



**OVANTI LIMITED (ASX: OVT)**

(ACN 091 192 871)

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**OVANTI LIMITED**

**ACN 091 192 871**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TIME:** 11:00 am (Sydney time)

**DATE:** Wednesday, 4 November 2026

**PLACE:** Level 14, 60 Martin Place, Sydney NSW 2000

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

***This Notice 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.***

***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 7:00PM (Sydney time) on Monday, 2 November 2026.***

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| Proxy Form                                                     | enclosed / attached |

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is hereby given that an Extraordinary General Meeting of Shareholders of Ovanti Limited (**Company** or **Ovanti**) will be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Wednesday, 4 November 2026, at 11:00am (Sydney time).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the Resolutions to be considered. The Proxy Form also forms part of this Notice of Meeting.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted by email to [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au) at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting with respect to the formal items of business.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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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 of the Company as at 7:00pm (Sydney time) on 2 November 2026.

### VOTING IN PERSON

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To vote in person, attend the Meeting at the time, date and place set out above.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed/attached 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

A Proxy Form accompanies this notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide 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 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 (i.e., as directed);
- 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;
- if the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e., 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 (i.e., 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 shareholders;
- the appointed proxy is not the Chair;
- 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; and

- 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 that meeting.

### ***Proxy Voting by the Chair***

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

### **CORPORATE REPRESENTATIVES**

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

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

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## BUSINESS OF THE MEETING

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### 1. RESOLUTION 1: RATIFY PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES TO SOPHISTICATED INVESTORS AND PROFESSIONAL INVESTORS PURSUANT TO AUGUST PLACEMENT

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

*"That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, the issue of 149,500,000 Shares to Sophisticated Investors and Professional Investors pursuant to the August Placement be ratified as detailed in the Explanatory Statement."*

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### 2. RESOLUTION 2: APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES PURSUANT TO AUGUST PLACEMENT

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

*"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of 350,500,000 Shares to Sophisticated Investors and Professional Investors pursuant to the August Placement be approved on the terms and conditions set out in the Explanatory Statement."*

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### 3. RESOLUTION 3: APPROVAL TO ISSUE BROKER OPTIONS PURSUANT TO AUGUST PLACEMENT

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

*"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of 75,000,000 Broker Options to Clee Capital pursuant to the August Placement be approved on the terms and conditions set out in the Explanatory Statement."*

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### 4. RESOLUTION 4: 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 purpose 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 \$2,000,000 divided by the Issue Price to Professional Investors and Sophisticated Investors on the terms and conditions set out in the Explanatory Statement."*

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### 5. VOTING EXCLUSIONS STATEMENTS FOR RESOLUTIONS 1, 2, 3, AND 4:

The Corporations Act and the ASX Listing Rules contain prohibitions on certain individuals voting on specific resolutions being considered at general meetings of companies due to potential or perceived conflicts of interest.

As set out below, Ovanti has established procedures to appropriately manage 'voting exclusions' which will minimise the risk of excluded votes being cast or counted as well as ensuring that all eligible votes are included.

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolutions 1, 2, 3 and 4 by or on behalf of a person who participated in, or who

will obtain, a material benefit as a result of the issue of the securities (namely, investors that were or will be issued shares under the August Placement for Resolutions 1 and 2, Clee Capital for Resolution 3 and Placement Participants for Resolution 4) and any of their Associates. However, this does not apply to a vote cast in favour of those Resolutions 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;
- (b) the Chair 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 Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

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**DATED: 2 OCTOBER 2026**

**BY ORDER OF THE BOARD**



**JOSHUA QUINN**

**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at an Extraordinary General Meeting to be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Wednesday, 4 November 2026, at 11:00am (Sydney time).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

ASX takes no responsibility for the contents of the Notice or the Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional adviser.

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### 1. **RESOLUTION 1: RATIFY PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES TO SOPHISTICATED INVESTORS AND PROFESSIONAL INVESTORS PURSUANT TO AUGUST PLACEMENT**

#### 1.1 **Background**

As announced on 12 August 2026, the Company completed a placement of 149,500,000 Shares at \$0.002 per Share to Sophisticated Investors and Professional Investors (**Tranche 1 Placement**). The Company has also secured firm commitments to issue an additional 350,500,000 Shares at the same price of \$0.002 per Share to Sophisticated Investors and Professional Investors (**Tranche 2 Placement**, together with the Tranche 1 Placement, the **August Placement**).

The Company proposes to use the funds raised under the August Placement for working capital and general corporate purposes (refer to ASX announcement on 12 August 2026).

The Company is now seeking Shareholder ratification of the issue of shares under the Tranche 1 Placement for the purposes of ASX Listing Rule 7.4 and for all other purposes.

An explanation of the Company's placement capacity and ASX Listing Rule 7.4 is set out below.

#### 1.2 **Approval sought for the purposes of ASX Listing Rule 7.4**

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, ASX Listing Rule 7.1 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 period (**15% Placement Capacity**).

ASX Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities, issued under that company's 15% Placement Capacity, provided that previous issue of Securities did not breach ASX Listing Rule 7.1, those Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rules 7.1. This has the effect of "refreshing" a company's placement

capacity and thereby increasing the number of Securities that may be issued under the Company's 15% Placement Capacity, without Shareholder approval.

The issue of the Tranche 1 Placement Shares did not fall within any of the exceptions of ASX Listing Rule 7.1. Accordingly, Shareholder approval under ASX Listing Rule 7.4 is sought to ratify the issue of the Tranche 1 Placement Shares and "refresh" the Company's 15% Placement Capacity.

If Resolution 1 is passed, the Tranche 1 Placement Shares initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 1 is not passed, the Tranche 1 Placement Shares issued under the 15% Placement Capacity will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

### 1.3 Specific information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Tranche 1 Placement Shares:

|                                                  |                                                                                                                                                                           |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Person to whom the Securities were issued</b> | The Tranche 1 Placement Shares were issued to various Sophisticated Investors or Professional Investors who are not related parties of the Company.                       |
| <b>Number and class of Securities issued</b>     | Under the Tranche 1 Placement, the Company issued 149,500,000 Shares                                                                                                      |
| <b>Date of issue</b>                             | 13 August 2026                                                                                                                                                            |
| <b>Price or consideration received</b>           | Each Tranche 1 Placement Share was issued for \$0.002 per Share, raising in total \$299,000 (before costs).                                                               |
| <b>Purpose of the issue</b>                      | The Company proposes to use the funds raised under the August Placement for working capital and general corporate purposes (refer to ASX announcement on 12 August 2026). |
| <b>Voting exclusion statement</b>                | A voting exclusion statement for Resolution 1 applies and is included in the Notice preceding this Explanatory Statement.                                                 |

### 1.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

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## 2. RESOLUTION 2: APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES PURSUANT TO AUGUST PLACEMENT

### 2.1 Background

As mentioned, the Company proposes to issue 350,500,000 Shares at \$0.002 per Share to Sophisticated Investors and Professional Investors under the Tranche 2

Placement. Refer to section 1.1 of the Explanatory Statement for further background information on the August Placement.

The Company is now seeking Shareholder approval for the issue of the Tranche 2 Placement Shares.

## **2.2 Approval sought for the purposes of ASX Listing Rule 7.1 for the Tranche 2 Shares Placement Shares**

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to ASX Listing Rule 7.1 and it has not yet been approved by the Company's Shareholders. Accordingly, Shareholder approval is sought to approve the issue of the Tranche 2 Placement Shares.

If Resolution 2 is passed, the issue of the Tranche 2 Placement Shares can be issued in accordance with these terms and conditions.

If Resolution 2 is not passed, the Tranche 2 Placement Shares cannot be issued and funds will not be raised from the issue of those Tranche 2 Placement Shares.

## **2.3 Specific information required by ASX Listing Rule 7.1 for the Tranche 2 Placement Shares**

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Placement Shares:

|                                                        |                                                                                                                                  |
|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| <b>Person to whom the Securities will be issued to</b> | Sophisticated Investors or Professional Investors who are not related parties of the Company.                                    |
| <b>Number of Securities and class to be issued</b>     | 350,500,000 Shares                                                                                                               |
| <b>Date(s) of issue</b>                                | The Company expects to issue the Tranche 2 Placement Shares within 3 months after the date of the Meeting.                       |
| <b>Terms of the Securities</b>                         | The Tranche 2 Placement Shares will be issued on the same terms and conditions as the Company's existing Shares.                 |
| <b>Issue price of Securities</b>                       | \$0.002 per Tranche 2 Placement Share.                                                                                           |
| <b>Purpose of issue and use of funds</b>               | The Company intends to apply the funds raised under the Future Placement towards working capital and general corporate purposes. |
| <b>Voting exclusion statement</b>                      | A voting exclusion statement for Resolution 2 applies and is included in the Notice preceding this Explanatory Statement.        |

## **2.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 2.

### **3. RESOLUTION 3: APPROVAL TO ISSUE BROKER OPTIONS PURSUANT TO AUGUST PLACEMENT**

#### **3.1 Background**

The Company engaged Clee Capital as lead manager and broker to assist with the August Placement. In consideration for these services, the Company has agreed to pay a fee of \$60,000 plus GST to the Lead Manager (being an amount equal to 6% plus GST of the funds raised under the August Placement). The Company also agrees to issue a total of 75,000,000 unlisted options to the Lead Manager (**Broker Options**).

The terms of the Broker Options are set out in the **Schedule**.

The issue of the Broker Options will be conditional upon the Company obtaining shareholder approval pursuant to Resolution 3.

#### **3.2 Approval sought for the purposes of ASX Listing Rule 7.1 for the Broker Options**

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The issue of the Broker Options does not fit within any of the exceptions to ASX Listing Rule 7.1 and it has not yet been approved by the Company's Shareholders. Accordingly, Shareholder approval is sought to approve the issue of the Broker Options.

If Resolution 3 is passed, the Broker Options can be issued and will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Broker Options. In these circumstances, the Company would need to consider alternative compensation arrangements and may need to pay an additional cash compensation to Clee Capital in lieu of the issue of Broker Options.

#### **3.3 Specific information required by ASX Listing Rule 7.3 for the Broker Options**

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Broker Options:

|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Person to whom the Securities will be issued to</b> | Clee Capital Pty Ltd (ACN 637 619 937)                                                                                                                                                                                                                                                                                                                                                          |
| <b>Number of Securities and class to be issued</b>     | Up to 75,000,000 Broker Options to Clee Capital                                                                                                                                                                                                                                                                                                                                                 |
| <b>Terms of Securities</b>                             | <p>The Broker Options will have an exercise price of \$0.004 per Broker Option and expire at 5:00pm (Sydney time) on the date that is 3 years after the issue date (<b>Expiry Date</b>), and will otherwise be subject to the terms set out in <b>Schedule</b>.</p> <p>There are no further material terms to disclose in respect of the Broker Options to be issued under this Resolution.</p> |
| <b>Date(s) of issue</b>                                | The Company expects to issue Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Broker Options later than three months after the date of the Meeting (or such later date to the                                                                                                                                                                 |

|                                                        |                                                                                                                                                                                                                                                                |
|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                        | extent permitted by any ASX waiver or modification of the ASX Listing Rules).                                                                                                                                                                                  |
| <b>Price or consideration received</b>                 | The Broker Options will be issued in agreement with Clee Capital as part consideration for lead manager and broker services provided to the Company under the August Placement.                                                                                |
| <b>Purpose of the issue</b>                            | The Broker Options are issued for nil cash consideration and therefore no funds will be raised from the issue of the Broker Options.<br>However, funds raised from the exercise of the Broker Options are proposed to be used to fund general working capital. |
| <b>Summary of material terms of agreement to issue</b> | The issue of Broker Options is subject to Shareholder approval.                                                                                                                                                                                                |
| <b>Voting exclusion statement</b>                      | A voting exclusion statement for Resolution 3 applies and is included in the Notice preceding this Explanatory Statement.                                                                                                                                      |

### 3.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

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## 4. RESOLUTION 4: APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

### 4.1 Background

The Company wishes to offer new and existing Sophisticated Investors and Professional Investors (**Placement Participants**) a placement of Shares at the Issue Price, to raise \$2,000,000 (before costs) (**Future Placement**).

Clee Capital 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 Clee Capital 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 general working capital.

### 4.2 Approval sought for the purposes of ASX Listing Rule 7.1

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of that number of Shares equal to \$5,000,000 divided by the Issue Price, to the Placement Participants.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

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

If Resolution 4 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 this Resolution 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 assess other avenues to raise the required capital.

#### 4.3 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:

|                                                     |                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Person(s) to whom the Securities were issued</b> | The Placement Participants will comprise of Sophisticated Investors and Professional Investors who will be identified by Clee through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-Related Parties of the Company. |
| <b>Number and class of Securities</b>               | The number of Shares to be issued will be equal to \$2,000,000 divided by the Issue Price.                                                                                                                                                                                                   |
| <b>Issue date of Securities</b>                     | The Company expects to issue the Future Placement Shares within 3 months after the date of the Meeting.                                                                                                                                                                                      |
| <b>Terms of the Securities</b>                      | The Shares will be issued on the same terms and conditions as the Company's existing Shares.                                                                                                                                                                                                 |
| <b>Issue price of Securities</b>                    | The Shares will be issued at an issue price equal to a 20% discount to the 5-day volume weighted average price (VWAP) immediately before the date of the issue price is agreed.                                                                                                              |
| <b>Purpose of issue and use of funds</b>            | The Company intends to apply the funds raised under the Future Placement towards general working capital.                                                                                                                                                                                    |
| <b>Voting exclusion statement</b>                   | A voting exclusion statement for Resolution 4 applies and is included in the Notice preceding this Explanatory Statement.                                                                                                                                                                    |

#### 4.4 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 \$0.0005, \$0.001 and \$0.0015 per Share, on the basis that \$5,000,000 is raised pursuant to the Placement:

| <b>Assumed Issue Price<sup>1</sup></b> | <b>Maximum number of Shares which may be issued<sup>2</sup></b> | <b>Shares on issue<sup>3</sup></b> | <b>Dilution effect on existing Shareholders<sup>4</sup></b> |
|----------------------------------------|-----------------------------------------------------------------|------------------------------------|-------------------------------------------------------------|
| \$0.0005                               | 4,000,000,000                                                   | 1,146,897,274                      | 71.33%                                                      |
| \$0.001                                | 2,000,000,000                                                   | 1,146,897,274                      | 42.66%                                                      |
| \$0.0015                               | 1,333,333,333                                                   | 1,146,897,274                      | 13.98%                                                      |

Notes:

1. The Assumed Issue Prices set out above are 50% of the market price as at 4 September 2026 (being, \$0.001) (**Relevant Market Price**), the Relevant Market Price, and 150% of the Relevant Market Price, respectively.
2. Rounded to the nearest whole number.
3. There are 1,146,897,274 Shares on issue as at 8:00am on 4 September 2026.
4. Rounded to the nearest whole number.
5. 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 4 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.

#### **4.5 Board recommendation**

The Board recommends that the Shareholders vote in favour of Resolution 4.

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## GLOSSARY

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**15% Placement Capacity** has the meaning given to that term in section 1.2 of the Explanatory Statement.

**Associate** has the meaning given to that term in sections 10 to 17 of the Corporations Act.

**ASX** means ASX Limited or the market operated by it, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**August Placement** has the meaning given to that term in section 1.1 of the Explanatory Statement.

**Board** means the current board of Directors of the Company.

**Broker Option** has the meaning given to that term in section 3.1 of the Explanatory Statement.

**Chair** means the chair of the Meeting.

**Clee Capital** (or **Lead Manager**) means Clee Capital Pty Ltd (ACN 637 619 937).

**Company** or **Ovanti** means Ovanti Limited (ACN 091 192 871).

**Constitution** means the Company's constitution.

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

**Directors** means the directors of the Company from time to time.

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Expiry Date** has the meaning given to that term in section 3.3 of the Explanatory Statement.

**Extraordinary General Meeting** or **Meeting** means the meeting convened by the Notice.

**Future Placement** has the meaning given to that term in section 4.1 of the Explanatory Statement.

**Issue Price** means the price determined at a 20% discount to the 5-day volume weighted average price calculated as at the date of issue.

**Notice** or **Notice of Meeting** means this notice of the Extraordinary General Meeting.

**Option** means an option in the Company to acquire a Share.

**Placement Participants** has the meaning given to that term in section 4.1 of the Explanatory Statement.

**Professional Investors** means investors within the definition in section 708(11) of the Corporations Act.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means a resolution set out in the Notice.

**Schedule** means the schedule to this Notice.

**Securities** as defined in Chapter 19 of the ASX Listing Rules.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of a Share.

**Sophisticated Investors** means investors within the definition in section 708(8) of the Corporations Act.

**Tranche 1 Placement** has the meaning given to that term in section 1.1 of the Explanatory Statement.

**Tranche 2 Placement** has the meaning given to that term in section 1.1 of the Explanatory Statement.

## Schedule

### Terms and Conditions of Broker Options

(a) **Entitlement to Shares**

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

(b) **Register**

The Company will maintain a register of holders of Broker Options in accordance with section 168(1)(b) of the Corporations Act.

(c) **Exercise Price**

The amount payable upon exercise of each Broker Option will be \$0.004 (**Exercise Price**).

(d) **Expiry Date**

Each Broker Option will expire at 5:00 pm (Sydney time) on the Expiry Date. A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

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

(f) **Notice of Exercise**

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

Broker Options do not need to be exercised in one tranche. A Broker Option holder may exercise its Broker Options in as many tranches as it elects provided that each tranche is for a minimum of 100 Broker Options (or otherwise is for all of the Broker Options held by the Broker Option holder) and exercise is before the Expiry Date.

There is no brokerage payable when Broker Options are exercised.

(g) **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, in cleared funds, of the Exercise Price for each Broker Option (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 10 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 Broker 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 things necessary to satisfy section 708A(11) of the Corporations Act, to ensure that an offer for the 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 Broker Options.

(i) **Shares issued on exercise**

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

(j) **Quotation of Shares issued on exercise**

If admitted to the Official List of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Broker Options.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction or return of capital), all rights of a holder of Broker Option are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

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

(m) **Change in exercise price**

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

(n) **Transferability**

The Broker Options will be transferable subject to (i) meeting the ASX's minimum eligibility criteria for quotation (and actually being quoted, which cannot be guaranteed), (ii) the terms of the Corporations Act and the Listing Rules and (iii) any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(o) **Amendments**

These terms and conditions of the Broker Options may be amended as necessary by the Company, subject to compliance with the Listing Rules, and provided that the economic and other rights of the Broker Options holder are not diminished or terminated following such amendment.



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney time) on Monday, 2 November 2026.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/ovtegm2026>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 11:00am (Sydney time) on Monday, 2 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/ovtegm2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of Ovanti Limited (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held **in-person at the offices of Thomsons, Level 14, 60 Martin Place, Sydney NSW 2000 on Wednesday, 4 November 2026 at 11:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

|              |                                                                                                                                     | For                      | Against                  | Abstain*                 |
|--------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratify prior issue of Tranche 1 Placement Shares to Sophisticated Investors and Professional Investors pursuant to August Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Approval to issue Tranche 2 Placement Shares pursuant to August Placement                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval to issue Broker Options pursuant to August Placement                                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval to issue shares under Future Placement                                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026