
NOVIQTECH LIMITED
ACN 622 817 421
NOTICE OF GENERAL MEETING

TIME: 9:30am (AEST)

DATE: 20 April 2026

PLACE: Level 12, 347 Kent 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 9:30am (AEST) on 20 April 2026 at Level 12, 347 Kent 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 9:30am (AEST) on 18 April 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 42,130,482 Tranche 1 Placement Shares issued on 4 February 2026 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 28,086,988 Tranche 1 Placement Shares issued on 4 February 2026 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 - 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 4,782,530 Tranche 2 Placement Shares 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.

4. RESOLUTION 4 – 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 37,500,000 Placement Options on the basis of one (1) Placement Option for every two (2) Shares 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.

5. RESOLUTION 5 – APPROVAL TO ISSUE ADVISOR OPTIONS TO PEAK ASSET MANAGEMENT PTY LTD

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, Shareholders approve the issue of 25,000,000 Advisor 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 TO ISSUE ADVISOR OPTIONS TO PRENZLER GROUP PTY LTD

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 25,000,000 Advisor Options 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 TO ISSUE SHARES AND LISTED OPTIONS TO PEAK ASSET MANAGEMENT PTY LTD

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 20,567,804 Shares at an issue price of \$0.02 and 25,283,902 Listed Options to Peak Asset Management Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES AND LISTED 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 up to 7,222,222 Shares at an issue price of \$0.02 each per Share and up to 3,611,111 Listed Options on the terms and conditions set in the Explanatory Statement.”

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

9. RESOLUTION 9 – ISSUE OF SHARES AND LISTED OPTIONS TO TIMOTHY BROOKS

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 17,777,778 Shares at an issue price of \$0.02 and up to 8,888,889 Listed Options to Mr Timothy Brooks (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 6 March 2026

By order of the Board

Mr Darren Scott
Non-Executive 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 Tranche 1 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 – 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 – Approval to issue 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 4 - 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 5 – Approval to issue Advisor Options to Peak Asset Management Pty Ltd	Peak Asset Management Pty Ltd (or its nominee(s)) 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 6 – Approval to issue Advisor Options to Prenzler Group Pty Ltd	A person who is expected to participate (Prenzler Group Pty Ltd), 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 7 – Approval to issue Shares and Listed Options to Peak Asset Management Pty Ltd	Peak Asset Management Pty Ltd (or its nominee(s)) 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 8 – Approval to issue Shares and Listed Options	A person who is expected to participate (Alex Boden and Michael Hallam), 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 9 – Issue of Shares and Listed Options to Timothy Brooks	Timothy Brooks (or his nominee(s)) 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.

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 “**ratification**” 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 ratify 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. BACKGROUND TO PLACEMENT

1.1 Background

On 28 January 2026, the Company announced that it had received binding commitments for a placement to raise approximately \$1,500,000 (before costs) (**Placement**) through the issue of 75,000,000 Shares at \$0.02 each (**Placement Shares**), together with one free attaching listed option exercisable at \$0.20 and expiry of 5 March 2028 for every two (2) Placement Shares subscribed under the Placement (**Placement Options**) to sophisticated and professional investors of GBA (**Placement Participants**). The issue of the remaining 4,782,530 Placement Shares and 37,500,000 Placement Options (**Tranche 2 Placement**) is subject to Shareholder approval pursuant to Resolutions 3 and 4.

Resolutions 1 and 2 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 70,217,470 Placement Shares on 4 February 2026, comprising of 42,130,482 Shares which were issued pursuant to the Company's placement capacity under 7.1 (being the subject of Resolution 1) and 28,086,988 Shares which were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

In connection with the Placement, the Company appointed Peak Asset Management (**Peak**) and Prenzler Group Pty Ltd (**Prenzler**) to act as the lead manager of the Placement. The material terms for Peak acting as joint lead managers (**Joint 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); and
- (b) a 4% placement fee on the capital introduced in the Placement, payable in cash (plus GST).

Peak and Prenzler will be issued in total 50 million Placement Options as part of their fee under the Joint Lead Manager Mandate. These Placement Options will be issued, subject to the Company receiving Shareholder approval under Resolutions 4 and 5.

Resolutions 1 to 2 are ordinary resolutions, and the Board recommends that Shareholders vote in favour of Resolution 1 to 2.

1.2 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.

1.3 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.

1.4 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.

1.5 Technical Information 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	The Placement Shares were issued to participants in the Placement, who were professional and sophisticated investors who are either (1) clients of joint lead managers Peak and Prenzler, appointed to the Placement (identified via a bookbuild process) and (2) parties associated with the Directors' personal networks. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	70,217,470 Placement Shares were issued on the following basis: (a) 42,130,482 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 28,086,988 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	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.
Date(s) on or by which the Securities were issued	4 February 2026
Price or other consideration the Company received for the Securities	\$0.02 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 applied across a balanced program of project development, platform expansion, and general working capital. This includes progressing Coralia's initial biochar CDR project through production trials, certification activities, and early commercial offtake discussions, while also funding the continued expansion of NoviqTech's core digital infrastructure.
Voting Exclusion Statement	A voting exclusion statement applies to Resolutions 1 and 2.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

2. RESOLUTION 3 - 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 4,782,530 Tranche 2 Placement Shares to the Placement Participants to raise up to \$95,650.6. This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Placement.

2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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.

2.3 Technical Information required by Listing Rule 14.1A

If this Resolution 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares. If the Company is unable to issue the Tranche 2 Placement Shares, it will not be entitled to raise an additional \$95,650.6 under the Placement.

2.4 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 this Resolution:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who are clients of Peak and Prenzler. The recipients were identified through a bookbuild process, which involved Peak and Prenzler seeking expressions of interest to participate in the capital raising from non-related parties of the Company. 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, 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 4,782,530;
- (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 1.5;
- (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 3 of the Notice.

3. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 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.

The Company is seeking Shareholder approval for the issue of 37,500,000 Placement Options to professional and sophisticated investors who subscribed to the Placement.

3.2 Listing Rule 7.1

As summarised in Section 1.3 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 4 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 4 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 4 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 4:

- (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 and Prenzler, 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, 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 37,500,000;
- (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 two (2) 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. RESOLUTIONS 5 – APPROVAL TO ISSUE ADVISOR OPTIONS TO PEAK ASSET MANAGEMENT PTY LTD

4.1 General

As set out above in Section 1.1, under the Joint Lead Manager Mandate, the Company has entered into an agreement to issue 50,000,000 Placement Options (**Advisor Options**) to Peak (25,000,000) and Prenzler (25,000,000) (or its nominees) in part consideration for acting as joint lead manager to the Placement (to be split equally).

Mr Niv Dagan is a director of Peak and also a director of the Company. This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of the Advisor Options to Peak (and or its nominees).

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 Dagan 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 5 seeks the required Shareholder approval to issue up to 25,000,000 Advisor Options to Peak (or its nominees) 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 5 is passed, the Company will be able to proceed with the proposed issue of Advisor Options to Peak (or its nominees). If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Advisor Options to Peak (or its nominees).

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 Freddy El Turk, Mr Timothy Brooks and Mr Darren Scott) have carefully considered the proposed issue of Advisor Options to Peak (or its nominees) and formed the view that the financial benefit is being provided on the same terms as the Placement Options. 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 Advisor Options to Peak (or its nominees) 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 Advisor Options to Peak (or its nominees) 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 Advisor Options to Peak (and or nominees) is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) the 25,000,000 Advisor Options will be issued to Peak (or its nominee), who falls within the category set out in Listing Rule 10.11.1 as a related party of the Company, by virtue of its Director, Mr Nov Dagan, being a Director of the Company;
- (b) the maximum number of Advisor Options that are to be issued is 25,000,000 Advisor Options;
- (c) the Advisor Options 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);
- (d) The issue price of the Placement Options will be nil;
- (e) the purpose of the issue to Peak is as set out in Section 1.1 with no funds being raised with the issue of the Advisor Options;
- (f) the Advisor Options are quoted Options. The Company has agreed to issue the Advisor Options to Peak (or its nominees) pursuant to the terms of the Joint Lead Manager Mandate for the following reasons:
 - (i) although the Advisor Options are quoted, their issue will not have any immediate dilutionary impact until such time as they are exercised; and
 - (ii) the issue of the Advisor Options to Peak (or its nominee) forms part of the agreed remuneration for lead manager services provided in connection with the relevant capital raising and is considered an appropriate and market-standard incentive, aligning Peak's interests with those of Shareholders in supporting the Company's ongoing growth and capital markets strategy;
- (g) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Advisor Options to Peak upon the terms proposed;
- (h) the value of the Advisor Options at 6 March 2026 is \$0.002 per Advisor Option;
- (i) the total remuneration package to Peak and its director, Mr Niv Dagan 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 2025
Peak Asset Management (and/or its nominee, including Mr Niv Dagan)	\$36,000 per annum	\$12,000 (of this \$12,000 was settled in Shares and Listed Options in lieu of cash).

Note

1. Mr Niv Dagan appointed effective 1 September 2025.
- (j) the Advisor Options to be issued are not intended to remunerate or incentivise Peak (and/or its nominee, including Mr Niv Dagan);
 - (k) the relevant interests of Peak (and/or its nominee, including Mr Niv Dagan) in securities

of the Company as at the date of this Notice are set out below:

Director	Shares	Options*
Mr Niv Dagan	54,652,332 Shares	48,884,987*

*7,475,000 unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026; 10,678,333 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026; and 30,731,654 listed options with an exercise price of \$0.20 and expiry of 5 March 2028.

- (l) If Resolution 5 is approved the relevant interest of Mr Niv Dagan in the Company will be as follows:

Director	Shares	Options*	Advisor Options	Percentage (%) (Undiluted)	Percentage (%) (Diluted)
Mr Niv Dagan	54,652,332	48,884,987*	25,000,000	15.39%	20.33%

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.

*7,475,000 unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026; 10,678,333 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026; and 30,731,654 listed options with an exercise price of \$0.20 and expiry of 5 March 2028..

- (m) if 25,000,000 Advisor Options are exercised this will increase the number of Shares on issue from 355,052,356 to 380,052,356 (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 6.58%;
- (n) 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	\$0.06	6 March 2025
Lowest	\$0.019	9 January 2026
Last	\$0.026	6 March 2026

- (o) the Advisor Options are being issued under the Joint Lead Manager Mandate summarised in section 1.1 above;
- (p) 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 5; and
- (q) a voting exclusion statement is included on Resolution 5 of the Notice.

5. RESOLUTION 6 – APPROVAL TO ISSUE ADVISOR OPTIONS TO PRENZLER GROUP PTY LTD

As disclosed in Section 1.1 and 4.1 above, under the Joint Lead Manager Mandate, the Company has entered into an agreement to issue 50,000,000 Placement Options (Advisor Options) to Peak (25,000,000) and Prenzler (25,000,000) (or its nominees) in part consideration for acting as joint lead manager to the Placement (to be split equally).

The Company is seeking Shareholder approval for the issue of 25,000,000 Advisor Options to Prenzler Group Pty Ltd (and or its nominee(s)).

5.1 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 Advisor 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.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Advisor Options. In addition, the issue of the Advisor 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 6 is not passed, the Company will not be able to proceed with the issue of the Advisor Options. The Company will issue the Advisor Options at a later date when it has sufficient placement capacity to issue the Placement Options.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Advisor Options.

5.3 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 6:

- (a) the Advisor Options will be issued to Prenzler Group Pty Ltd (and or its nominee(s));
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, Prenzler Group Pty Ltd:
 - (i) is not a related party of the Company, 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 Advisor Options to be issued is 25,000,000;
- (d) the Advisor 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 Advisor Options will occur on the same date;
- (e) the Company will not receive any consideration for the issue of the Advisor Options (other than in respect of funds received on exercise of the Advisor Options);
- (f) no funds were raised from the issue of the Advisor Options as they were issued as part consideration for acting as a joint lead manager to the Placement under the Joint Lead Manager Mandate. If the Advisor Options are exercised, the proceeds from the exercise of the Advisor Options will be issued towards general working capital purposes;
- (g) the Advisor Options are being issued under the Joint Lead Manager Mandate as summarised above in section 1.1 above; and
- (h) the Advisor Options are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 7 - APPROVAL TO ISSUE SHARES AND LISTED OPTIONS TO PEAK ASSET MANAGEMENT PTY LTD

6.1 General

As at 23 January 2026, a total amount of A\$411,356.08 (inclusive of A\$15,294 GST) is outstanding to Mr Dagan and related entities, comprising accrued loan amounts (including interest), unpaid lead manager fees, unpaid GST components and accrued non-executive director fees (**Unpaid Fees**). The Board has agreed, subject to Shareholder approval, to capitalise these outstanding amounts at a conversion price of A\$0.02 per Share, resulting in the issue of 20,567,804 Shares together with 25,283,902 free attaching options on the same terms as the Advisor Options on a 1-for-2 basis (**Listed Options**). The arrangement has been documented to a formal written contract dated 6 March 2026. If shareholder approval is not obtained for Resolution 7, the Company will pay Mr Niv Dagan A\$411,356.08 (inclusive of A\$15,294 GST).

Mr Niv Dagan is a director of Peak and also a director of the Company. This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 20,567,804 Shares and 25,283,902 Listed Options to Peak (and or its nominees).

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 Niv Dagan 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 7 seeks the required Shareholder approval to issue the Shares and Listed Options to Mr Niv Dagan 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 7 is passed, the Company will be able to proceed with the proposed issue of Shares and Listed Options to Mr Niv Dagan. If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Mr Niv Dagan will receive his fees owed 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 and Listed Options (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 Freddy El Turk, Mr Timothy Brooks and Darren Scott) carefully considered the issue of these Shares and Listed Options to Mr Niv Dagan 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 these Shares and Listed Options to Mr Niv Dagan 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 and Listed Options to Mr Niv Dagan 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 Shares and Listed Options to Mr Niv Dagan is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) the allottee of the Shares is Mr Niv Dagan (or his nominee);
- (b) Mr Niv Dagan is a Director of the Company;
- (c) the maximum number of securities to be issued to Mr Niv Dagan is 20,567,804 Shares together with 25,283,902 Listed Options;
- (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 fees owed to Mr Niv Dagan as set out above in section 6.1;
- (h) Mr Niv Dagan is currently entitled to receive Director Fees of \$3000 per month (fees in 2025 of \$12,000 (of this \$12,000 was settled in Shares and Listed Options in lieu of cash). For the current financial year he is entitled to \$36,000 per annum;
- (i) the value of the Listed Options is 0.02 at 6 March 2026;
- (j) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Shares and Listed Options to Mr Niv Dagan upon the terms proposed;
- (k) the Shares and Listed Options to be issued are not intended to remunerate or incentivise Mr Niv Dagan;
- (l) the relevant interests of Mr Niv Dagan in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options*
Mr Niv Dagan	54,652,332 Shares	48,884,987*

*7,475,000 unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026; 10,678,333 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026; and 30,731,654 listed options with an exercise price of \$0.20 and expiry of 5 March 2028.

- (m) If Resolution 7 is approved the relevant interest of Mr Niv Dagan in the Company will be as follows:

Director	Shares	Options*
Mr Niv Dagan	75,220,136 Shares	74,168,889*

*7,475,000 unlisted options with an exercise price of \$0.10 and expiry of 21 July 2026; 10,678,333 unlisted options with an exercise price of \$0.08 and expiry of 24 June 2026 and 56,015,556 listed options with an exercise price of \$0.20 and expiry of 5 March 2028;

- (n) if 20,567,804 Shares are issued and 25,283,902 Listed Options are exercised this will increase the number of Shares on issue from 355,052,356 to 400,904,062 (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 11.44%;
- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice

is set out in Section 4.4 above.

- (p) the Shares will be quoted on ASX upon issue and allotment and rank equally with the then issued shares of the Company;
- (q) a summary of the main terms of Mr Niv Dagan's agreement in which the fees are owed is set out in section 6.1 above;
- (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 7; and
- (s) a voting exclusion statement is included in Resolution 7 of this Notice.

7. RESOLUTION 8 - APPROVAL TO ISSUE SHARES AND LISTED OPTIONS

7.1 General

On 28 January 2026, NoviqTech Limited (ASX: NVQ) announced it had entered into a binding agreement to acquire Coralia Pty Ltd, an Australian institutional-scale Biochar Carbon Dioxide Removal (CDR) company.

Under the agreement (**Coralia Acquisition Agreement**):

- (a) NVQ will acquire 90% of Coralia upfront, subject to completion conditions (including raising a minimum of \$1.0 million in equity) [Completed].
- (b) the initial 90% consideration comprises \$500,000 in NVQ shares at \$0.02 per share, plus 1 NVQOA option (exercise price of \$0.20 and expiry of 5 March 2028) (**Listed Options**) for every 2 shares issued;
- (c) the remaining 10% will be acquired via milestone-based scrip consideration, tied to Puro.earth preliminary assessment approval and successful trial biochar production; and entry into binding offtake agreements with a minimum aggregate value of A\$5 million; and
- (d) all consideration securities are subject to escrow (50% for 6 months and 50% for 12 months).

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 8 to issue 7,222,222 Shares and 3,611,111 Listed Options (**Coralia Securities**) to the non-related Coralia shareholders (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. The remaining 17,777,778 Shares and 8,888,889 Listed Options to be issued to Mr Timothy Brooks will be considered under Resolution 9 in accordance with ASX Listing Rule 10.11.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue of the Coralia Securities do not fit 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.

7.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Coralia Securities the subject of this Resolution 8. In addition, the issue of the Coralia 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the Coralia Securities. Should the issue not proceed, the Company will have to renegotiate the terms of the Coralia Acquisition Agreement.

7.4 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 this Resolution:

- (a) the Coralia Securities will be issued to Alex Boden and Michael Hallam (and/or their nominee(s)) (**Coralia Shareholders**) who are not related parties of the Company and are not 'material investors' as they are not substantial shareholders of the Company. Alex Boden and Michael Hallam are parties to the Coralia Acquisition Agreement as summarised in section 7.1 above;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the Coralia Shareholders are not related parties of the Company, a member of the Key Management Personnel, an adviser of the Company or an associate of any of these parties and will not be issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued to Alex Boden (or his nominee(s)) is 5,555,556 and 2,777,778 Listed Options. The maximum number of Shares to be issued to Michael Hallam (or his nominee(s)) is 1,666,666 Shares and 833,333 Listed Options;
- (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 Coralia 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 Coralia Securities will occur on the same date;
- (f) the issue price will be \$0.02 per Share and nil per Listed Option. The Company will not receive any other consideration for the issue of the Coralia Securities (other than in respect of the funds received on exercise of the Listed Options);
- (g) the purpose of the issue of the Coralia Securities is set out in Section 7.1 above;
- (h) the Coralia Securities are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 9 – ISSUE OF SHARES AND LISTED OPTIONS TO TIMOTHY BROOKS

8.1 General

As set out in Section 7.1 above, the Company has agreed to issue consideration securities under the Coralia Acquisition Agreement.

17,777,778 Shares and 8,888,889 Listed Options forming part of the consideration are to be issued to Mr Timothy Brooks (or his nominee). Mr Brooks is a director of the Company and is therefore considered a related party of the Company for the purposes of ASX Listing Rule 10.11.

Accordingly, shareholder approval is sought under ASX Listing Rule 10.11 for the issue of these securities to Mr Brooks (or his nominee). Approval under Listing Rule 7.1 is not required for this issue if Resolution 9 is passed.

8.2 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:

- (f) a related party;
- (g) 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;
- (h) 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;
- (i) an associate of a person referred to in (a) to (c) above; and
- (j) 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 Timothy Brooks 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 9 seeks the required Shareholder approval to issue the Shares and Listed Options to Mr Timothy Brooks 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 and Listed Options to Mr Timothy Brooks. If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Mr Timothy Brooks will receive his consideration owed in cash.

8.3 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 and Listed Options (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 Freddy El Turk, Mr Niv Dagan and Darren Scott) carefully considered the issue of these Shares and Listed Options to Mr Niv Dagan 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 these Shares and Listed Options to Mr Timothy Brooks 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 and Listed Options to Mr Timothy Brooks requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

8.4 Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Shares and Listed Options to Mr Timothy Brooks is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) the allottee of the Shares is Mr Timothy Brooks (or his nominee);
- (b) Mr Timothy Brooks is a Director of the Company;
- (c) the maximum number of securities to be issued to Mr Timothy Brooks is 17,777,778 Shares together with 8,888,889 Listed Options;
- (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) no funds will be raised from the issue of these Shares, as they are being issued as part consideration for the acquisition of Coralia Pty Ltd, as described in Section 7.1 above;
- (h) Mr Timothy Brooks is currently entitled to receive Director Fees for the current financial year of \$200,000 plus superannuation. He was not a Director in the previous financial year;
- (i) the value of the Listed Options is \$0.002 at 6 March 2026;
- (j) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Shares and Listed Options to Mr Timothy Brooks upon the terms proposed;
- (k) the Shares and Listed Options to be issued are not intended to remunerate or incentivise Mr Timothy Brooks;
- (l) the relevant interests of Mr Timothy Brooks in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options
Mr Timothy Brooks	Nil Shares	Nil

- (m) If Resolution 9 is approved the relevant interest of Mr Timothy Brooks in the Company will be as follows:

Director	Shares	Options*
Mr Timothy Brooks	17,777,778 Shares	8,888,889*

*8,888,889 listed options with an exercise price of \$0.20 and expiry of 5 March 2028;

- (n) if 17,777,778 Shares are issued and 8,888,889 Listed Options are not exercised this will increase the number of Shares on issue from 355,052,356 to 372,830,134 (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 4.77%;
- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out in Section 4.4 above.
- (p) the Shares will be quoted on ASX upon issue and allotment and rank equally with the then issued shares of the Company;
- (q) a summary of the main terms of the Coralia Acquisition Agreement in which the the Shares and Listed Options are issued under is set out in section 6.1 above;
- (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 9; and
- (s) a voting exclusion statement is included in Resolution 9 of this Notice.

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 jonathan@trialkey.ai if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard 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.

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.

19/03/2026

Upcoming General Meeting of Shareholders

Dear Shareholder,


NoviqTech Limited ACN622 817 421 (ASX:NVQ or “the **Company**”), advises then Notice of General Meeting will be held in person at Level 12, 347 Kent Street, Sydney, New South Wales on Monday, 20 April 2026 at 9:30 (AEST) (**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 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

<p>Online scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on your holding statement.2. Click on ‘Meetings’ - ‘Vote’. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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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 Board of Directors.

Your proxy voting instruction must be received by **9:30am (AEST) on Saturday, 18 April 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)

