
ACTIVEPORT GROUP LTD
ACN 636 569 634
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:30pm (WST)
DATE: 27 November 2024
PLACE: Level 1, 1 Altona St
WEST PERTH WA 6005

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 25 November 2024.

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF KATHRYN SOARES

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

“That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Kathryn Soares, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SPARK

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 793,651 Shares to Spark Plus Pte Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,500,000 Shares to Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 6 – APPROVAL TO ISSUE FREE ATTACHING OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 17,750,000 free attaching Options, being 1 free attaching Option for every 2 Shares issued under the Placement, on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 7 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN PLACEMENT – PETER CHRISTIE

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Shares and 250,000 free attaching Options, being 1 free attaching Option for every 2 Shares issued, to Peter Christie (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN PLACEMENT – MARK MIDDLETON

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Shares and 1,000,000 free attaching Options, being 1 free attaching Option for every 2 Shares issued, to Mark Middleton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 9 – APPROVAL FOR THE ISSUE OF OPTIONS TO BRIDGE STREET

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,400,000 Options to Bridge Street and/or their nominees on the terms and conditions set out in the Explanatory Statement.”

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

11. RESOLUTION 10 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – PETER CHRISTIE

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 ZEPOs to Peter Christie (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 11 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – CHRISTOPHER DALY

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 ZEPOs to Christopher Daly (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 12 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – MARK MIDDLETON

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 9,000,000 ZEPOs to Mark Middleton (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

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

14. RESOLUTION 13 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – KATHRYN SOARES

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 ZEPOs to

Kathryn Soares (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 14 – APPROVAL TO ISSUE ZEPOS TO COMPANY SECRETARY, CONTRACTORS AND EMPLOYEES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,000,000 ZEPOs to the Company Secretary, contractors and employees of the Company (or their nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (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. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) 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.
<p>Resolution 10 – Approval to Issue ZEPOs to Director – Peter Christie</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 11 – Approval to Issue ZEPOs to Director – Christopher Daly</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 12 – Approval to Issue ZEPOs to Director – Mark Middleton</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 12 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (iii) the appointment does not specify the way the proxy is to vote on this Resolution.

	<p>Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 13 – Approval to Issue ZEPOs to Director – Kathryn Soares	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 13 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 13 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 - Ratification of prior issue of Shares to Spark	Spark Plus Pte Ltd (or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 - Ratification of prior issue of Shares to Placement Participants	Placement Participants, their nominees, or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to issue free attaching Options	Placement Participants, their nominees, or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Approval for Director to participate in Placement – Peter Christie	Peter Christie (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval for Director to participate in Placement – Mark Middleton	Mark Middleton (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval for the issue of Options to Bridge Street	Bridge Street, their nominees, or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 10 – Approval to Issue ZEPOs to Director – Peter Christie	Peter Christie (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to Issue ZEPOs to Director – Christopher Daly	Christopher Daly (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to Issue ZEPOs to Director – Mark Middleton	Mark Middleton (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 13 – Approval to Issue ZEPOs to Director – Kathryn Soares	Kathryn Soares (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

Resolution 14 – Approval to issue ZEPs to Company Secretary, contractors and employees

Jack Toby, Knar Loveday and Joseph Ohayon or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a 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
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6149 7550

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.activeport.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF KATHRYN SOARES

3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Kathryn Soares, having held office without re-election since 16 December 2021 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Kathryn Soares is set out below.

Qualifications, experience and other material directorships	Kathryn is an information technology business owner and manager with 30 years of experience delivering ICT solutions across multiple industries. From Platinum Technology in Chicago to Sun Micro systems and Siemens in Australia, Kathryn's experience spans technical delivery, pre-sales engineering and project management. In 2009, Kathryn established Perth-based ICT provider Vizstone. She has a Masters in Digital Communications and is a champion for women in STEM.
Term of office	Kathryn has served as a Director since 28 September 2021 and was last elected on 16 December 2021.
Independence	If re-elected, the Board does not consider that Kathryn will be an independent Director.
Board recommendation	Having received an acknowledgement from Kathryn that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Kathryn since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Kathryn) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Kathryn Soares will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Kathryn will not continue in their role as executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: <ul style="list-style-type: none">(a) the date that is 12 months after the date of this Meeting;(b) the time and date of the Company's next annual general meeting; and(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: <ul style="list-style-type: none">(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the expansion of the delivery capability of the Company into new regions, deploying software to new customers, administration expenses, payment of creditors, working capital and general corporate purposes.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 15 October 2024. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the

REQUIRED INFORMATION		DETAILS																																								
economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.																																										
		<table border="1"> <thead> <tr> <th rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="4">Shares issued – 10% voting dilution</th> <th colspan="3">Dilution</th> </tr> <tr> <th colspan="3">Issue Price</th> </tr> <tr> <th>\$0.01</th> <th>\$0.02</th> <th>\$0.03</th> </tr> <tr> <th>50% decrease</th> <th>Issue Price</th> <th>50% increase</th> </tr> <tr> <th colspan="5">Funds Raised</th> </tr> </thead> <tbody> <tr> <td>Current</td> <td>355,941,525 Shares</td> <td>35,594,152 Shares</td> <td>\$355,941</td> <td>\$711,883</td> <td>\$1,067,824</td> </tr> <tr> <td>50% increase</td> <td>533,912,288 Shares</td> <td>53,391,228 Shares</td> <td>\$533,912</td> <td>\$1,067,824</td> <td>\$1,601,736</td> </tr> <tr> <td>100% increase</td> <td>711,883,050 Shares</td> <td>71,188,305 Shares</td> <td>\$711,883</td> <td>\$1,423,766</td> <td>\$2,135,649</td> </tr> </tbody> </table>				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Dilution			Issue Price			\$0.01	\$0.02	\$0.03	50% decrease	Issue Price	50% increase	Funds Raised					Current	355,941,525 Shares	35,594,152 Shares	\$355,941	\$711,883	\$1,067,824	50% increase	533,912,288 Shares	53,391,228 Shares	\$533,912	\$1,067,824	\$1,601,736	100% increase	711,883,050 Shares	71,188,305 Shares	\$711,883	\$1,423,766	\$2,135,649
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50% increase	533,912,288 Shares	53,391,228 Shares	\$533,912	\$1,067,824	\$1,601,736																																					
100% increase	711,883,050 Shares	71,188,305 Shares	\$711,883	\$1,423,766	\$2,135,649																																					
<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 355,941,525 Shares on issue comprising: <ol style="list-style-type: none"> 353,441,525 existing Shares as at the date of this Notice; and 2,500,000 Shares which will be issued if Resolutions 7 and 8 are passed at this Meeting. The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2024 (being \$0.020). The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue. 																																										

REQUIRED INFORMATION	DETAILS
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 21 November 2023 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 27 November 2023 the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
Voting exclusion statement	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SPARK PLUS PTE LTD

5.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 793,651 Shares to Spark Plus Pte Ltd (**Spark**) (or its nominee(s)) at a deemed issue price of \$0.063 per Share in payment for services provided by Spark.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

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

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

Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Nominees of Spark Plus Pte Ltd
Number and class of Securities issued	793,651 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	25 June 2024
Price or other consideration the Company received for the Securities	Nil.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations for services provided by Spark.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. BACKGROUND TO RESOLUTIONS 5 TO 9

6.1 General

As announced on 9 August 2024, the Company received firm commitments from new and existing professional and sophisticated investors to raise a total of \$1,900,000 via an institutional placement (**Placement**) of 38,000,000 Shares at an issue price of \$0.05 per Share together with 19,000,000 free attaching Options to:

- (a) institutional and sophisticated investors who are clients of Bridge Street Capital Partners Pty Ltd and unrelated to the Company (**Placement Participants**); and
- (b) Peter Christie and Mark Middleton (**Participating Directors**).

Placement Participants and Participating Directors in the Placement are to receive, subject to Shareholder approval, one (1) free attaching option for every two (2) Shares issued under the Placement, exercisable at \$0.10 and expiring three years from the date of issue.

The Placement comprises of:

- (a) 35,500,000 Shares issued to Placement Participants (**Placement Shares**) (the ratification of which is the subject of Resolution 5) and 17,750,000 Options to be issued to Placement Participants (**Attaching Options**) (the approval of which is the subject of Resolution 6); and
- (b) subject to Shareholder approval, 2,500,000 Shares and 1,250,000 Options to be issued to Participating Directors of the Company, comprising of:
 - (i) 500,000 Shares and 250,000 Options to be issued to Peter Christie or his nominee(s) (the subject of Resolution 7); and
 - (ii) 2,000,000 Shares and 1,000,000 Options to be issued to Mark Middleton or his nominee(s) (the subject of Resolution 8).

The Company appointed Bridge Street Capital Partners Pty Ltd (**Bridge Street**) (**Lead Manager**).

Pursuant to the lead manager mandate entered into with the Bridge Street (**Lead Manager Mandate**) and the Company agreed to pay or issue:

- (a) a cash management fee of 2% of the total funds raised under the Placement;
- (b) a placement fee of 4% of the funds raised excluding the allocation to Directors of the Company (the subject of Resolutions 7 and 8). The cash management fee and the placement fee combined equals \$109,000;
- (c) subject to shareholder approval, 12,400,000 lead manager and broker options to Bridge Street (**Lead Manager and Broker Options**).

The Lead Manager Mandate is otherwise on customary terms and conditions standard for an agreement of its type.

The Lead Manager and Broker Options will be issued on the same terms and conditions as the Attaching Options (the subject of Resolution 9).

6.2 Use of funds

Funds raised from the Placement will be allocated to expanding the Company's delivery capabilities into new regions, deploying software to new customers, covering administrative expenses, settling creditor obligations, and supporting working capital and general corporate purposes.

7. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS

As set out in Section 6.1 above, on 16 August 2024, the Company Issued 35,500,000 Placement Shares pursuant to the Company's capacity under Listing Rule 7.1.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 35,500,000 Placement Shares to Placement Participants at an issue price of \$0.05 per Share to raise \$1,775,000.

7.1 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.2 Listing Rule 7.4

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

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

Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If this Resolution is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting.

7.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Placement Participants who are professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
Number and class of Securities issued	35,500,000 Placement Shares were issued.
Terms of Securities	The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	16 August 2024
Price or other consideration the Company received for the Securities	\$0.05 per Placement Share
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

8. RESOLUTION 6 – APPROVAL TO ISSUE FREE ATTACHING OPTIONS

As set out in Section 6.1 above, the Company has agreed to issue to issue one (1) free-attaching Option for every two (2) Shares issued under the Placement, subject to Shareholder approval.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 17,750,000 Attaching Options to Placement Participants.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.1 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Attaching Options.

8.2 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Placement Participants who are professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
Number of Securities and class to be issued	17,750,000 Attaching Options will be issued.
Terms of Securities	The Attaching Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Attaching Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Attaching Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nil.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Attaching Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTIONS 7 AND 8 – APPROVAL FOR DIRECTORS TO PARTICIPATE IN PLACEMENT

As set out in Section 6.1 above, Directors Peter Christie and Mark Middleton wish to participate in the Placement on the same terms as Placement Participants (**Participating Directors**).

Accordingly, Resolutions 7 and 8 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of an aggregate of 2,500,000 Shares (**Participation Shares**) and 1,250,000 free attaching Options (**Participation Options**) to the Participating Directors, comprising:

- (a) 500,000 Participation Shares and 250,000 Participation Options to Peter Christie (or his nominee(s)); and
- (b) 2,000,000 Participation Shares and 1,000,000 Participation Options to Mark Middleton (or his nominee(s));

on the terms set out below.

The Participation Shares and Participation Options are together referred to as the **Participation Securities**.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

These issues constitute giving a financial benefit and Peter Christie and Mark Middleton are related parties of the Company by virtue of being a Director.

The Directors (other than Peter Christie and Mark Middleton who have a material personal interest in Resolutions 7 and 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of these issues because the Participation Securities will be issued to Peter Christie and Mark Middleton (or their nominee(s)) on the same terms as the Placement Shares and Attaching Options issued to the non-related Placement Participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

9.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of the Participation Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 6.2 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of Participation Securities (because approval is being obtained under Listing Rule 10.11), the issue of Participation Securities will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Participation Securities and will not be able to raise the full amount intended under the Placement.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Participating Directors (or their nominee(s))
Categorisation under Listing Rule 10.11	The Participating Directors fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. Any nominee(s) of the Participating Directors who receive Placement Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	2,500,000 Participation Shares and 1,250,000 free Participation Options comprising: (a) 500,000 Participation Shares and 250,000 Participation Options to Peter Christie (or his nominee(s)) pursuant to Resolution 7; and (b) 2,000,000 Participation Shares and 1,000,000 Participation Options to Mark Middleton (or his nominee(s)) pursuant to Resolution 8.
Terms of Securities	The Participation Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Participation Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Participation Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Participation Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.05 per Participation Share and nil per Participation Option as the Participation Options will be issued free attaching with the Shares on a 1 for 2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 7 and 8.

10. RESOLUTION 9 – APPROVAL FOR THE ISSUE OF OPTIONS TO BRIDGE STREET CAPITAL PARTNERS PTY LTD

10.1 General

As set out in Section 6.1 above, the Company has agreed to issue the Lead Manager and Broker Options to Bridge Street (or their nominee(s)) or their nominees(s)) in consideration for acting as lead manager of the Placement.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Lead Manager and Broker Options. In addition, the issue of Lead Manager and Broker Options

will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

10.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Bridge Street (or its nominee(s))
Number of Securities and class to be issued	12,400,000 Options.
Terms of Securities	The Lead Manager and Broker Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Lead Manager and Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager and Broker Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager and Broker Options will be issued at a nil issue price, in consideration for acting as lead manager of the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Lead Manager and Broker Options are being issued to Bridge Street Capital Partners under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11. RESOLUTIONS 10 TO 13 – APPROVAL TO ISSUE ZEPOS TO DIRECTORS

11.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 18,000,000 ZEPOs to Peter Christie, Christopher Daly, Mark Middleton and Kathryn Soares (or their nominees) (**Related Parties**) on the terms and conditions set out below (**ZEPOs**).

Further details in respect of the ZEPOs proposed to be issued are set out in the table below.

RECIPIENT	CLASS H ZEPOs	CLASS I ZEPOs	CLASS J ZEPOs	TOTAL ZEPOs	RESOLUTION	EXPIRY DATE
Peter Christie (or his nominee(s))	1,800,000	1,800,000	2,400,000	6,000,000	Resolution 10	The date that is 5 years from the date of issue
Christopher Daly (or his nominee(s))	300,000	300,000	400,000	1,000,000	Resolution 11	The date that is 5 years from the date of issue

RECIPIENT	CLASS H ZEPOs	CLASS I ZEPOs	CLASS J ZEPOs	TOTAL ZEPOs	RESOLUTION	EXPIRY DATE
Mark Middleton (or his nominee(s))	2,700,000	2,700,000	3,600,000	9,000,000	Resolution 12	The date that is 5 years from the date of issue
Kathryn Soares (or her nominee(s))	600,000	600,000	800,000	2,000,000	Resolution 13	The date that is 5 years from the date of issue
TOTAL	5,400,000	5,400,000	7,200,000	18,000,000		

The ZEPOs will vest upon satisfaction of the following vesting conditions:

- (a) **Class H ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.10 per Share;
 - (b) **Class I ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.15 per Share; and
 - (c) **Class J ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.20 per Share;
- (each a **Vesting Condition**).

11.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 10 to 13 on the basis that all of the Directors (or their nominees) are to be issued ZEPOs should Resolutions 10 to 13 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 10 to 13 of this Notice.

11.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 9.2 above.

The issue of ZEPOs constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

11.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 9.3 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

11.5 Technical information required by Listing Rule 14.1A

If Resolutions 10 to 13 are passed, the Company will be able to proceed with the issue of ZEPOs within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of ZEPOs (because approval is being obtained under Listing Rule 10.11), the issue of ZEPOs will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of ZEPOs to the Related Parties and may have to use other methods to remunerate and retain the Related Parties which may not be as cost effective for the Company.

11.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 11.1 above.
Categorisation under Listing Rule 10.11	<p>Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Securities and class to be issued	The maximum number of ZEPOs to be issued (being the nature of the financial benefit proposed to be given) is 18,000,000 ZEPOS which will be allocated are set out in the table included at 11.1 above.
Terms of Securities	The ZEPOs will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The ZEPOs will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.
Consideration of type of Security to be issued	<p>The ZEPOs are unquoted Options.</p> <p>The Company has agreed to issue the ZEPOs to the Related Parties for the following reasons:</p> <ul style="list-style-type: none"> (a) the ZEPOs are unquoted; therefore, the issue of the ZEPOs has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of ZEPOs is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the ZEPOs to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; (c) the issue of ZEPOs is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if

REQUIRED INFORMATION	DETAILS															
	<p>alternative cash forms of remuneration were given to the Related Parties; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs on the terms proposed.</p>															
<p>Consideration of quantum of Securities to be issued</p>	<p>The number of ZEPOs to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the Related Parties; and</p> <p>(c) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs upon the terms proposed.</p>															
<p>Remuneration</p>	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="699 1039 1385 1346"> <thead> <tr> <th data-bbox="699 1039 930 1151">Related Party</th> <th data-bbox="930 1039 1161 1151">Current Financial Year ending 2025</th> <th data-bbox="1161 1039 1385 1151">Previous Financial Year ended 2024</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 1151 930 1196">Peter Christie</td> <td data-bbox="930 1151 1161 1196">\$269,784</td> <td data-bbox="1161 1151 1385 1196">\$268,584¹</td> </tr> <tr> <td data-bbox="699 1196 930 1240">Christopher Daly</td> <td data-bbox="930 1196 1161 1240">\$60,000</td> <td data-bbox="1161 1196 1385 1240">\$60,000</td> </tr> <tr> <td data-bbox="699 1240 930 1285">Mark Middleton</td> <td data-bbox="930 1240 1161 1285">\$308,809</td> <td data-bbox="1161 1240 1385 1285">\$308,734²</td> </tr> <tr> <td data-bbox="699 1285 930 1330">Kathryn Soares</td> <td data-bbox="930 1285 1161 1330">\$251,734</td> <td data-bbox="1161 1285 1385 1330">\$250,884³</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> <li data-bbox="699 1391 1394 1442">1. Comprising Directors' fees/salary of \$242,184 and a superannuation payment of \$26,400. <li data-bbox="699 1451 1394 1503">2. Comprising Directors' fees/salary of \$278,484 and a superannuation payment of \$30,250. <li data-bbox="699 1512 1394 1563">3. Comprising Directors' fees/salary of \$232,184 and a superannuation payment \$18,700. 	Related Party	Current Financial Year ending 2025	Previous Financial Year ended 2024	Peter Christie	\$269,784	\$268,584 ¹	Christopher Daly	\$60,000	\$60,000	Mark Middleton	\$308,809	\$308,734 ²	Kathryn Soares	\$251,734	\$250,884 ³
Related Party	Current Financial Year ending 2025	Previous Financial Year ended 2024														
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Christopher Daly	\$60,000	\$60,000														
Mark Middleton	\$308,809	\$308,734 ²														
Kathryn Soares	\$251,734	\$250,884 ³														
<p>Valuation</p>	<p>The value of the Securities and the pricing methodology is set out in Schedule 3.</p>															
<p>Summary of material terms of agreement to issue</p>	<p>The Securities are not being issued under an agreement.</p>															
<p>Interest in Securities</p>	<p>The relevant interests of the Related Parties in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1" data-bbox="699 1883 1385 2101"> <thead> <tr> <th data-bbox="699 1883 874 1957">Related Party</th> <th data-bbox="874 1883 1007 1957">Shares¹</th> <th data-bbox="1007 1883 1139 1957">Options²</th> <th data-bbox="1139 1883 1272 1957">Undiluted</th> <th data-bbox="1272 1883 1385 1957">Fully Diluted</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 1957 874 2031">Peter Christie</td> <td data-bbox="874 1957 1007 2031">45,303,971</td> <td data-bbox="1007 1957 1139 2031">250,000</td> <td data-bbox="1139 1957 1272 2031">12.82%</td> <td data-bbox="1272 1957 1385 2031">11.82%</td> </tr> <tr> <td data-bbox="699 2031 874 2101">Christopher Daly</td> <td data-bbox="874 2031 1007 2101">2,928,017</td> <td data-bbox="1007 2031 1139 2101">250,000</td> <td data-bbox="1139 2031 1272 2101">0.83%</td> <td data-bbox="1272 2031 1385 2101">0.76%</td> </tr> </tbody> </table>	Related Party	Shares ¹	Options ²	Undiluted	Fully Diluted	Peter Christie	45,303,971	250,000	12.82%	11.82%	Christopher Daly	2,928,017	250,000	0.83%	0.76%
Related Party	Shares ¹	Options ²	Undiluted	Fully Diluted												
Peter Christie	45,303,971	250,000	12.82%	11.82%												
Christopher Daly	2,928,017	250,000	0.83%	0.76%												

REQUIRED INFORMATION	DETAILS																								
	Mark Middleton	21,532,158	250,000	6.09%	5.61%																				
	Kathryn Soares	20,453,415	Nil	5.79%	5.34%																				
	Post issue of ZEPOs																								
	<table border="1"> <thead> <tr> <th style="background-color: #002060; color: white;">Related Party</th> <th style="background-color: #002060; color: white;">Shares¹</th> <th style="background-color: #002060; color: white;">Options²</th> <th style="background-color: #002060; color: white;">ZEPOs</th> </tr> </thead> <tbody> <tr> <td>Peter Christie</td> <td>45,303,971</td> <td>250,000</td> <td>6,000,000</td> </tr> <tr> <td>Christopher Daly</td> <td>2,928,017</td> <td>250,000</td> <td>1,000,000</td> </tr> <tr> <td>Mark Middleton</td> <td>21,532,158</td> <td>250,000</td> <td>9,000,000</td> </tr> <tr> <td>Kathryn Soares</td> <td>20,453,415</td> <td>Nil</td> <td>2,000,000</td> </tr> </tbody> </table>					Related Party	Shares ¹	Options ²	ZEPOs	Peter Christie	45,303,971	250,000	6,000,000	Christopher Daly	2,928,017	250,000	1,000,000	Mark Middleton	21,532,158	250,000	9,000,000	Kathryn Soares	20,453,415	Nil	2,000,000
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	Notes:																								
1 Fully paid ordinary shares in the capital of the Company (ASX:ATV).																									
2 Unlisted Options exercisable at \$0.20 each on or before 30 November 2026.																									
Dilution	If the ZEPOs issued under these Resolutions are exercised, a total of 18,000,000 Shares would be issued. This will increase the number of Shares on issue from 353,441,525 (being the total number of Shares on issue as at the date of this Notice) to 371,441,525 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 4.85%, comprising 1.62% by Peter Christie 0.27% by Christopher Daly, 2.42% by Mark Middleton and 0.54% by Kathryn Soares.																								
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:																								
	<table border="1"> <thead> <tr> <th></th> <th style="background-color: #002060; color: white;">Price</th> <th style="background-color: #002060; color: white;">Date</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.115</td> <td>30 November 2023</td> </tr> <tr> <td>Lowest</td> <td>\$0.0370</td> <td>19 July 2024</td> </tr> <tr> <td>Last</td> <td>\$0.0410</td> <td>16 September 2024</td> </tr> </tbody> </table>						Price	Date	Highest	\$0.115	30 November 2023	Lowest	\$0.0370	19 July 2024	Last	\$0.0410	16 September 2024								
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Highest	\$0.115	30 November 2023																							
Lowest	\$0.0370	19 July 2024																							
Last	\$0.0410	16 September 2024																							
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.																								
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.																								
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.																								

12. RESOLUTION 14 – APPROVAL TO ISSUE ZEPOS TO COMPANY SECRETARY, CONTRACTORS AND EMPLOYEES

12.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 8,000,000 ZEPOs to the Company Secretary, contractors and employees of the Company.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue of the ZEPOs not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

12.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the ZEPOs. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Knar Loveday (Corporate Development Manager), Joseph Ohayon (CFO) and Jack Toby (Company Secretary) (or their nominee(s)).
Number of Securities and class to be issued	8,000,000 ZEPOs will be issued comprising of: (a) 4,000,000 ZEPOs to Knar Loveday or her nominee(s); (b) 3,000,000 ZEPOs to Joseph Ohayon or his nominee(s); and (c) 1,000,000 ZEPOs to Jack Toby or his nominee(s).
Terms of Securities	The ZEPOs will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any ZEPOs later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The ZEPOs will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration packages of the Corporate Development Manager, CFO and Company Secretary, to motivate and reward performance.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Bridge Street means Bridge Street Capital Partners Pty Ltd (ACN 164 702 005).

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means ActivePort Group Ltd (ACN 636 569 634).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option, (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Spark means Spark Plus Pte Ltd.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

ZEPO means zero exercise price options.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 27 November 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Quotation of Options**

The Company may, in its absolute discretion and subject to the requirements of ASX Listing Rule 2.5, apply for official quotation of the Options on the ASX. In the event that the Options are granted official quotation on the ASX in the future, the Company is under no obligation to maintain the quotation and may take any action that may result in termination of quotation of the Options by the ASX.

(e) **No offer of Options or Shares issued on exercise if Options are not quoted**

If the Options are not quoted on the ASX, the Optionholder must not offer any of the Options, or the Shares issued on exercise of the Options, for sale to any person (Secondary Offer) within 12 months from the respective date of issue of those Options or Shares (as applicable) unless:

- (i) the Secondary Offer does not require disclosure as a result of sections 707 or 708 of the Corporations Act (excluding section 708(1) of the Corporations Act);
- (ii) the Secondary Offer does not require disclosure as a result of section 708A or ASIC Class Order 04/671 or any variation or replacement of such Class Order;
- (iii) the Secondary Offer is made pursuant to a disclosure document in accordance with the Corporations Act; or
- (iv) the Secondary Offer is received by a person outside Australia.

For the avoidance of doubt, paragraph (e)(iii) does not create any obligation on the Company to issue a disclosure document (whether at its cost or otherwise).

(f) **Participation rights**

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

(g) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(h) **Notice of exercise**

The Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certification and payment to the Company for the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An exercise of only some Options shall not affect the rights of the Optionholder to the balance of the Options held by them.

(i) **Receipt of notice of exercise**

The notice of exercise of Options may be deemed by the Company to be received at the end of the calendar month in which it is actually received and the Company shall comply with the ASX Listing Rules with respect to the issue of resultant Shares and the issue of a statement of shareholding.

(j) **Shares issued on exercise**

Shares issued pursuant to an exercise of Options shall rank, from the date of issue, equally with the existing Shares of the Company in all respects.

(k) **Application for quotation of Shares**

If admitted to the official list of ASX at the time, the Company shall make an application to have those Shares issued pursuant to an exercise of Options listed for official quotation by ASX.

(l) **Bonus share issue**

If there is a bonus share issue to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

(m) **No right to change exercise price**

There is no right to change the exercise price of the Options nor the number of underlying Shares over which the Options can be exercised.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF ZEPOS

Key terms

30 Day VWAP means the volume weighted average price per Share calculated over the 30 days on which sales in the Company's ordinary shares are recorded before the day on which the calculation is made.

(a) **Entitlement**

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

(b) **Exercise price**

No consideration is payable upon the exercise of each ZEPO.

(c) **Expiry Date**

Each ZEPO will expire at 5:00 pm (WST) on the date that is five (5) years from the date of issue (**Expiry Date**).

Any ZEPO not exercised on or before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

Vesting of the ZEPOs will terminate on 30 November 2027. Vesting conditions that have not been met by 30 November 2027 will no longer be capable of being satisfied.

The ZEPOs will vest upon satisfaction of the following vesting conditions:

- (i) **Class H ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.10 per Share;
- (ii) **Class I ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.15 per Share; and
- (iii) **Class J ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.20 per Share;

(each a **Vesting Condition**).

(e) **Lapse of a ZEPO**

Each ZEPO that has vested by 30 November 2027 pursuant to its vesting condition being met or vested pursuant to a proportion of its vesting condition being met, will lapse on the Expiry Date.

Each ZEPO that has not vested by 30 November 2027 pursuant to its vesting condition not being met or vested pursuant to a proportion of its vesting condition not being met will automatically lapse upon the earlier to occur of:

- (i) 30 November 2027; and
- (ii) the holder ceasing to be an officer (and employee, if applicable) of the Company.

For the avoidance of doubt, a ZEPO will not lapse in the event the relevant Vesting Condition is met before the relevant 30 November 2027 and the Shares the subject of an Exercise Notice are deferred in accordance with paragraph (n) below.

(f) **Exercise Period**

Once vested, the ZEPOs are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(g) **Vesting on a change of control**

Where there is a Change of Control, all Vesting Conditions are deemed to be automatically waived and advised by written notice to the holder.

(h) **Notice of Exercise**

The ZEPOs may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the ZEPO certificate (**Notice of Exercise**).

(i) **Exercise Date**

A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

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

Within 10 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of ZEPOs specified in the Notice of Exercise;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the ZEPOs.

If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(k) **Shares issued on exercise**

Shares issued on exercise of the ZEPOs rank equally with the then issued shares of the Company.

(l) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(m) **Participation in new issues**

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

(n) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the issue of a Share pursuant to an Exercise Notice would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the exercise of that ZEPO shall be deferred until such later time or times that the exercise of that ZEPO would not result in a contravention of the General Prohibition. In assessing whether an exercise of a ZEPO would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the exercise of a ZEPO may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to

assume the exercise of a ZEPO will not result in any person being in contravention of the General Prohibition; and

- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (i) within 7 days if the Company considers that the exercise of a ZEPO may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the exercise of a ZEPO will not result in any person being in contravention of the General Prohibition.

(o) **Change in exercise price**

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

(p) **Transferability**

The ZEPOs are not transferable. The ZEPOs may also be subject to restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(q) **Deferred Taxation**

Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies to the ZEPO offer.

SCHEDULE 3 – VALUATION OF ZEPOS

The Company engaged Stantons Corporate Finance Pty Ltd to provide an independent valuation of the ZEPOs. The ZEPOs were valued in accordance with AASB 2: Share Based Payments using Monte Carlo simulation methodology. The valuation assumptions, inputs and estimated values of the ZEPOs are summarised below.

	CLASS H ZEPOS	CLASS I ZEPOS	CLASS J ZEPOS
Methodology	Monte Carlo	Monte Carlo	Monte Carlo
Iterations	100,000	100,000	100,000
Assumed grant date	11 September 2024	11 September 2024	11 September 2024
Assumed vesting deadline	30 November 2027	30 November 2027	30 November 2027
Share price at assumed grant date (\$)	0.041	0.041	0.041
Exercise price (\$)	nil	nil	nil
VWAP hurdle (\$)	0.100	0.150	0.200
Risk-free rate (%)	3.459	3.459	3.459
Volatility (%)	88.46	88.46	88.46
Dividend yield (%)	nil	nil	nil
Fair value per right, rounded (\$)	0.0318	0.0269	0.0234

	Peter Christie	Christopher Daly	Mark Middleton	Kathryn Soares	Knar Loveday	Joseph Ohayon	Jack Toby
Class H ZEPOs							
Fair value (\$)	0.0318						
Number	1,800,000	300,000	2,700,000	600,000	1,200,000	900,000	300,000
Total Class H value (\$)	57,198	9,533	85,797	19,066	38,132	28,599	9,533
Class I ZEPOs							
Fair value (\$)	0.0269						
Number	1,800,000	300,000	2,700,000	600,000	1,200,000	900,000	300,000
Total Class I value (\$)	48,357	8,059	72,535	16,119	32,238	24,178	8,059
Class J ZEPOs							
Fair value (\$)	0.0234						
Number	2,400,000	400,000	3,600,000	800,000	1,600,000	1,200,000	400,000
Total Class J value (\$)	56,223	9,371	84,335	18,741	37,482	28,112	9,371
Total value (\$)	161,778	26,963	242,666	53,926	107,852	80,889	26,963

PROXY FORM
ACTIVEPORT GROUP LTD
ACN 636 569 634

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our 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, at the Meeting to be held at Level 1, 1 Altona St, West Perth WA 6005, on Wednesday 27 November 2024 at 2:30pm (AWST), and at any adjournment thereof.

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, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING ON BUSINESS OF THE MEETING		FOR	AGAINST	ABSTAIN
Resolution 1	ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RE-ELECTION OF KATHRYN SOARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	RATIFICATION OF PRIOR ISSUE OF SHARES TO SPARK	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	APPROVAL TO ISSUE FREE ATTACHING OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	APPROVAL FOR DIRECTOR TO PARTICIPATE IN PLACEMENT – PETER CHRISTIE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	APPROVAL FOR DIRECTOR TO PARTICIPATE IN PLACEMENT – MARK MIDDLETON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	APPROVAL FOR THE ISSUE OF OPTIONS TO BRIDGE STREET	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	APPROVAL TO ISSUE ZEPOS TO DIRECTOR – PETER CHRISTIE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	APPROVAL TO ISSUE ZEPOS TO DIRECTOR – CHRISTOPHER DALY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	APPROVAL TO ISSUE ZEPOS TO DIRECTOR – MARK MIDDLETON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	APPROVAL TO ISSUE ZEPOS TO DIRECTOR – KATHRYN SOARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

VOTING ON BUSINESS OF THE MEETING

FOR AGAINST ABSTAIN

Resolution 14 APPROVAL TO ISSUE ZEPOS TO COMPANY
SECRETARY, CONTRACTORS AND EMPLOYEES

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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

**Consent for contact by e-mail in
relation to this Proxy Form:**

YES NO

Instructions for completing Proxy Form

1. **Appointing a proxy**

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. **Direction to vote**

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. **Compliance with Listing Rule 14.11**

In accordance to Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.

4. **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 of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

5. **Attending the Meeting**

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

6. **Lodgement of Proxy Form**

Proxy forms can be lodged:

- (a) by completing and signing the enclosed Proxy Form and returning by:

- (i) post to Activeport Group Ltd, Level 28, 140 St Georges Terrace, Perth WA 6000;
 - (ii) facsimile to the Company on facsimile number +61 3 9473 2555;
 - (iii) email to the Company at jack.toby@activeport.com.au;
- (b) online at <https://www.computershare.com/au> by following the instructions. (To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form);

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.