
ACTIVEPORT GROUP LTD
ACN 636 569 634
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:30pm (WST)

DATE: 7 November 2025

PLACE: Level 1, 1 Altona Street, 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 5 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE 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 7.1 and for all other purposes, approval is given for the Company to issue up to 117,415,833 Shares to Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."

Dated: 2 October 2025

Voting Exclusion Statement

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 1 – Approval to issue Shares to Placement Participants | Placement Participants (or 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). |
|--|---|

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 on the cover page of this Notice.

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.

2. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO PLACEMENT PARTICIPANTS

2.1 Background to the Placement

As announced on 22 September 2025, the Company received firm commitments to raise up to \$6,680,000 (before costs) pursuant to a placement of 202,424,245 Shares to new and existing professional and sophisticated investors at an issue price of \$0.033 per Share (**Placement**).

The Placement comprises:

- (a) **Tranche 1:** 66,220,533 Shares which were issued to unrelated professional and sophisticated investors (**Placement Participants**) on 29 September 2025, pursuant to the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A;
- (b) **Tranche 2:**
 - (i) up to 117,415,833 Shares which will be issued to Placement Participants (or their nominees) subject to obtaining Shareholder approval under Resolution 1 and
 - (ii) up to an aggregate of 18,787,879 Shares which will be issued to Director's who participated in the Placement on the same terms as those unrelated Placement Participants, subject to Shareholder approval at the Company's annual general meeting proposed to be held on 26 November 2025 (**2025 AGM**).

2.2 Use of funds

Funds raised from the Placement will be applied towards accelerating business development, sales and marketing, and product development as the Company takes advantage of significant tailwinds for orchestration software. Any remaining funds will be applied towards strengthening the Company's balance sheet and general working capital.

2.3 Lead Manager

The Company engaged Alpine Capital Pty Ltd (**Alpine Capital**) to act as lead manager to the Placement. A summary of the key terms and conditions of the mandate with Alpine Capital dated on or around 18 September 2025 (**Lead Manager Mandate**) is set out below:

| | |
|----------------------------------|---|
| Term | The Lead Manager Mandate commenced on 18 September 2025 and will continue for a period of twelve (12) months. |
| Consideration | <p>In consideration for its services, the Company agreed to pay/issue Alpine Capital:</p> <ul style="list-style-type: none">(a) Management Fee: 2% management fee on all funds raised under the Placement;(b) Selling fee: a selling fee of 4% of the gross funds raised by Alpine Capital under the Placement; and(c) Lead Manager Options: subject to Shareholder approval, 40,484,849 Options, exercisable at \$0.066 each and expiring on 31 January 2029 (Broker Options), being 1 Option for every 5 Shares issued under the Placement. |
| Reimbursement of expenses | The Company agreed to reimburse Peak for all reasonable out-of-pocket expenses incurred in its role as lead manager, subject to a limit of an aggregate of \$2,500. Expenses greater than this limit requires the prior written consent of the Company. |

The Lead Manager Mandate otherwise contains terms and conditions standard for an agreement of this nature.

The Company will seek Shareholder approval for the issue of Broker Options payable under the Lead Manager Mandate to Alpine Capital at its 2025 AGM.

2.4 General

As set out in Section 2.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 117,415,833 Shares to Placement Participants (or their nominees) at an issue price of \$0.033 per Share to raise up to \$3,874,722.

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.

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

2.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 Company will not be able to proceed with the issue. Further the Company will not raise an additional \$3,874,722 under the Placement and may need to consider additional capital raising activities.

2.6 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 (or their nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company. |
| Number of Securities and class to be issued | Up to 117,415,833 Shares will be issued. |
| Terms of Securities | The 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. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares 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 | \$0.033 per Share. |
| Purpose of the issue, including the intended use of any funds raised by the issue | Refer to Section 2.2 for details of the proposed use of funds. |
| Voting exclusion statement | A voting exclusion statement applies to this Resolution. |

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section **Error! Reference source not found..**

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.

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

Chair means the chair of the Meeting.

Company means 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.

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.

Lead Manager Mandate has the meaning given in Section 2.3.

Listing Rules means the Listing Rules of ASX.

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.

Placement has the meaning given in Section 2.1.

Placement Participants has the meaning given in Section 2.1.

Proxy Form means the proxy form accompanying the Notice.

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

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.

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

PROXY FORM
ACTIVEPORT GROUP LTD
ACN 636 569 634
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 2:30pm (WST), on 7 November 2025 at Level 1, 1 Altona Street, West Perth WA 6005, and at any adjournment thereof.

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

Resolution 1 APPROVAL TO ISSUE SHARES TO PLACEMENT PARTICIPANTS

| FOR | AGAINST | ABSTAIN |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 with 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:

- (a) **Individual:** Where the holding is in one name, the Shareholder must sign.
 - (i) **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
 - (ii) **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.
 - (iii) **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; or
 - (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.