

NOVIQTECH LIMITED
ACN 622 817 421
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of the shareholders of NoviqTech Limited ACN 622 817 421 ("**the Company**") will be held at Level 23, 85 Castlereagh Street Sydney NSW 2000 on 30 May 2025 at 9:30am (Sydney time).

Further details in respect of each of the Resolutions proposed in this Notice of Annual General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. The details of Resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

AGENDA

2024 ANNUAL FINANCIAL STATEMENTS

To lay before the meeting and consider the Annual Financial Statements of the Company in respect of the year ended 31 December 2024 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the year ended 31 December 2024."

Voting Prohibition:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or*
- (b) a closely related party of such a member,*

*(referred to herein as **Restricted Voters**).*

*However, a person (**voter**) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2024 Remuneration Report, any other key management personnel whose remuneration details are included in the 2024 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2: RE-ELECTION OF DARREN SCOTT AS A DIRECTOR

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

"That Darren Scott, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3: APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as

described in the Memorandum which accompanied and formed part of this Notice."

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

then this Resolution 3 will be withdrawn.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *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*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *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*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 4: SELECTIVE CAPITAL REDUCTION – CANCELLATION OF ORDINARY SHARES

To consider and, if thought fit, pass the following Resolution as a **special resolution**:

"That, for the purposes of section 256C of the Corporations Act and for all other purposes, approval is given for the Company to selectively reduce its capital by cancelling 2,089,945 fully paid ordinary shares on the terms and conditions set out in the Memorandum which accompanied and formed part of this Notice."

Voting prohibition (Corporations Act)

The Company will disregard any votes cast in favour of this Resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amount unpaid on shares is to be reduced, or their associates.

Proxy Voting Prohibition

Other than as set out below, a vote on Resolution 4 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 4 as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
 - *does not specify the way the proxy is to vote on this resolution; and*
 - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

RESOLUTION 5: APPROVAL TO ISSUE SHARES TO RELATED PARTY – FREDDY EL TURK

To consider and, if thought fit, to pass 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 2,089,945 fully paid ordinary shares to Freddy El Turk (or his nominee) as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Exclusion Statement – Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of the person who is to receive the securities in question 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 entity) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *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*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *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*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Proxy Voting Prohibition

Other than as set out below, a vote on Resolution 5 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 5 as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
 - *does not specify the way the proxy is to vote on this resolution; and*
 - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

OTHER BUSINESS

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

By the order of the Board

Freddy El Turk
CEO

Dated: 22 April 2025

The accompanying Proxy Instructions and Memorandum form part of this Notice.

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PROXY AND VOTING INSTRUCTIONS

Proxy Instructions	Voting Entitlement
<p>A member who is entitled to vote at a meeting may appoint:</p> <ul style="list-style-type: none">• one proxy if the member is only entitled to one vote; and• one or two proxies if the member is entitled to more than one vote. <p>Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member’s voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.</p> <p>The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company’s share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.</p> <p>The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation’s place of incorporation.</p> <p>The proxy may, but need not, be a member of the Company.</p> <p>A proxy form is attached to this Notice.</p> <p>If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.</p> <p>Corporate Representatives</p> <p>Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation’s place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.</p>	<p>For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company’s Register of Members as at 7:00pm (AEDT) on 28 May 2025 are entitled to attend and vote at the meeting.</p> <p>On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.</p> <p>How the Chair Will Vote Undirected Proxies</p> <p>Subject to the restrictions as set out in the Notice, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.</p> <p>Voting Restrictions on Resolution 1 (Remuneration Report)</p> <p>The Remuneration Report identifies key management personnel for the year ended 31 December 2024. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.</p> <p>Directors of the Company who are key management personnel whose remuneration details are included in the 2024 Remuneration Report, any other key management personnel whose remuneration details are included in the 2024 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.</p> <p>Special resolution</p> <p>For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolutions 3 and 4 are special resolutions.</p>

NOVIQTECH LIMITED
ACN 622 817 421
ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

This Memorandum has been prepared for the information of members of NoviqTech Limited ACN 622 817 421 (the "**Company**") in connection with the business to be conducted at the Annual General Meeting ("**Meeting**") of Shareholders of the Company to be held at Level 23, 85 Castlereagh Street Sydney NSW 2000 on 30 May 2025 at 9:30am (Sydney time).

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

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

BUSINESS

2024 Annual Financial Statements

The 2024 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2024 will be laid before the meeting. Shareholders will have the opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend, to answer questions about the audit of the Company's Annual Financial Statements.

As permitted by the Corporations Act, a printed copy of the Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Annual Report is available from the Company's website (www.noviqtech.com) and the ASX announcements page of the Company (www.asx.com.au, search code "NVQ"). A copy of the Annual Report can also be obtained upon request to the Company by email to investors@noviqtech.com.

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution - Remuneration Report

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2024 Remuneration Report, which forms part of the Director's Report in the 2024 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the Meeting will be able to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("**AGM**") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution ("**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Annual Financial Statements for the financial year ended 31 December 2023 was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2024 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2024 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2025 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Resolution 2: Re-election of Darren Scott as a Director

Resolution 2 is a resolution for the re-election of Darren Scott as a Director of the Company.

Pursuant to the Constitution and the ASX Listing Rules, at each AGM one Director (excluding the Managing Director, if any) must retire from office. In addition, the Constitution provides that a Director must not hold office past the third annual general meeting following their appointment or election or three years, whichever is longer. The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last election or appointment and excluding Directors appointed between AGMs. Directors elected or appointed on the same day may agree among themselves or determine by ballot which of them must retire.

Darren Scott was last elected at the 2023 AGM and accordingly is required to retire at the 2024 AGM.

With a distinguished executive career at Cisco and Adobe, Darren brings extensive expertise in launching and scaling growing global high-tech businesses.

The Board (with Darren Scott abstaining) unanimously support the re-election of Darren Scott as a Director.

Resolution 3: Approval of 10% placement facility

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2023 AGM. This Shareholder approval will lapse on 30 May 2025, being the date of the Meeting.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

If shareholders pass Resolution 3, the Company may be able to issue the number of equity securities under the 10% Placement Facility in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 (as set out below). If shareholders do not pass Resolution 3, the Company will not be able to issue any equity securities under the 10% Placement Facility.

The Directors believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

DESCRIPTION OF LISTING RULE 7.1A

- Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

- Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has two classes of quoted equity securities, being ordinary shares (**NVQ**) and quoted options (**NVQOA**).

- Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

$(A \times D) - E$

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (v) plus the number of partly paid shares that became fully paid in the 12 months;
- (vi) less the number of fully paid shares cancelled in the 12 months.

Note: "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement has not been subsequently approved by the holders of ordinary securities under ASX Listing Rule 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Meeting, the Company has 251,536,550 ordinary shares on issue and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

- (i) 37,730,482 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 3, 25,153,655 (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

- ASX Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
 - (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 3 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price (being \$0.033 (3.3 cents), the closing price of the Company's ordinary shares at close of trading on 9 April 2025).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0165 50% decrease in Deemed Price	\$0.033 Deemed Price	\$0.0495 50% Increase in Deemed Price
Current Variable A 251,536,550 Shares	10% Voting Dilution	25,153,655 shares	25,153,655 shares	25,153,655 shares
	Funds raised	\$415,035.31	\$830,070.62	\$1,245,105.92
50% increase in current Variable A 377,304,825 shares	10% Voting Dilution	37,730,482 shares	37,730,482 shares	37,730,482 shares
	Funds raised	\$622,552.95	\$1,245,105.91	\$1,867,658.86
100% increase in current Variable A 503,073,100 shares	10% Voting Dilution	50,307,310 shares	50,307,310 shares	50,307,310 shares
	Funds raised	\$830,070.62	\$1,660,141.23	\$2,490,211.85

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.*
- No options are exercised or performance rights converted into fully paid ordinary shares before the date of the issue of securities under ASX Listing Rule 7.1A.*
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.*
- The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.*

The Company may seek to issue the equity securities under the 10% Placement Facility for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2023 AGM. The Company issued 17,064,984 equity securities (ordinary shares) under the 10% Placement Capacity under ASX Listing Rule 7.1A as approved by shareholders at the 2023 AGM of the Company, representing 9.57% of the total number of equity securities on issue in the Company at the date that is 12 months prior to the date of the Meeting.

Details as required by ASX Listing Rule 7.3A.6 for the issues are set out below:

Date	Quantity	Class	Recipients	Issue price and discount	Cash
28/08/2024	182,138	Ordinary shares	Unrelated investors who were identified by either Peak Asset Management of the Company	\$0.025. Price on date of issue \$0.024. 4% premium to price on date of issue.	\$4,553.45 Spent: \$4,553.45 Remaining: \$0 Fund raised have been used to provide additional capital to drive the Carbon Central solution globally targeting various high growth sectors, including both domestic and global aviation, the gas and broader energy industry, and the burgeoning hydrogen market, with a specific focus on turquoise hydrogen and to meet working capital.
20/11/2024	16,882,846	Ordinary shares	Unrelated investors who were identified by either Peak Asset Management of the Company	\$0.02. Price on date of issue \$0.1. 80% discount to price on date of issue.	\$337,656.92 Spent: \$294,656.92 Remaining: \$43,000 Fund raised have been, or will be, used to accelerate the development of its blockchain powered solutions and our solutions for sustainability and supply chain management and to meet working capital.

As at the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 3 and no existing shareholder's votes will therefore be excluded.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 3.

Background to Resolutions 4 and 5

The Company held a general meeting of shareholders on 8 November 2024 (**Prior General Meeting**) at which the ordinary shareholders of the Company approved the issue of up to 2,500,000 options (**Incentive Options**) to Freddy El Turk, a Director of the Company (or his nominee). On 20 November 2024, 2,089,945 Incentive Options were issued to a nominee of Freddy El Turk, being Freddy El Turk & Danielle Turk <F & D El Turk Family A/C> (the **Nominee**).

Further details of the issue of the Incentive Options are set out in the change of director's interest notice for Freddy El Turk released to ASX on 22 November 2024. No further Incentive Options will be issued by the Company.

The vesting of Incentive Options was conditional upon the Company achieving specified performance conditions as set out in the notice convening the Prior General Meeting, notably the Company achieving a volume weighted average price over 15 consecutive trading days of \$0.05, \$0.08, \$0.10 and \$0.12 respectively. The performance conditions were achieved.

Due to an administrative error, the notice convening the Prior General Meeting incorrectly stated that an exercise price was payable to exercise the Incentive Options into fully paid ordinary shares. The intention of the Company was for the "exercise price" as referred to in the notice convening the Prior General Meeting to be a notional amount to be used as part of the formula to determine the number of Incentive Options to be issued, with the Incentive Options following issue to be able to be exercised for nil exercise price following satisfaction of the performance conditions and vesting of the relevant Incentive Options. Having regard to this intention of the Company, 2,089,945 Incentive Options were exercised into fully paid ordinary shares (**Existing Shares**) on 27 December 2024 without payment of an exercise price by the Nominee despite such exercise price having been provided for in the notice convening the Prior General Meeting.

As part of the audit of the annual financial statements for the financial year ended 31 December 2024, it was identified the issue of the Existing Shares was not consistent with the shareholder approval obtained at the Prior General Meeting and further that the notice convening the Prior General Meeting did not accurately reflect the intention of the Company with respect to the grant of Incentive Options. The Company subsequently entered into a voluntary escrow deed with the Nominee for a holding lock to be applied to the Existing Shares whilst the errors were rectified.

Having regard to the above, the Company is seeking shareholder approvals to rectify the identified errors as follows:

- Resolution 4 seeks shareholder approval, for the purposes of section 256C of the Corporations Act and for all other purposes, for the Company to selectively reduce its capital by cancelling the 2,089,945 Existing Shares held by the Nominee. No amount is payable by the Company for the cancellation of the Existing Shares. The practical effect of Resolution 4 will be to unwind the incorrect issue and exercise of the Incentive Options. The cancellation of the Existing Shares pursuant to the selective capital reduction is also subject to the approval of the Nominee by special resolution at a general meeting of the Nominee that is to be convened prior to the Meeting. Freddy El Turk has indicated to the Company that the Nominee will vote in favour of the selective capital reduction at that separate general meeting; and
- Resolution 5 seeks shareholder approval, for the purposes of Listing Rule 10.11 and for all other purposes, for the Company to issue an aggregate of 2,089,945 fully paid ordinary shares (**Incentive Shares**) to Freddy El Turk (or his nominee). The practical effect of issue of the Incentive Shares will be to provide the incentive to Freddy El Turk that was intended to be achieved by the Company through the issue of the Incentive Options with a nil exercise price, noting that the performance conditions for vesting of the Incentive Options have been achieved. The issue of the Incentive Shares is conditional upon the cancellation of the Existing Shares being completed pursuant to the selective capital reduction for which approval is sought under Resolution 4. The cancellation of the Existing Shares is also conditional upon the approval of the Nominee as indicated below.

Further details with respect to Resolutions 4 and 5 are set out below.

Resolution 4 – Selective Capital Reduction

Resolution 4 seeks shareholder approval, for the purposes of Section 256C(1) of the Corporations Act and for all other purposes, for the Company to selectively reduce its capital by cancelling the 2,089,945 Existing Shares held by the Nominee for no consideration. Further details on the circumstances of the issue of the Existing Shares are set out above.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders who validly vote on the resolution (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Corporations Act

Pursuant to Section 256C of the Corporations Act, a company may make a selective capital reduction if the selective capital reduction is approved by a special resolution passed at a general meeting of the company, with no votes cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced.

Section 256C further provides that, if the reduction involves the cancellation of shares, the reduction must be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled. In accordance with this Corporations Act requirement, a special meeting of the holder of the Existing Shares (being the Nominee) will be held before the Meeting (**Further Meeting**). Freddy El Turk has indicated to the Company that the Nominee will vote in favour of the selective capital reduction and cancellation of the Existing Shares at the Further Meeting.

Section 256B of the Corporations Act requires that a company may only reduce its capital if:

- (a) it is fair and reasonable to the shareholders as a whole;
- (b) it does not materially prejudice the Company's ability to pay its creditors; and
- (c) it is approved by shareholders in accordance with Section 256C of the Corporations Act.

Section 256C(4) of the Corporations Act requires that a company must include in the notice of meeting sent to shareholders a statement setting out all information known to it that is material to the decision on how to vote on the resolution. However, the company does not have to disclose information if it would be unreasonable to require the company to do so because the company had previously disclosed the information to its shareholders.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. The Company from time to time makes announcements that are publicly available (including to shareholders) on the ASX's website at www.asx.com.au, search code: NVQ. Copies of announcements can also be obtained from the Company. Shareholders are advised to refer to ASX's website for updated releases about events or matters affecting the Company, including in respect of events or matters arising between the date of this Notice and the Meeting.

As provided for in Section 256C(3) of the Corporations Act, in the event Resolution 4 is passed, the Company must lodge with ASIC a copy of this Resolution 4 within 14 days after it is passed. Assuming that all other approvals are received and that the selective capital reduction proceeds, the Company must then not make the reduction until 14 days after lodgement of Resolution 4 with ASIC.

Selective Capital Reduction – Ordinary shares

The Existing Shares that are proposed to be cancelled are fully paid ordinary shares in the capital of the Company. It is proposed to cancel the Existing Shares pursuant to the shareholder approval sought under Resolution 4 and the separate approval of the Nominee that is to be sought by the Company at the Further Meeting.

For illustrative purposes only, the value of the Existing Shares based on the closing price of the fully paid ordinary shares of the Company on ASX on 4 April 2025 of \$0.033 (3.3 cents) would be \$68,968.19 in aggregate.

The Existing Shares are currently subject to voluntary escrow. The voluntary escrow will end on the earlier of the date on which the selective capital reduction the subject of Resolution 4 is completed and the Existing Shares are cancelled pursuant to the selective capital reduction, or 31 December 2025 (which date may be extended by mutual agreement).

Purpose of the selective capital reduction

The purpose of the selective capital reduction is to correct the errors that occurred in connection with the issue and subsequent exercise of the Incentive Options. The Incentive Options had been issued with shareholder approval that was obtained at the Prior General Meeting. As referred to above, due to an administrative error the terms of the Incentive Options contained in the notice convening the Prior General Meeting did not reflect the intention of the Company. In particular, the terms of the Incentive Options provided for an exercise price being payable at the time of exercise of the Incentive Options. The Company intended that the Incentive Options be exercisable following the satisfaction of

performance conditions vesting without payment of an exercise price and acted upon this intention in issuing the Existing Shares without the payment of an exercise price by the Nominee. The inclusion of an exercise price for the Incentive Options was identified after the issue of the Existing Shares.

If the Company completes the selective capital reduction and the Existing Shares are cancelled, the practical effect will be to unwind the incorrect issue and exercise of the Incentive Options.

Effect of the selective capital reduction

Other than the indirect notional impact described below, as a result of the cancellation of the 2,089,945 Existing Shares, the selective capital reduction and cancellation of the Existing Shares the subject of Resolution 4 will not affect the rights and interests of other ordinary shareholders (excluding the Nominee) or holders of other securities in the Company on issue. It is further noted that, as the Existing Shares are to be cancelled for no consideration payable by the Company under the selective capital reduction to cancel the Existing Shares, the selective capital reduction will not impact the financial position of the Company or its ability to pay its creditors.

The exercise price erroneously attributed to the Existing Shares issued on exercise of the Incentive Options as a result of the error in the notice convening the Prior General Meeting (aggregate of \$160,000) was including as a movement (increase) in the capital attributed to ordinary shares (and therefore issued capital) and with a countervailing reduction to issued capital for the unpaid amount in the 2024 Annual Financial Statements. Following completion of the selective capital reduction and cancellation of the Existing Shares, the issued capital of the Company will be unchanged.

The cancellation of the Existing Shares will result in the number of fully paid ordinary shares on issue in the Company being reduced by 2,089,945 from 251,536,550 to 249,446,605 (an approximate 1% reduction). The cancellation of the Existing Shares will accordingly result in a marginal increase in the percentage interest of other shareholders. It is noted however that the Company is seeking shareholder approval pursuant to Resolution 5 to issue 2,089,945 fully paid ordinary shares (Incentive Shares) to Freddy El Turk, which would have the practical effect of replacing the Existing Shares once cancelled.

If shareholders approve Resolutions 4 and 5 (and the selective capital reduction and cancellation of the Existing Shares is approved at the Further Meeting) then the practical effect of the approval of those Resolutions in combination will be to reflect the intention of the Company with respect to the initial issue of the incentive Options as described above. Resolution 4 is not conditional on shareholders approving Resolution 5. Accordingly, if shareholders approve Resolution 4 but not Resolution 5 and the selective capital reduction and cancellation of the Existing Shares is approved at the Further Meeting, the Existing Shares will be cancelled by the Company and the Incentive Shares will not be issued. Resolution 5 is however conditional upon shareholders approving Resolution 4. If shareholders do not approve Resolution 4 then Resolution 5 will be withdrawn and the replacement Incentive Shares will not be issued. If shareholders approve both Resolutions 4 and 5 but the cancellation of the Existing Shares pursuant to the selective capital reduction otherwise does not proceed, the Company will not issue the Incentive Shares.

Financial benefit

The cancellation of the Existing Shares pursuant to the selective capital reduction could be viewed as the Company providing a financial benefit to a related party (the Nominee) as no exercise price will be payable by the Nominee for the Existing Shares (which would then be cancelled if shareholders approve Resolution 4 and the selective capital reduction and cancellation of the Existing Shares proceeds). The Company notes that the exercise price that was incorrectly included for the Incentive Options is not proposed to be payable to the Company and that as at the date of the Notice the Company has not considered that exercise price to be a debt owed.

The Board (with Freddy El Turk excluded from all relevant discussions and decisions) consider that the correction of the error in respect of the issue and exercise of the Incentive Options does not constitute a financial benefit or, to the extent that a financial benefit might otherwise be found to exist, that financial benefit is reasonable remuneration on the basis that, when taken in totality, the selective capital reduction will result in Freddy El Turk being in the same (or, having regard to potential tax that may be payable, worse) financial position as Freddy El Turk was prior to issue of the Incentive Options.

What if Resolution 4 does not pass

If Resolution 4 is not passed by shareholders or the selective capital reduction and cancellation of the Existing Shares otherwise does not proceed, the Company will seek to identify an alternative method to address the error in respect of the issue and exercise of the Incentive Options. Such alternative method(s) may require the Company to seek further shareholder approval(s). Even if Resolution 4 is passed, the cancellation of the Existing Shares remains conditional upon the selective capital reduction being approved by the Nominee at the Further Meeting. Freddy El Turk has indicated to the Company that the Nominee will vote in favour of the selective capital reduction at the Further Meeting.

In addition, if Resolution 4 is not passed by shareholders, Resolution 5 (which relates to the issue of the Incentive Shares to Mr El Turk (or his nominee)) will be withdrawn and will not be put to shareholders.

Advantages and disadvantages of the selective capital reduction

The Directors are of the view that the selective capital reduction has the specific advantage of correcting the identified errors in connection with the issue and exercise of the Incentive Options and form part of the overall process to seek to address those errors and reflect the intention of the Company (refer to Resolution 5 for further details).

The selective capital reduction is not anticipated to have any other material benefits to shareholders.

The Directors do not consider there to be any disadvantages associated with the selective capital reduction.

Interests of Directors

As noted above, Freddy El Turk, a director of the Company, holds an interest in the 2,089,945 Existing Shares held by the Nominee. Mr El Turk will receive no consideration or other benefit as a result of cancellation of the Existing Shares, other than a benefit as a result of being a holder of other ordinary shares and options in the Company in addition to the Existing Shares. It is however noted that Mr El Turk may be viewed as receiving an indirect financial benefit as a result of the exercise price of Incentive Options not being payable as described above. It is further noted that Mr El Turk has an interest in Resolution 4 on the basis that, if Resolution 4 is not passed by shareholders, Resolution 5 (which relates to the issue of the Incentive Shares to Mr El Turk (or his nominee)) will be withdrawn and will not be put to shareholders.

None of the other directors of the Company have an interest in Resolution 4, other than an interest as a result of being holders of fully paid ordinary shares in the capital of the Company.

Voting prohibitions

A voting prohibition and proxy voting prohibition as required by the Corporations Act applies to Resolution 4.

Other material information

There is no other information known to the Board which may be material to the decision on how to vote in relation to this Resolution 4 which the Company has not previously disclosed to shareholders.

Directors recommendation

The Directors (with Mr El Turk abstaining) believe that the selective capital reduction will not materially prejudice the ability of the Company to pay its creditors and that the Company has, and will have following completion of the selective capital reduction and given that no consideration is payable by the Company for cancellation of the Existing Shares, sufficient cash reserves to meet its financial commitments and otherwise pay its creditors.

The Directors (with Mr El Turk abstaining) consider the selective capital reduction to be fair and reasonable, in the best interests of shareholders and recommend that shareholders vote in favour of Resolution 4.

Resolution 5 – Approval for issue of Shares to a Related Party – Freddy El Turk

Resolution 5 seeks shareholder approval, for the purposes of Listing Rule 10.11 and for all other purposes, for the issue of 2,089,945 fully paid ordinary shares (Incentive Shares) to Freddy El Turk (or his nominee). The issue of the Incentive Shares is proposed as incentive securities to Freddy El Turk and to replace the Existing Shares that are to be cancelled as described in the explanatory text for Resolution 4. Resolution 5 is dependent upon shareholders passing Resolution 4 and cancellation of the Existing Shares pursuant to the selective capital reduction. If shareholders do not approve Resolution 4 then the Company will withdraw Resolution 5 prior to it being put to shareholders. If the Existing Shares are not subsequently cancelled then the Company will not act upon any approval of Resolution 5.

Listing Rules

Listing Rule 10.11 requires a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder approval prior to the issue of securities to a party identified in Listing Rule 10.11.

Freddy El Turk is a Director of the Company and accordingly is a related party to whom prior shareholder approval under Listing Rule 10.11 is required for issue of the Incentive Shares.

As shareholder approval is being sought for the purposes of Listing Rule 10.11 no shareholder approval is required for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 5 then, subject to Resolution 4 having also passed and the cancellation of the Existing Shares, the Company will be able to issue the Incentive Shares the subject of Resolution 5. Assuming that Resolution 4 is passed (which is a condition of Resolution 5) and the Existing Shares are cancelled pursuant to the selective capital reduction, the issue of the Incentive Shares will also maintain the placement capacity available to the Company under Listing Rule 7.1 and, if relevant shareholder approval is held at the time, Listing Rule 7.1A on the basis that the Incentive Shares will effectively replace the Existing Shares.

If shareholders do not approve Resolution 4 and/or Resolution 5 (or the cancellation of the Existing Shares otherwise does not proceed) then the Company will not be able to issue the Incentive Shares. The Company may in that circumstance need to seek an alternate form of remuneration for Freddy El Turk, which may include cash.

If shareholders do not approve Resolution 4, the Company will withdraw Resolution 5 prior to it being put to shareholders and no replacement Incentive Shares will be issued.

The following information is provided in accordance with the requirements of Listing Rule 10.13.

- The proposed recipient is Freddy El Turk (or his nominee).
- Freddy El Turk is a director of the Company and accordingly Listing Rule 10.11.1 applies.
- The number of securities is 2,089,945 Incentive Shares.
- The Incentive Shares are fully paid ordinary shares that, upon issue, will have the same terms and rank equally with the existing fully paid ordinary shares on issue.
- The Company proposes issuing the Incentive Shares after the cancellation of the Existing Shares takes effect (approximately 14 days after the date of the Meeting) and in any event no more than one month after the date of the Meeting.
- The Incentive Shares are proposed to be issued as incentive securities for nil cash consideration.
- The purpose of the issue of the Incentive Shares is to incentivise Freddy El Turk.
- The total current remuneration package of Freddy El Turk is: \$275,000 per annum.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Freddy El Turk, who is proposed to receive Incentive Shares under Resolution 5, is a director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue is reasonable remuneration and, as such, falls within the exception set out in

section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Freddy El Turk, the Company's reliance on a limited number of personnel, the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value and the success of the Company, the desirability of preserving cash resources within the Company, and the terms of the Incentive Shares. The Company considers that the issue of the Incentive Shares is an effective tool which preserves the cash reserves whilst providing valuable consideration.

Note: all monetary amounts are in Australian dollars unless otherwise stated.

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For personal use only

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


Noviqtech Limited ACN 622 817 421 (ASX:NVQ or “the **Company**”), advises the 2024 Annual General Meeting will be held in person at Level 23, 85 Castlereagh Street SYDNEY NSW 2000 on 30 May 2025 at 9:30 (Sydney time) (**Meeting**).

Notice of Meeting

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

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

Voting by Proxy

<p>Online</p> <p>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 ‘View 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 Jonathan.hart@noviqtech.com.

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

Authorised for ASX release by the Company Secretary.

Your proxy voting instruction must be received by **9.30am (AEST) on Wednesday, 28 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of NOVIQTECH LIMITED, to be held at **9.30am (AEST) on Friday, 30 May 2025 at Level 23, 85 Castlereagh Street Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT	<div></div>	<div></div>	<div></div>
2 RE-ELECTION OF DARREN SCOTT AS A DIRECTOR	<div></div>	<div></div>	<div></div>
3 APPROVAL OF 10% PLACEMENT FACILITY	<div></div>	<div></div>	<div></div>
4 SELECTIVE CAPITAL REDUCTION – CANCELLATION OF ORDINARY SHARES	<div></div>	<div></div>	<div></div>
5 APPROVAL TO ISSUE SHARES TO RELATED PARTY – FREDDY EL TURK	<div></div>	<div></div>	<div></div>

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).