

NOVIQTECH LIMITED
ACN 622 817 421
NOTICE OF MEETING
SHAREHOLDERS WHOSE SHARES ARE PROPOSED TO BE CANCELLED PURSUANT TO A SELECTIVE CAPITAL
REDUCTION UNDER SECTION 256C OF THE CORPORATIONS ACT

Notice is hereby given that the General Meeting ("**Meeting**") of the shareholders of NoviqTech Limited ACN 622 817 421 ("**the Company**") who hold some or all of the 2,089,945 fully paid ordinary shares ("**Existing Shares**") that are proposed to be cancelled pursuant to a selective capital reduction of the Company under section 256C of the Corporations Act (2001) (Cth) ("**Corporations Act**") will be held at Level 23, 85 Castlereagh Street Sydney NSW 2000 on 30 May 2025 at 9:00am (Sydney time).

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

Shareholder who holds Existing Shares is referred to in this Notice and the Memorandum as an **Eligible Shareholder**. As at the date of the Notice, the only Eligible Shareholder is Freddy El Turk & Danielle Turk <F & D El Turk Family A/C>. The Existing Shares are subject to voluntary escrow and accordingly the identity of the Eligible Shareholder(s) who is eligible to participate in and vote at the Meeting is not expected to change.

AGENDA

RESOLUTION 1: 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 Explanatory Memorandum which accompanied and formed part of this Notice."

Proxy Voting Prohibition

Other than as set out below, a vote on Resolution 1 must not be cast as proxy by 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**).*

A Restricted Voter may cast a vote on Resolution 1 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.*

By the order of the Board

Darren Scott

Dated: 22 April 2025

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

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

An Eligible Shareholder who is entitled to vote at a Meeting may appoint:

- one proxy if the Eligible Shareholder is only entitled to one vote; and
- one or two proxies if the Eligible Shareholder is entitled to more than one vote.

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.

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.

The proxy form must be signed by an Eligible Shareholder or his/her attorney duly authorised in writing or, if the Eligible Shareholder 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.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is an Eligible Shareholder 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.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations, Eligible Shareholders entered on the Company's Register of Members as at 7:00pm (AEDT) on 28 May 2025 who hold Existing Shares are entitled to attend and vote at the Meeting.

On a poll, Eligible Shareholders have one vote for every Existing Share held. Other holders of fully paid ordinary shares and holders of options are not entitled to vote at the Meeting.

How the Chair Will Vote Undirected Proxies

Subject to the restrictions as set out in the Notice, the Chair of the Meeting will vote undirected proxies in favour of Resolution 1.

Special resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Eligible Shareholders (by number of Existing Shares) must be in favour of the resolution. Resolution 1 is a special resolution.

NOVIQTECH LIMITED
ACN 622 817 421
ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

Notice is hereby given that the General Meeting ("**Meeting**") of the shareholders of NoviqTech Limited ACN 622 817 421 ("**the Company**") who hold some or all of the 2,089,945 Existing Shares that are proposed to be cancelled pursuant to a selective capital reduction of the Company under section 256C of the Corporations Act will be held at Level 23, 85 Castlereagh Street Sydney NSW 2000 on 30 May 2025 at 9:00am (Sydney time).

Eligible 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. Shareholder who holds Existing Shares is referred to in this Notice and the Memorandum as an **Eligible Shareholder**. As at the date of the Notice, the only Eligible Shareholder is Freddy El Turk & Danielle Turk <F & D El Turk Family A/C>. The Existing Shares are subject to voluntary escrow and accordingly the identity of the Eligible Shareholder(s) who is eligible to participate in and vote at the Meeting is not expected to change.

BUSINESS

Background to Resolution 1

The Company held a general meeting of ordinary 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 by the Company that 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 to Freddy El Turk (or his nominee). 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 approval (including from the Eligible Shareholder(s)) to rectify the identified errors as follows:

- Resolution 1 seeks approval from the Eligible Shareholder(s), 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 Eligible Shareholder(s). No amount is payable by the Company for the cancellation of the Existing Shares. The practical effect of Resolution 1 will be to unwind the incorrect issue and exercise of the Incentive Options. Further details with respect to Resolution 1 are set out below. The Company will be seeking the approval of ordinary shareholders by special resolution for cancellation of the Existing Shares under the selective capital reduction under section 256C of the Corporations Act at a general meeting to be held after the Meeting; and

- The Company is separately seeking ordinary shareholder approval, for the purposes of Listing Rule 10.11 and for all other purposes, 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 1. The cancellation of the Existing Shares is also conditional upon the approval of ordinary shareholders as indicated.

Resolution 1 – Selective Capital Reduction

Resolution 1 seeks approval from Eligible Shareholder(s), 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 Eligible Shareholder(s). Further details on the circumstances of the issue of the Existing Shares are set out above.

Resolution 1 is a special resolution and therefore requires approval of 75% of the votes cast by Eligible 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. The Company is separately seeking shareholder approval at the annual general meeting of the Company that is to be held after the Meeting.

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. This Meeting has been convened in accordance with that Corporations Act requirement to allow the holders of the Existing Shares (being the Eligible Shareholder(s)) to vote on the selective capital reduction to be effected by cancelling the Existing Shares.

A general meeting of ordinary shareholders of the Company to seek approval by way of special resolution for the selective capital reduction and cancellation of the Existing Shares will be held following the Meeting.

At the date of the Notice, the Eligible Shareholder (being the Nominee) is also a holder of fully paid ordinary shares and will therefore receive the notice of general meeting of ordinary shareholders (**Ordinary Shareholder Notice**).

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 1 is passed, the Company must lodge with ASIC a copy of this Resolution 1 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 by cancelling the Existing Shares until 14 days after lodgement of Resolution 1 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 1 and the approval of ordinary shareholders which is to be sought by the Company at a separate general 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 1 is completed and the Existing Shares are cancelled, 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 1 will not affect the rights and interests of other ordinary shareholders (excluding any Eligible Shareholders) 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 Eligible Shareholders approve Resolution 1, the incorrect issue and exercise of the Incentive Options will be unwound subject to the ordinary shareholders also passing a special resolution approving the cancellation of the Existing Shares pursuant to the selective capital reduction.

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 will then be cancelled if shareholders approve Resolution 1 and ordinary shareholders approve the selective capital reduction as described above). 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 1 does not pass

If Resolution 1 is not passed 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 1 is passed by Eligible Shareholders, the cancellation of the Existing Shares remains conditional upon the selective capital reduction being approved by a special resolution of ordinary shareholders at the general meeting convened pursuant to the Ordinary Shareholder Notice.

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 above).

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. 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 (refer above for further details). It is further noted that Mr El Turk has an interest in Resolution 1 on the basis that, if Resolution 1 is not passed by shareholders, the cancellation of the Existing Shares pursuant to the selective capital reduction will not proceed and accordingly the Incentive Shares will not be issued.

None of the other directors of the Company have an interest in Resolution 1, other than an interest as a result of being holders of fully paid ordinary shares in the capital of the Company.

Voting prohibitions

A proxy voting prohibition as required by the Corporations Act applies to Resolution 1.

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 1 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 1.

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

Your proxy voting instruction must be received by **9.00am (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)

