as a Director of the Company on the terms and conditions in the explanatory statement."

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the constitution of the Company and the Corporations Act.

By the order of the Board

A handwritten signature in black ink, appearing to read 'Justin', written over a horizontal line.

Justin Mouchacca
Company Secretary

Dated: 5 November 2025

The accompanying proxy form and explanatory statement form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company by sending to the following email: justin@jmc corp.com.au not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 2.00pm on 26 November 2025 (Melbourne time) (48 hours prior to the AGM) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chairman Will Vote Undirected Proxies

Subject to the restrictions as set out in the Notice, the Chairman of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.

US OPPORTUNITIES LIMITED
ABN 34 651 287 357

NOTICE OF 2025 ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT

This explanatory statement has been prepared for the information of members of US Opportunities Limited (the "**Company**") in connection with the business to be conducted at the 2025 Annual General Meeting ("**Meeting**") of Shareholders of the Company to be held as a virtual meeting on Friday, 28 November 2025 at 2.00pm (Melbourne, Victoria, Australia time).

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions set out therein to vote before the Meeting.

This Memorandum should be read in conjunction with, and forms part of, the accompanying Notice.

BUSINESS

FINANCIAL STATEMENTS

A copy of the Annual Report for the financial year ending 30 June 2025 (which incorporates the Company's financial report, reports of the Directors and the auditors) is not enclosed as there is no requirement for the Company to incur the printing and distribution costs associated with doing so for all Shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 8360 3321, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://usolimited.com/>

Except as set out in Resolution 1, no resolution is required on these reports.

No resolution is required to be moved in respect of this item.

RESOLUTION 1: RE-ELECTION OF DIRECTOR – MR CAMPBELL MCCOMB

Mr Campbell McComb was appointed as a Director of the Company on 23 June 2021. Mr McComb, being eligible, offers himself for re-election as a Director at the Meeting.

Mr McComb has over 25 years' experience in funds management and investment banking, and has overseen or been actively involved in the development of a number of successful funds management businesses.

Mr McComb is currently a Director of Mobilicom Ltd, an Israeli based technology Company. Mr McComb previously served as Managing Director of Easton Investments, an ASX-listed investment company, where he was responsible for overseeing the growth of the advisory business to approximately AUD\$1bn of funds under advice and management.

Mr McComb holds a Bachelor of Economics from La Trobe University and a post-graduate diploma in Applied Finance & Investment from the Securities Institute of Australia. In 2013 he completed the Asialink Leaders Program through the University of Melbourne. He is a Graduate Member of the Australian Institute of Company Directors as well as a Fellow of the Financial Services Institute of Australia.

Mr McComb is also a Director of Luxury Escapes Pty Ltd, Impact Investment Partners Pty Ltd and US Opportunities Ltd as a representative of the Company's investments.

The Board (with Mr McComb abstaining) unanimously support the election of Mr McComb as a Director of the Company.

RESOLUTION 2: ELECTION OF DIRECTOR – MR JUSTIN MOUCHACCA

Mr Justin Mouchacca was appointed as a Director of the Company on 11 April 2025. Mr Mouchacca, being eligible, offers himself for election as a Director at the Meeting.

Justin is a Chartered Accountant, Fellow of the Governance Institute and holds a Bachelor of Business majoring in accounting. He is currently the principal of a chartered accounting firm, which provides outsourced

company secretarial and accounting services to public and private companies specialising in the resources, technology, bioscience and biotechnology sectors.

Justin has 18 years' experience in the accounting profession and has extensive experience in relation to public company responsibilities, including ASX and ASIC compliance, implementation of corporate governance, statutory financial reporting, reorganisation of companies and shareholder relations.

The Board (with Mr Mouchacca abstaining) unanimously support the election of Mr Mouchacca as a Director of the Company.

Proxy Form

US OPPORTUNITIES LIMITED

ABN 34 651 287 357

PROXY FORM

The Company Secretary
US OPPORTUNITIES LIMITED
Level 21, 459 Collins Street
Melbourne, Victoria 3000

By email:
justin@jmc corp.com.au

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We _____ of _____

being a Shareholder/Shareholders of the Company and entitled to _____ votes in the Company, hereby appoint:

The Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting to be held at 2.00pm (AEDT) on Friday, 28 November 2025 as a virtual meeting, on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit, except as provided below).

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution.

Proxy appointments will only be valid and accepted by the Company if they are made and received by 2.00pm (AEDT) on Wednesday, 26 November 2025, being no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Re-election of Director – Mr Campbell McComb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Justin Mouchacca	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1 <div style="border: 1px solid black; height: 25px; width: 100%; margin: 5px 0;"></div> Sole Director and Sole Company Secretary	Shareholder 2 <div style="border: 1px solid black; height: 25px; width: 100%; margin: 5px 0;"></div> Director	Shareholder 3 <div style="border: 1px solid black; height: 25px; width: 100%; margin: 5px 0;"></div> Director/Company Secretary
Contact Name	Contact Daytime Telephone	Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders should sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be received by email transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting (AEDT).

Email: by scan and email to justin@jmcorg.com.au.