
NOVIQTECH LIMITED
ACN 622 817 421
NOTICE OF GENERAL MEETING

TIME: 10:30am (Sydney time)
DATE: 21 January 2025
PLACE: Level 23, 85 Castlereagh Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary by email on investors@noviqtech.com.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the Meeting will be held at 10:30am (Sydney time) on 21 January 2025 at Level 23, 85 Castlereagh Street, Sydney NSW 2000.

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:30am (Sydney time) on 19 January 2025.

All Resolutions at the Meeting will be decided based on proxy votes.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations

Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of the Tranche 1 Placement Shares issued on 21 November 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 - APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Tranche 2 Placement Shares in the Company at an issue price of \$0.02 per Share on the terms and conditions set in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – ISSUE OF PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 52,000,000 Placement Options on the basis of one (1) Placement Option for every one (1) Share issued under the Placement on the terms and conditions set in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 - APPROVAL TO ISSUE SECURITIES TO COPEAK PTY LTD FOR PLACEMENT FEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3,465,000 Shares in the Company at an issue price of \$0.02 per Share together with 3,465,000 Options on the terms and conditions set in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 - APPROVAL TO ISSUE SECURITIES TO COPEAK PTY LTD FOR CONVERSION OF LOAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 12,500,000 Shares in the Company at an issue price of \$0.02 per Share together with 12,500,000 Options on the terms and conditions set in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL OF ISSUE OF SECURITIES TO FREDDY EL TURK, DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 817,714 Shares and 817,714 Options to Mr Freddy El Turk (or his Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

A voting exclusion and prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – MR FREDDY EL TURK

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,250,000 Director Options to Mr Freddy El Turk (or his nominee) on the terms and conditions

A voting exclusion and prohibition statement applies to this Resolution. Please see below.

Dated: 9 December 2024

By order of the Board

Mr Raffaele Marcellino
Chairman

In Accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour

of the resolution set out below by or on behalf of the of the following persons:

Resolution 1 – Ratification of Prior Issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely those recipients who participated in the Placement in respect of this Resolution) or an associate of that person or those persons.
Resolution 2 – Issue of Tranche 2 of the Placement Shares	A person who is expected to participate in the Placement, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3 – Issue of Placement Options	A person who is expected to participate in the Placement, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval to issue Securities to Copeak Pty Ltd for Placement Fees	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) (namely Copeak Pty Ltd) or an associate of that person or those persons.

Resolution 5 – Approval to issue Securities to Copeak Pty Ltd for conversion of loan	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) (namely Copeak Pty Ltd) or an associate of that person or those persons.
Resolution 6 – Approval of issue of Securities to Freddy El Turk, Director of the Company	Freddy El Turk (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Issue of Incentive Options to Freddy El Turk	Freddy El Turk (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Incentive Options (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee,

trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements

Resolution 6 – Approval of issue of Securities to Freddy El Turk, Director of the Company	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if: (a) the proxy is either: (i) a member of the Company's Key Management Personnel; or (ii) a closely related party of a member of the Company's Key Management Personnel; and (b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair of the Meeting; and (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.
Resolution 7 – Issue of Incentive	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of

Options to Freddy El Turk	that appointment, on Resolution 7 if: (a) the proxy is either: (i) a member of the Company's Key Management Personnel; or (ii) a closely related party of a member of the Company's Key Management Personnel; and (b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair of the Meeting; and (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.
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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

BACKGROUND TO LISTING RULES APPLICABLE TO RESOLUTIONS

Listing Rule 7.1

Listing Rule 7.1, commonly referred to as the “**15% rule**”, limits the capacity of an ASX- listed company to issue securities without the approval of its shareholders. In broad terms, that Listing Rule provides that a company may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the company 12 months prior to the proposed date of issue or agreement to issue (but excluding any shares issued in reliance on the 15% rule in that 12 month period), unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

In the event that a resolution that is required to be approved in accordance with the requirements of Listing Rule 7.1 is so approved (each an **Approved 7.1 Resolution**), the Company's ability to issue further Equity Securities under the 15% Rule or otherwise under the terms of the Listing Rules, will not be decreased as a result of the issue of any Equity Securities pursuant to an Approved 7.1 Resolution.

In the event that a resolution that is required to be approved in accordance with the requirements of Listing Rule 7.1 is not so approved (each a **Disapproved 7.1 Resolution**), the Company will during the next 12 month period and in the absence of specific Shareholder approval being granted at the relevant time, have its ability to issue further Equity Securities under the 15% Rule or otherwise under the terms of the Listing Rules, decreased by the number of Equity Securities that are the subject of a Disapproved 7.1 Resolution.

Listing Rule 7.4

A company in general meeting can ratify, by passage of an ordinary resolution, an issue of Equity Securities made in the preceding 12 months without shareholder approval in compliance with the 15% rule, so as to reverse the “depletion” of the company's capacity to issue Equity Securities without shareholder approval under 15% rule resulting from that previous issue.

Listing Rule 7.4, known as the “**subsequent approval**” rule, validates an issue of Equity Securities made without shareholder approval under Listing Rule 7.1 as if it had been made with shareholder approval for the purposes of Listing Rule 7.1 if both of the following criteria are satisfied, namely:

- (a) the issue was not made in breach of Listing Rule 7.1; and
- (b) the holders of ordinary securities in the company subsequently approve that issue.

In the event that a resolution that is required to be approved in accordance with the requirements of Listing Rule 7.4 is so approved (each an **Approved 7.4 Resolution**), the Company's ability to issue further Equity Securities under the 15% Rule or otherwise under the terms of the Listing Rules will not be decreased as a result of the issue of any Equity Securities pursuant to an Approved 7.4 Resolution.

In the event that a resolution that is required to be approved in accordance with the requirements of Listing Rule 7.4 is not so approved (each a **Disapproved 7.4 Resolution**), the Company will during the next 12 month period and in the absence of specific Shareholder approval being granted at the relevant time, either:

- (a) have its ability to issue further Equity Securities decreased by the number of Equity Securities that were issued pursuant to a Disapproved 7.4 Resolution; or
- (b) be required to redeem and cancel some or all of the number of Equity Securities that were issued pursuant to a Disapproved 7.4 Resolution, depending on the extent, if any, by which that number exceeds the capacity of the Company to issue further Equity Securities under the 15% Rule or otherwise under the terms of the Listing Rules.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 Background

On 15 November 2024, the Company announced that it had received binding commitments for a placement to raise approximately \$1,050,000 (before costs) (**Placement**) through the issue of 52,500,000 Shares at \$0.02 each (**Placement Shares**), together with one free attaching Option for every 1 Placement Share subscribed under the Placement (**Placement Options**) to sophisticated and professional investors of Peak Asset Management (**Placement Participants**).

On 21 November 2024, the Company issued 36,463,450 Placement Shares to the Placement Participants whereby 36,463,450 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**).

16,036,550 Placement Shares have not yet been issued. It is anticipated that the 16,036,550 Placement Shares will be issued once the Company receives Shareholder under Resolution 2.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the 16,036,550 Placement Shares (**Tranche 2 Placement Shares**).

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the 52,500,000 Placement Options (**Placement Options**).

In connection with the Placement, the Company appointed Peak Asset Management (**Peak**) to act as the lead manager of the Placement. The material terms for Peak acting as lead manager (**Lead Manager Mandate**) are the Company will pay:

- (a) a 2% management fee on the gross proceeds raised under the Placement payable in cash (plus GST);
- (b) a 4% placement fee on the capital introduced in the Placement, payable in cash (plus GST).

Peak and the Company subsequently entered into a letter agreement dated 9 December 2024 (**Securities Offer Letter**) where they agreed to exchange the management fee and placement owing under the Lead Manager Mandate as follows:

Amount Owing for Equity	Peak agrees to sacrifice 100% of fees owing under the Lead Manager amounting to \$69,300.
Exchange for fees owing	Peak will receive: • 3,465,000 Shares at a price of \$0.02 per Share; and • 3,465,000 Broker Options (same terms as the Placement Option), (together the Peak Securities).
Terms and Conditions of Broker Options	The terms of the Broker Options are set out in Schedule 1.
Other Terms	The terms otherwise contain standard terms and conditions for agreements of its nature.

Resolutions 1 to 4 are ordinary resolutions and the Board recommends that Shareholders vote in favour of Resolution 1 to 4.

1.2 Listing Rules 7.1, 7.2 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and

provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 1 seeks Shareholder approval for the prior issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares (being 15 November 2024).

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares (being 15 November 2024).

1.3 Specific information required by Listing Rule 7.5 for the Placement Shares

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the prior issue of the Tranche 1 Placement Shares:

- (a) the Tranche 1 Placement Shares were issued on 15 November 2024, whereby the Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1 and 7.1A without the need for Shareholder approval;
- (b) the Tranche 1 Placement Shares were issued at \$0.02 per Share;
- (c) the Tranche 1 Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Shares were issued to the Placement Participants, being investors selected by the Company in consultation with the Company's lead manager, Peak. No Placement Participants were considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2. More specifically the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's key Management Personnel, substantial holders of the Company (other than Mr Antanas Guoga), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (e) the proceeds from the issue of the Tranche 1 Placement Shares will be used to accelerate the development of its blockchain-powered solutions as well as working capital purposes; and
- (f) a voting exclusion statement is included in the Notice.

2. RESOLUTION 2 - APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

2.1 General

As set out in Section 1.1 above, as part of the Placement, the Company is proposing to issue up to 16,036,550 Tranche 2 Placement Shares to raise up to \$320,731 to the Placement Participants (**Tranche 2 Placement**).

2.2 Technical Information required by Listing Rule 14.1A

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement. In addition, the issue of the Tranche 2 Placement will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement. The Company will issue the Tranche 2 Placement at a later date when it has sufficient placement capacity to issue the Tranche 2 Placement.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Placement.

2.3 Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who are clients of Peak. The recipients were identified through a bookbuild process, which involved Peak seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Other than the Director Participation, none of the recipients will be related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company (other than Mr Antanas Guoga), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 16,036,550;
- (d) the Tranche 2 Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Placement Shares will occur on the same date;
- (f) the issue price of the Tranche 2 Placement Shares will be \$0.02 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise capital, which will be applied towards the purposes set out in Section 1.3;
- (h) the Tranche 2 Placement Shares are not being issued under an agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 2 of the Notice.

3. RESOLUTION 3 -APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

As disclosed in Section 1.1 above, the Company is undertaking a Placement. The Placement Options will be issued as free-attaching Options on the terms and conditions set out in Schedule 1.

The Company is seeking Shareholder approval for the issue of 52,500,000 Placement Options to professional and sophisticated investors who subscribed to the Placement.

3.2 Listing Rule 7.1

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options. The Company will issue the Placement Options at a later date when it has sufficient placement capacity to issue the Placement Options.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

3.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Placement Options will be issued as free attaching Options to professional and sophisticated investors. The recipients were identified through a bookbuild process, which involved Peak, to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company (other than Mr Antanas Guoga), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 52,500,000. The terms and conditions of the Placement Options are set out in Schedule 1;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (e) as the Placement Options are free attaching Options issued for every one (1) Placement Share subscribed for under the Placement, the Company will not receive any consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) no funds were raised from the issue of the Placement Options as they were free attaching to the Placement Options on a one for one basis. If the Placement Options are exercised, the proceeds from the exercise of the Placement Options will be issued towards general working capital purposes;
- (g) the Placement Options are not being issued under an agreement; and
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTION 4 - APPROVAL TO ISSUE SECURITIES TO COPEAK PTY LTD FOR PLACEMENT FEES

4.1 General

Please see section 1.1 detailing the terms and conditions of a Lead Manager Mandate and Securities Offer Letter with CoPeak Pty Ltd (**Peak**) and the Company.

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the Company in any 12-month period (subject to certain exceptions).

The Company is seeking shareholder approval pursuant to Resolution 4 to issue 3,465,000 Shares and 3,465,000 Broker Options (together, the **Peak Securities**) to Peak (or their nominee) pursuant to ASX Listing Rule 7.1. All of the Shares being the subject of this resolution will be ordinary fully paid shares and will rank equally with all of the Company's existing ordinary fully paid shares and are quoted on the ASX.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Peak Securities. In addition, the issue of the Peak Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Peak Securities and will be required to make a cash repayment of the loan plus interest owing, reducing the Company's resources by \$69,300.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Peak Securities.

4.3 Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Peak Securities will be issued to Peak (or their nominee) who is not a related party of the Company but is a 'material investor' by virtue of being a substantial shareholder of the Company. Peak is a party to the Lead Manager Mandate as summarised in section 1.1 above;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that Peak is not a related party of the Company, a member of the Key Management Personnel, an adviser of the Company or an associate of any of these parties and issued more than 1% of the issued capital of the Company. Peak is however a 'material investor' by virtue of being a substantial shareholder of the Company;
- (c) the maximum number of Shares to be issued is 3,465,000 Shares, the maximum number of Broker Options is 3,465,000 Broker Options. The terms and conditions of the Attaching Options are set out in Schedule 1;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (e) the Peak Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Peak Securities will occur on the same date;
- (f) the issue price will be \$0.02 per Share and nil per Broker Option. The Company will not receive any other consideration for the issue of the Peak Securities (other than in respect of the funds received on exercise of the Broker Options);
- (g) the purpose of the issue of the Peak Securities is set out in Section 1.1 above;
- (h) the Peak Securities are being issued under the Securities Offer Letter as summarised in Section 1.1 above;
- (i) the Peak Securities are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 5 - APPROVAL TO ISSUE SECURITIES TO COPEAK PTY LTD FOR CONVERSION OF LOAN

5.1 General

As announced to the ASX on 28 March 2024, the Company entered into a short-term loan facility of \$700,000 (only \$250,000 has been drawn down) (**Loan Facility**) that would act as a line of credit, if required, allowing the Company to draw funds for working capital. Interest on the outstanding balance will be charged at a rate of 5% per annum. The short-term facility has a sunset date of 30 June 2025 and otherwise has usual terms for an agreement of this type.

Peak has elected to convert the outstanding loan amount into fully paid ordinary shares at a conversion price of \$0.02 per share, with Options issued on a 1:1 basis (same terms as the Placement) (**Attaching Options**). The issuance of the Attaching Options and the conversion of the loan into Shares are subject to shareholder approval pursuant to Resolution 5 of this Meeting.

A full summary of the main terms of the letter of offer agreement with Copeak Pty Ltd (**Securities Offer Letter**) is as follows:

Amount Owing for Equity	Peak agrees to sacrifice 100% of his loan and expenses owing amounting to \$250,000.
Exchange for loan and expenses	Peak will receive: • 12,500,000 Shares at a price of \$0.02 per Share; and • 12,500,000 Attaching Options, (together the Peak Securities).
Terms and Conditions of Attaching Options	The terms of the Attaching Options are set out in Schedule 1.
Other Terms	The terms otherwise contain standard terms and conditions for agreements of its nature.

Funds raised from the Facility Loan was to be allocated to working capital.

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the Company in any 12-month period (subject to certain exceptions).

The Company is seeking shareholder approval to issue the Peak Securities to Peak pursuant to ASX Listing Rule 7.1. All of the Shares being the subject of this resolution will be ordinary fully paid shares and will rank equally with all of the Company's existing ordinary fully paid shares and are quoted on the ASX.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Peak Securities. In addition, the issue of the Peak Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Peak Securities and will be required to make a cash repayment of the loan inclusive of interest, reducing the Company's resources by ~\$250,000.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Peak Securities.

5.3 Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Peak Securities will be issued to Peak (or their nominee) who is not a related party of the Company but is a 'material investor' by virtue of being a substantial shareholder of the Company. Peak provided the Loan Facility as summarised in section 5.1 above;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that Peak is not a related party of the Company, a member of the Key Management Personnel, an adviser of the Company or an associate of any of these parties, and issued more than 1% of the issued capital of the Company. Peak is however a 'material investor' by virtue of being a substantial shareholder of the Company;
- (c) the maximum number of Shares to be issued is 12,500,000 Shares and the maximum number of Attaching Options is 12,500,000 Attaching Options. The terms and conditions of the Attaching Options are set out in Schedule 1;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (e) the Peak Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Peak Securities will occur on the same date;
- (f) the issue price will be \$0.02 per Share and nil per Attaching Option. The Company will not receive any other consideration for the issue of the Peak Securities (other than in respect of the funds received on exercise of the Attaching Options);
- (g) the purpose of the Loan Facility and the use of funds raised from the Loan Facility is set out in Section 5.1 above;
- (h) the Peak Securities are being issued under the Securities Offer Letter as summarised in Section 5.1 above;
- (i) the Peak Securities are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES AND ATTACHING OPTIONS TO FREDDY EL TURK

6.1 Background

As announced to the ASX on 15 November 2024, the Company owes Freddy El Turk \$16,354.28 for a short-term loan (including expenses) for working capital. Mr Turk has elected to convert the outstanding loan amount and expenses amount into fully paid ordinary shares at a conversion price of \$0.02 per share, with Options issued on a 1:1 basis (same terms as the Placement) (**Attaching Options**).

A full summary of the main terms of the letter of offer agreement with Mr Turk (**Securities Offer Letter**) is as follows:

Amount Owning for Equity	Mr Turk agrees to sacrifice 100% of his loan and expenses owing amounting to \$16,354.28.
Exchange for loan and expenses	Mr Turk will receive: • 817,714 Shares at a price of \$0.02 per Share; and • 817,714 Attaching Options, (together the FT Securities).
Terms and Conditions of Attaching Options	The terms of the Attaching Options are set out in Schedule 1.
Other Terms	The terms otherwise contain standard terms and conditions for agreements of its nature.

6.2 Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Turk is a Director of the Company, he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolution 6 seeks the required Shareholder approval to issue the FT Securities to Mr Turk (or their nominee) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of FT Securities to Mr Turk (or their nominee). If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will need to pay Mr Turk \$16,354.28 in cash.

6.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Mr Darren Scott and Mr Raffaele Marcellino) carefully considered the issue of these FT Securities to Mr Turk and formed the view that the giving of this financial benefit would benefit the Company in that it would reserve the Company's cash flow.

Accordingly, the non-conflicted Directors of the Company believed that the issue of the FT Securities to Mr Turk falls within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of FT Securities to Mr Turk requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

6.4 Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the FT Securities to Mr Turk is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) the FT Securities will be issued to Mr Turk (or his nominee), who falls within the category set out in Listing Rule 10.11.1 as Mr Turk is a related party of the Company by virtue of being a Director;

- (b) the maximum number of Shares that are to be issued is 817,714 Shares and 817,714 Attaching Options (being the nature of financial benefit proposed to be given);
- (c) the Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company;
- (d) the Attaching Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the FT Securities will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion);
- (f) the issue price will be \$0.02 per Share. The issue price of the Attaching Options will be nil. The Company will not receive any other consideration for the issue of the FT Securities to Mr Turk;
- (g) the purpose of the issue to Mr Turk is as set out in Section 6.1 and the funds raised will be put towards the activities set out in Section 6.1 above;
- (h) the Attaching Options are unquoted Options. The Company has agreed to issue the Attaching Options to Mr Turk (or their nominee) subject to Shareholder approval for the following reasons:
 - (i) the Attaching Options are unquoted, therefore, the issue of the Attaching Options has no immediate dilutionary impact on Shareholders;
 - (ii) the issue of Attaching Options to Mr Turk (or their nominee) will align the interests of Mr Turk with those of Shareholders; and
 - (iii) the issue of the Attaching Options is a reasonable and appropriate method to provide as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations;
- (i) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the FT Securities to Mr Turk upon the terms proposed;
- (j) the value of the Attaching Options and the pricing methodology is set out in Annexure A;
- (k) the total remuneration package for Mr Turk in the previous financial year and the proposed total remuneration package for the current financial year is set out below:

Director	Current Financial Year	Previous Financial Year ended 31 December 2023
Mr Turk	• cash salary and fees of \$275,000 • cash bonus – nil • superannuation of \$28,470.64 Share-based payments including incentive options, performance rights, and ordinary shares issued as part of director fee continue to be in force.	\$180,720 – see annual report released to the ASX on 28 March 2024 for more information.

Note

- 1. Mr Turk appointed effective 29 May 2023
- (l) the FT Securities to be issued are not intended to remunerate or incentivise Mr Turk;
- (m) the relevant interests of Mr Turk in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options	Performance Options
Mr Turk	2,161,842 Shares	1,000,000*	2,500,000**

*unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026.

**see notice of meeting released to the ASX on 4 October 2024 for more information.

- (n) If Resolution 6 is approved the relevant interest of Mr Turk in the Company will be as follows:

Director	Shares	Options	Performance Options	Percentage (%) (Undiluted)	Percentage (%) (Diluted)
Mr Turk	2,979,556	1,817,714*	2,500,000**	1.33%	1%

Notes:

1. The above percentages have been determined on the basis that the securities contemplated under all the other Resolutions have not yet been issued.

*1,000,000 unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026 and 817,714 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026.

**see notice of meeting released to the ASX on 4 October 2024 for more information.

- (o) if 817,714 Shares are issued and 817,714 Attaching Options are exercised this will increase the number of Shares on issue from 224,437,341 to 225,255,055 (assuming that no further Shares are issued and no further Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.36%;
- (p) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.12	28 and 29 November 2024
Lowest	\$0.02	12 February 2024, 15 August 2024 and 27 August 2024 to 11 November 2024
Last	\$0.093	6 December 2024

- (q) the FT Securities are being issued under an agreement as summarised in Section 6.1;
- (r) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 6; and
- (s) a voting exclusion statement is included on Resolution 6 of the Notice.

7. RESOLUTION 7 – ISSUE OF INCENTIVE OPTIONS TO DIRECTOR – MR FREDDY EL TURK

7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to 2,250,000 Options to Mr Freddy El Turk (or his nominee), on the terms and conditions set out below (**Director Options**).

Director Options	Vesting Milestone	Expiry Date
500,000	Company achieves a VWAP over 15 consecutive trading days of: \$0.20	Two years from date of issue
750,000	Company achieves a VWAP over 15 consecutive trading days of: \$0.30	Two years from date of issue
1,000,000	Achieving \$3 million in quarterly cash receipts or \$1 million in quarterly EBITDA,	Two years from date of issue

7.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Options to Freddy El Turk constitutes giving a financial benefit and Freddy El Turk is a related party of the Company by virtue of being a Director.

The Directors (other than Freddy El Turk who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options because the agreement to issue the Director Options, reached as part of the remuneration package for Freddy El Turk, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.3 Listing Rule 10.11

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

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

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

Resolution 7 seeks the required Shareholder approval for the issue of the Director Options under and for the purposes of Listing Rule 10.11.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Director Options to Freddy El Turk (or his respective nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under Listing Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Director Options and will likely be required to renegotiate the employment contract of Freddy El Turk.

7.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) the Director Options will be issued to Freddy El Turk (or his nominee) who falls within the category set out in Listing Rule 10.11.1 as Freddy El Turk is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Director Options to be issued to Freddy El Turk is 2,250,000.
- (c) the terms and conditions of the Director Options are set out in Section 7.1 and Schedule 2;
- (d) the Director Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and it is intended that issue of the Director Options will occur on the same date;
- (e) the issue price of the Director Options will be nil. The Company will not receive any other consideration in respect of the issue of the Director Options;
- (f) the purpose of the issue of the Director Options is to provide a performance linked incentive component in the remuneration package for Freddy El Turk to motivate and reward their performance as a Director and to provide cost effective remuneration to Freddy El Turk, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Freddy El Turk;
- (g) the value of the Director Options and the pricing methodology is set out in Annexure A;
- (h) the current total remuneration package for Freddy El Turk including the issue of the Director Options pursuant to this Resolution 7 is \$275,000 per annum; and
- (i) the Director Options are being issued to Freddy El Turk on the terms set out in Section 7.1.

8. RECOMMENDATIONS

The Directors believe that the above proposals are in the best interest of the Company and, save where otherwise stated, unanimously recommend that shareholders vote in favour of the Resolutions to be proposed at the Company's general meeting.

9. ENQUIRIES

Shareholders are required to contact the Company Secretary via email to investors@noviqtech.com if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means NoviqTech Limited (ACN 622 817 421).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a registered holder of a Share.

Trading Day means a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day and any other day that ASX may declare and publish is not a trading day.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS AND ATTACHING OPTIONS

The following terms apply to the unlisted Placement Options.

a) Entitlement

Each Placement Option entitles the holder to subscribe for one (1) fully paid ordinary share upon exercise of the Placement Option.

b) Exercise Price

Subject to paragraph i), the amount payable upon exercise of each Placement Option will be A\$0.08 (**Exercise Price**).

c) Expiry Date

Each Placement Option will expire at 5.00pm AEST on 24 June 2026 on the Expiry Date.

d) Exercise Period

The Placement Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

e) Notice of Exercise

The Placement Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Placement Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds (**Exercise Date**).

g) Timing of issue of Shares on exercise

Within five (5) Business Days after the Exercise Date, the Company will:

- i) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.

If a notice delivered under g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

h) Shares issued on exercise

Shares issued on exercise of the Placement Options will rank equally with the then issued Shares of the Company.

i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a holder of a Placement Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

j) Participation in new issues

There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Placement Options without exercising the Placement Options.

k) Change in exercise price

A Placement Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.

l) Transferability

The Placement Options are transferable subject to approval of the Company, and any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

m) Quotation

The Company will not apply for quotation of the Options on ASX.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. Entitlement

Each Director Option entitles the holder to subscribe for one Share upon exercise of the Director Option.

2. Exercise Price

Each Director Option will have a nil exercise price.

3. Vesting Conditions

Each Director Option will have vesting conditions as set out in Section 7.1.

4. Expiry Date

Each Director Option will have an expiry date of two years from the date of issue.

5. Exercise Period

The Director Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

6. Notice of Exercise

The Director Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Director Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Director Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

7. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Director Option being exercised in cleared funds (**Exercise Date**).

8. Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Director Options.

If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and

do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. Shares issued on exercise

Shares issued on exercise of the Director Options rank equally with the then issued shares of the Company.

10. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options without exercising the Director Options.

12. Change in exercise price

A Director Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Director Option can be exercised.

13. Transferability

The Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

ANNEXURE A – VALUATION OF ATTACHING OPTIONS AND DIRECTOR OPTIONS

The Attaching Options and Director Options to be issued to the Freddy El Turk pursuant to Resolutions 6 and 7 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Attaching Options and Director Options were ascribed the following value:

Assumptions	
Valuation date for Attaching Options	Share Price on 15 November 2024
Valuation date for Director Options	Share Price on 5 December 2024
Market price of Shares for Attaching Options	\$0.03
Market price of Shares for Director Options	\$0.093
Exercise price for Attaching Option	\$0.08
Exercise Price for Director Option	Nil
Expiry date (length of time from issue) for Attaching Options	1.55 years
Expiry date (length of time from issue) for Director Options	2 years
Risk free interest rate for Attaching Options	3.76%
Risk free interest rate for Director Options	3.864%
Volatility (discount) for Attaching Options	192%
Volatility (discount) for Director Options	214%
Indicative value per Attaching Option	\$0.0183
Indicative value per Director Option	\$0.093
Total Value of Options	
- 817,714 Attaching Options (Resolution 6)	\$14,964.17
- 2,250,000 Director Options (Resolution 7)	\$209,250

Note: The valuation noted above is not necessarily the market price that the Attaching Options and Director Options could be traded at and is not automatically the market price for taxation purposes.

Your proxy voting instruction must be received by **10.30am (AEDT) on Sunday, 19 January 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

