NOVIQTECH

ASX ANNOUNCEMENT **15 June 2026**

LISTING RULE 7.1 UPDATE

NoviqTech Limited ("NVQ" or "the Company") (ASX: NVQ) advises that it has become aware an inadvertent breach of Listing Rule 7.1 as detailed in this announcement.

How the breach occurred

On 28 January 2026, the Company entered into an agreement to acquire 90% of Coralia Pty Ltd (**Acquisition Agreement**), with consideration comprising the 37,500,000 shares (**Initial Consideration Securities**). On the same date, the Company completed a placement of 70,217,470 ordinary shares at $0.02 per share, of which 42,130,482 shares were issued under the Company's 15% placement capacity under Listing Rule 7.1 and 28,086,988 shares under Listing Rule 7.1A (**Placement Shares**).

The issue of the Placement Shares utilised the Company's entire available 15% placement capacity of 42,130,482 securities. As no capacity remained, and no securityholder approval was obtained, the agreement to issue the 37,500,000 Initial Consideration Securities under the Acquisition Agreement was made in breach of Listing Rule 7.1.

In addition, the Acquisition Agreement provided for the further issue of the Milestone Consideration Securities upon achievement of certain milestones. As these constitute "convertible securities" under ASX Guidance Note 21, they consumed placement capacity as at 28 January 2026 regardless of whether the milestones were achieved at that date. As no shareholder approval was obtained, the agreement to issue the Milestone Consideration Securities also constitutes a breach of Listing Rule 7.1.

In the circumstances, the Acquisition Agreement should have made explicit that the agreement to issue the Initial Consideration Securities and Milestone Consideration Securities would be subject to shareholder approval.

As at 28 January 2026, the Company's available placement capacity under Listing Rule 7.1 was 42,130,482 securities, calculated as follows:

- Fully paid ordinary securities on issue (A): 280,869,880
- Placement capacity (A x 15%): 42,130,482
- Placement capacity already used (C): Nil (capacity having been refreshed at the Company's extraordinary general meeting held on 5 January 2026)
- Available placement capacity: 42,130,482
- Number of securities agreed to be issued in breach: 37,500,000
- Number of securities as a percentage of placement capacity: 37,500,000 / 42,130,482 x 100 = 89%

At the relevant time, the Company miscalculated the available placement capacity to it under Listing Rule 7.1 due to an administrative oversight.

NOVIQTECH

Milestone Consideration Securities

Under the Acquisition Agreement, the Company also agreed to issue the Milestone Consideration Securities to Timothy Brooks upon achievement of certain performance milestones (comprising up to $250,000 worth of shares and attaching options upon achievement of the first milestone, and up to $500,000 worth of shares and attaching options upon achievement of the second milestone).

The Company confirms that it will not issue the Milestone Consideration Securities upon achievement of the milestones unless it has placement capacity available to it at the relevant time or obtains securityholder approval after the milestones have been met.

Placement holiday

ASX has advised the Company that it must not issue or agree to issue any equity securities without securityholder approval until 19 December 2026, unless the issue or agreement to issue comes within an exception in Listing Rule 7.2.

Restriction on consideration securities

The Milestone Consideration Securities agreed to be issued to Timothy Brooks will be subject to restrictions in accordance with Appendix 9B paragraph 4 of the ASX Listing Rules.

The extent of such restrictions are to be confirmed by ASX.

Procedures to ensure future compliance

The Company has engaged external legal advisers to review its compliance procedures in relation to future securities issuances under Listing Rules 7.1 and 7.1A. Going forward, the Company will implement the following procedures:

(a) a Listing Rule 7.1 placement capacity worksheet will be prepared and reviewed by the Company's external legal advisers prior to entering into any agreement to issue equity securities;

(b) the Company Secretary will maintain an updated register of all securities issued and agreed to be issued, including the Listing Rule basis for each issuance; and

(c) any future agreement to issue equity securities that would exceed the Company's available placement capacity will be made conditional on obtaining securityholder approval under Listing Rule 7.1.

Validity of securities issued

The Company notes that exceeding the available 15% annual placement capacity under ASX Listing Rule 7.1 does not affect the validity of the securities issued on 28 April 2026.

Authorised by the NoviqTech Board of Directors.

//End

For any queries relating to this announcement, please contact:
Investors@noviqtech.com