
NOVIQTECH LIMITED
ACN 622 817 421
NOTICE OF GENERAL MEETING

TIME: 10:30am (Sydney time)
DATE: 5 January 2026
PLACE: Level 29, 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 5 January 2026 at Level 29, 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 4 January 2026.

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 – LISTING RULE 7.1

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 8 August 2025 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 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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 8 August 2025 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.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT OPTIONS

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 issue of the Tranche 1 Placement Options 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.

4. RESOLUTION 4 - 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 \$0.036 per Share 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 TRANCHE 2 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 6,944,448 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.

6. RESOLUTION 6 – APPROVAL FOR PARTICIPATION IN PLACEMENT – 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 7.1 and for all other purposes, Shareholders approve the issue of up to 1,111,111 Placement Shares and 1,111,111 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.

7. RESOLUTION 7 – APPROVAL OF CHANGE OF AUDITOR

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

"That, subject to the passing of Resolution 8, BDO Audit Pty Ltd, the current auditor, be removed as the auditor of the Company in accordance with the Corporations Act, effective from the date of the Meeting.

8. RESOLUTION 8 – APPOINTMENT OF AUDITOR

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

"That, subject to the passing of Resolution 7, HLB Mann Judd (Vic) Partnership (**HLB**) being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Corporations Act, effective from the date of the Meeting and the Directors be authorised to agree the remuneration."

9. RESOLUTION 9– APPROVAL OF ISSUE OF SHARES TO RAFFAELE MARCELLINO, PREVIOUS 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 1,987,219 Shares to Raffaele Marcellino (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 statement applies to this Resolution. Please see below.

10. RESOLUTION 10 – APPROVAL OF ISSUE OF SHARES TO DARREN SCOTT – 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 1,977,787 Shares to Darren Scott (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 statement applies to this Resolution. Please see below.

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

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 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares equal to \$2,500,000 divided by the Issue Price to Professional or Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."

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

Dated: 19 November 2025

By order of the Board

Mr Freddy El Turk
CEO

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 Tranche 1 Placement Shares – Listing Rule 7.1	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.
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Resolution 2 – Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1A	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 3 – Ratification of Prior Issue of Tranche 1 Placement Options	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 4 – Issue of Tranche 2 of the Tranche 2 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 5 – Issue of Tranche 2 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 6 – Approval for Director Participation in Placement – Mr Freddy El Turk	Mr Freddy El Turk (or his nominee(s)) and any other person who will obtain a material benefit as a result of the Director Participation (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 9 – Approval of issue of Shares to Raffaele Marcellino, Previous Director of the Company	Raffaele Marcellino (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (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 10 – Approval of issue of Securities to Darren Scott, Director of the Company	Darren Scott (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (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 11 – Approval to Issue Shares Under Future Placement	The Company will disregard any votes cast in favour of this Resolution 11 by or on behalf of 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 of ordinary securities in the Company); or any associates of that person.

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.

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) continue to count those Equity Securities towards the Company's placement capacity under Listing Rule 7.1 (or, if applicable, Listing Rule 7.1A) for the 12-month period following their issue, to the extent they were issued in reliance on that capacity. The Equity Securities will not be cancelled or otherwise affected, but the Company's ability to issue further Equity Securities without shareholder approval will remain reduced by the amount used for that prior issue.

1. RESOLUTIONS 1 TO 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS UNDER PLACEMENT – LISTING RULE 7.1 AND 7.1A

1.1 Background

On 31 July 2025, the Company announced that it had received binding commitments for a placement to raise approximately \$1,250,000 (before costs) (**Placement**) through the issue of 34,722,222 Shares at \$0.036 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**).

1.2 General

Resolutions 1, 2 and 3 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 29,333,330 Placement Shares and 27,777,778 Placement Options on 8 August 2025, comprising of 5,280,704 Shares which were issued pursuant to the Company's placement capacity under 7.1 (being the subject of Resolution 1); 24,052,626 Shares which were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2) and 27,777,778 Placement Options which were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 3).

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).

Resolutions 1 to 3 are ordinary resolutions and the Board recommends that Shareholders vote in favour of Resolution 1 to 3.

1.3 Listing Rules 7.1 and 7.1A

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 issue of equity securities does not fall within any of the exceptions set out in Listing Rule 7.2 and the Company is therefore seeking the approval of Shareholders under Listing Rule 7.1.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% Listing Rule 7.1 limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the date of the issue.

1.4 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule or Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

1.5 Technical Information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity

securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

1.6

Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Placement Shares and Placement Options were issued to participants in the Placement, who were professional and sophisticated investors who are either (1) clients of lead manager, Peak, appointed to the Placement (identified via a bookbuild process) and (2) parties associated with the Directors' personal networks.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	<p>29,333,330 Placement Shares and 27,777,778 Placement Options were issued on the following basis:</p> <p>(a) 5,280,704 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1);</p> <p>(b) 24,052,626 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2); and</p> <p>(c) 27,777,778 Placement Options issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3).</p>
Terms of Securities	<p>The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Placement Options were issued as 1 free attaching Option exercisable at \$0.20 on or before 5 March 2028 for every 1 Share subscribed for and issued.</p>
Date(s) on or by which the Securities were issued	8 August 2025
Price or other consideration the Company received for the Securities	\$0.036 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Proceeds from the Placement will be used to support business development initiatives and the expansion of Noviqtech's sales team, as well as for general working capital purposes.
Voting Exclusion Statement	A voting exclusion statement applies to Resolutions 1, 2 and 3.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

2. RESOLUTION 4 - 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 5,388,892 Placement Shares to raise up to \$194,000 to the Placement Participants (**Tranche 2 Placement Shares**).

2.2 Technical Information required by Listing Rule 14.1A

As summarised in Section 1.3 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 4 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 4 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 4 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 4:

- (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 (pursuant to Resolution 7), 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 (other than Mr Freddy El Turk), members of the Company's Key Management Personnel, substantial holders of the Company, 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 5,388,892;
- (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 \$0.036 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 1.6;
- (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 4 of the Notice.

3. RESOLUTION 5 - 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 6,944,448 Placement Options to professional and sophisticated investors who subscribed to the Placement.

3.2 Listing Rule 7.1

As summarised in Section 1.3 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 5 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 5 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 5 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 5:

- (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 (other than Mr Freddy El Turk), members of the Company's Key Management Personnel, substantial holders of the Company, 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 6,944,448. 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 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT - MR FREDDY EL TURK

4.1 Background

As announced to the ASX on 31 July 2025, Mr Freddy El Turk, a director of the Company, will be participating in Placement.

4.2 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 up to 1,111,111 Shares and 1,111,111 Placement Options (the Shares and the Placement Options, (together 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 of the FT Securities to Mr Freddy El Turk..

4.3 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 Niv Dagan) have carefully considered the proposed issue of FT Securities to Mr Turk and formed the view that the financial benefit is being provided on the same terms as the Placement. The Directors determined that the terms are fair and reasonable, and consistent with arm's length dealings.

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.

4.4 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 1,111,111 Shares and 1,111,111 Placement 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 Placement 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 \$0.036 per Share. The issue price of the Placement Options will be nil. The Company will receive up to \$40,000 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 1.6 and the funds raised will be put towards the activities set out in Section 1.6 above;
- (h) the Placement Options are quoted Options. The Company has agreed to issue the Placement Options to Mr Turk (or their nominee) subject to Shareholder approval for the following reasons:
 - (i) although the Placement Options are quoted, their issue will not have any immediate dilutionary impact until such time as they are exercised; and
 - (ii) the issue of Placement Options to Mr Turk (or their nominee) will align the interests of Mr Turk with those of Shareholders by providing an incentive to support the Company's ongoing growth;
- (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 Placement Options is at 7 November 2025 \$0.002 per Placement Option;
- (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 2024
Mr Turk	<ul style="list-style-type: none">• cash salary and fees of \$275,000• cash bonus – nil• superannuation of \$30,078.68	\$346,509 – see annual report released to the ASX on 28 March 2024 for more information.

	Share-based payments including incentive options, performance rights, and ordinary shares issued as part of director fee continue to be in force.	
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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	Incentive Options
Mr Turk	5,300,501 Shares	4,017,840*	2,250,000**

*1,000,000 unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026; 817,714 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026; and 2,200,126 listed options with an exercise price of \$0.20 and expiry of 5 March 2028.

**see notice of meeting released to the ASX on 20 December 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	6,411,612	5,128,951*	2,250,000**	2.28%	2.47%

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; 817,714 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026; and 3,311,237 listed options with an exercise price of \$0.20 and expiry of 5 March 2028.

**see notice of meeting released to the ASX on 20 December 2024 for more information.

- (o) if 1,111,111 Shares are issued and 1,111,111 Placement Options are exercised this will increase the number of Shares on issue from 280,869,880 to 281,980,991 (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 0.79%;
- (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	\$0.16	17 December 2024
Lowest	\$0.02	23 June 2025
Last	\$0.023	18 November 2025

- (q) the FT Securities are not being issued under an agreement;
- (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 in Resolution 6 of the Notice.

5. RESOLUTION 7 – REMOVAL OF BDO AUDIT PTY LTD AS AUDITOR

The Company has received notice of intention to move a resolution for the removal of BDO as auditor of the Company. A copy of such notice has been provided to BDO in accordance with the Corporations Act.

The Company is actively reducing its operating expenses and has established that material cost savings can be made by appointing a quality mid-tier audit firm to provide audit services rather than utilising a top-tier audit firm.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

6. RESOLUTION 8 – APPOINTMENT OF HLB MANN JUDD AS AUDITORS

The Board received and reviewed proposals from three audit firms to provide independent external audit services to the Company.

The Board resolved to recommend the appointment of HLB Mann Judd as the Company's auditors.

HLB Mann Judd have provided their consent to be appointed as Auditor.

A nomination from a shareholder to appoint HLB Mann Judd has been received and is incorporated in these meeting materials below.

Interdependence

Resolution 7 and 8 are interdependent, with the result that if only one Resolution is passed by members, the other does not become effective.

Recommendation

The Board recommends that shareholders approve Resolutions 7 and 8.

Nomination of Auditor

Mr. Freddy El Turk
CEO, Noviqtech Limited
Level 23, 85 Castlereagh Street
Sydney NSW 2000

7 November 2025

Dear Freddy

Nomination of Auditor – Noviqtech Limited

For the purposes of Section 328B(3) of the Corporations Act 2001, I, Niv Dagan, being a Director and member of Noviqtech Limited ("Company"), hereby nominate HLB Mann Judd for appointment as auditor of the Company.

Yours faithfully

Niv Dagan

Director

Noviqtech Limited

7. RESOLUTION 9 AND 10 – APPROVAL OF ISSUE OF SHARES TO RAFFAELE MARCELLINO AND DARREN SCOTT

7.1 Background

Resolution 9 seeks Shareholder approval to issue and allot up to 1,987,219 Shares to Raffaele Marcellino (or his nominee) in lieu of his non-executive director salary outstanding since his resignation as a director on 1 September 2025.

Resolution 10 seeks Shareholder approval to issue and allot up to 1,977,787 Shares to Darren Scott (or his nominee) in lieu of his non-executive director salary outstanding up to the end of October 2025.

The key terms of Darren and Raffaele's service agreements are as follows:

- (a) **Engagement:** engagement as a non-executive director (Raffaele Chairman), contingent upon satisfactory performance and re-election at annual general meetings as required by the company's Constitution and the Corporations Act;
- (b) **Duties and Responsibilities:** Responsibilities include promoting the Company's interests, adhering to the company's Constitution and legal requirements, and avoiding conflicts of interest. The director must also disclose any changes that may affect his independence;
- (c) **Remuneration:** the outstanding amounts to be paid are as follows:

	Raffaele Marcellino			Total Outstanding
	Outstanding Fees A\$	Superannuation Payable A\$	PAYG Withholding A\$	A\$
28 June - 31 December 2023	-	3,627.03	9,594.00	13,221.03
1 January - 30 June 2024	-	3,567.57	9,751.28	13,318.85
1 July 2024 - 31 October 2025	44,071.75	928.25	-	45,000.00
Total outstanding @ 31 October 2025	44,071.75	8,122.85	19,345.28	71,539.87

	Darren Scott			Total Outstanding
	Outstanding Fees A\$	Superannuation Payable A\$	PAYG Withholding A\$	A\$
28 June - 31 December 2023	-	3,627.03	6,450.00	10,077.03
1 January - 30 June 2024	-	3,567.57	6,555.74	10,123.31
1 July 2024 - 31 October 2025	50,071.75	928.25	-	51,000.00
Total outstanding @ 31 October 2025	50,071.75	8,122.85	13,005.74	71,200.33

- (d) **Term and Termination:** the term of the directorship continues until terminated in accordance with the agreement, for example, the director ceases to be a director under any provision of the Corporations Act, the director resigns, bankruptcy and non re-election.

Both Raffaele and Darren have elected to receive 100% of their entitled fee in and the fees shall be paid or satisfied in shares at the price of \$0.036 per Share.

Otherwise, the service agreements are on usual terms for an agreement of this nature.

7.2 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 Raffaele and Darren are Directors of the Company, both are 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 9 seeks the required Shareholder approval to issue the Shares to Raffaele Marcellino under and for the purposes of Listing Rule 10.11 and Resolution 10 seeks Shareholder approval to issue the Shares to Darren Scott 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 9 is passed, the Company will be able to proceed with the proposed issue of Shares to Raffaele Marcellino. If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will receive his director's fees and remuneration in cash.

If Resolution 10 is passed, the Company will be able to proceed with the proposed issue of Shares to Darren Scott. If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will receive his director's fees and remuneration in cash.

7.3 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:

- (c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (d) 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 Director of the Company (being Mr Freddy El Turk) carefully considered the issue of these Shares to Raffaele Marcellino and Darren Scott 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 Director of the Company believed that the issue of these Shares to Raffaele Marcellino and Darren Scott 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 Shares to Raffaele Marcellino and Darren Scott requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

7.4 Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Shares to Raffaele Marcellino and Darren Scott is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) the allottees are Raffaele Marcellino and Darren Scott;
- (b) Raffaele Marcellino and Darren Scott are Directors of the Company;
- (c) the maximum number of Shares to be issued is up to 1,987,219 Shares to Raffaele Marcellino and up to 1,977,787 Shares to Darren Scott;
- (d) 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;
- (e) the Shares 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 Shares will be offered for nil cash consideration;
- (g) funds will not be raised from the issue of these Shares as the issue is proposed to be made in lieu of the director's fees;
- (h) the current total remuneration package received by Darren Scott is \$36,000 and Raffaele Marcellino was \$24,000 per annum inclusive of superannuation and any tax withholding;
- (i) the Shares will be quoted on ASX upon issue and allotment and rank equally with the then issued shares of the Company; and
- (j) a summary of the main terms of Raffaele Marcellino and Darren Scott's agreement is set out in section 7.1 above.

8. RESOLUTION 11 – APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

8.1 Background

The Company wishes to offer to new and existing Sophisticated and Professional Investors (**Placement Participants**) a placement of Shares at the Issue Price, to raise \$2,500,000 (before costs) (**Future Placement**). Peak will act as the lead manager and broker to the Future Placement pursuant to its existing Lead Manager Mandate.

In consideration for the provision of these services, the Company has agreed to pay Peak a management fee equal to 2% of the amount raised under the Future Placement (plus GST) and a capital raising fee equal to 4% of the amount raised under the Future Placement (plus GST).

The Company intends to apply the funds raised under the Placement towards synergistic acquisitions, sales and marketing of NoviqAI and Carbon Central and general working capital purposes and to fund the costs of the Placement

8.2 Approval sought for the purposes of ASX Listing Rule 7.1

Resolution 11 seeks Shareholder approval under ASX Listing Rule 7.1 (and for all other purposes) to permit the issue of that number of Shares equal to \$2,500,000 divided by the Issue Price, to the Placement Participants.

As summarised in Resolution 1 of the Explanatory Statement above, ASX Listing Rule 7.1, subject to a number of exceptions, limits the amount of 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 Securities it had on issue at the start of that 12-month period.

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and the Company has elected not to utilise any of its remaining placement capacity to issue Securities without Shareholder approval. The Company is therefore seeking Shareholder approval under ASX Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to proceed with the issue as described above. In addition, the issue will be excluded from the Company's 15% Placement Capacity calculation under ASX Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue in the manner described above. In such circumstances, the Company would need to consider alternative avenues to raise the required capital.

8.3 Specific information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Future Placement Shares:

Person(s) to whom the Securities will be issued	The Placement Participants will comprise Sophisticated and Professional Investors who will be identified by Peak through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-Related Parties of the Company.
Number and class of Securities	<p>The number of Shares to be issued will be equal to \$2,500,000 divided by the Issue Price.</p> <p>The maximum number of Shares that may be issued under this Resolution is 119,047,619 Shares, being the number calculated by dividing \$2,500,000 by the minimum issue price of \$0.021.</p>
Issue date of Securities	The Company expects to issue the Future Placement Shares within 3 months after the date of the Meeting.
Terms of the Securities	The Shares will be issued on the same terms and conditions as the Company's existing Shares.
Issue price of Securities	<p>The Shares will be issued at an issue price that is the higher of:</p> <ul style="list-style-type: none"> • \$0.021 per Share (being the minimum issue price approved by Shareholders under this Resolution); and • equal to a 15% discount to the 5 -day volume weighted average price (VWAP) immediately before the date on which the issue price is agreed. <p>The Company will not issue any Shares under this Resolution at an issue price lower than \$0.021 per Share.</p>
Purpose of issue and use of funds	The Company intends to apply the funds raised under the Future Placement towards synergistic acquisitions, sales and marketing of NoviqAI and Carbon Central and general working capital purposes and to fund the costs of the Placement, as set out above.
Voting exclusion statement	A voting exclusion statement for Resolution 11 applies and is included in the Notice preceding this Explanatory Statement.

8.4 Analysis of potential dilution

Set out below is a worked example of the number of Shares that may be issued under this Resolution on assumed issue prices of \$0.023, \$0.02 and \$0.015 per Share, on the basis that \$2,500,000 is raised pursuant to the Placement:

Assumed Issue Price	Maximum number of Shares which may be issued ¹	Shares on issue ²	Dilution effect on existing Shareholders ³
\$0.025	100,000,000	280,869,880	36%
\$0.023	108,695,652	280,869,880	28%
\$0.021	119,047,619	280,869,880	30%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 280,869,880 Shares on issue as at the date of this Notice.
3. Rounded to the nearest whole number.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the Issue Price under Resolution 11 may be calculated by reference to the market price of the Company's Shares at a future time, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the approval and the date of agreement to issue.

8.5 Board recommendations

The Board recommends that Shareholders vote in favour of Resolution 11.

9. 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.

10. 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.

AEDT means Australian Eastern Standard Daylight Savings Time as observed in Sydney, New South Wales.

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.

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.

Explanatory Statement means the explanatory statement accompanying the Notice.

Issue Price means the price determined at a 15% discount to the 5-day volume weighted average price calculated as at the date of issue.

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.

Peak means Copeak Pty Ltd.

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.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS

The following terms apply to the listed 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\$0.20 (**Exercise Price**).

c) Expiry Date

Each Placement Option will expire at 5.00pm AEST on 5 March 2028 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

Listed on ASX (NVQOA).

All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: NVQ
Email: hello@automicgroup.com.au

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<<EntityRegistrationDetailsLine5Envelope>>
<<EntityRegistrationDetailsLine6Envelope>>

04/12/2025

Upcoming General Meeting of Shareholders

Dear Shareholder,


Noviqtech Limited ACN 622 817 421 (ASX: NVQ or “the **Company**”), advises the General Meeting will be held in person at Level 23, 85 Castlereagh Street SYDNEY NSW 2000 on Monday, 5 January 2026 at 10:30 AM (Sydney time) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at www.noviqtech.com or the Company’s ASX market announcements platform at www.asx.com.au (ASX: NVQ).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on the Proxy Form.2. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at investors@noviqtech.com.

Copies of all Meeting related material including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

Your proxy voting instruction must be received by **10:30am (AEDT) on Saturday, 03 January 2026**, 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)

