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

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Notice is given that the Meeting will be held at:

**TIME:** 2:30pm (WST)

**DATE:** 26 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 24 November 2025.***

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## BUSINESS OF THE MEETING

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### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 1. 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 2025.”*

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

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#### 2. RESOLUTION 2 – RE-ELECTION OF CHRISTOPHER DALY

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, Christopher Daly, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MWP PARTNERS LIMITED UNDER LISTING RULE 7.1

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 66,970,272 Shares to MWP Partners Limited on the terms and conditions set out in the Explanatory Statement.”*

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MWP PARTNERS LIMITED UNDER LISTING RULE 7.1A

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 56,182,437 Shares to MWP Partners Limited on the terms and conditions set out in the Explanatory Statement.”*

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#### 5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION AND INSERTION OF PROPORTIONAL TAKEOVER PROVISION

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

*“That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution in accordance with the proposed changes set out in the Explanatory Statement and by inserting clause 37 for a period of three years from the date of approval of this Resolution.”*

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**6. RESOLUTION 6 – ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN**

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentive Securities Plan and to issue up to a maximum of 200,000,000 Securities under the Plan, on the terms and conditions set out in the Explanatory Statement.”*

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**7. RESOLUTION 7 – 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.”*

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**8. RESOLUTION 8 – APPROVAL TO ISSUE NEW OPTIONS TO JOINT LEAD MANAGERS – ALPINE CAPITAL PTY LTD AND GBA CAPITAL PTY LTD**

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 49,961,970 New Options to the Joint Lead Managers (or their nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1**

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 40,902,510 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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**10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1A**

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 25,318,023 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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**11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO 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 up to 15,151,515 Shares to Peter Christie (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**12. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO 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 up to 3,030,303 Shares to Mark Middleton (or his nominees) on the terms and conditions set out in the Explanatory Statement."*

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**13. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO 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 up to 606,061 Shares to Christopher Daly (or his nominees) on the terms and conditions set out in the Explanatory Statement."*

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**14. RESOLUTION 14 – APPROVAL TO ISSUE BROKER 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 40,484,849 Broker Options to Alpine Capital (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 9 October 2025**

## Voting Prohibition Statements

<b>Resolution 1– Adoption of Remuneration Report</b>	<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"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) 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"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(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.</li> </ul> </li> </ul>
<b>Resolution 6- Adoption of Employee Incentive Securities Plan</b>	<p>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"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>
<b>Resolution 11 – Approval to issue Shares to Peter Christie</b>	<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 (<b>Resolution 11 Excluded Party</b>). 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>
<b>Resolution 12 – Approval to issue Shares to Mark Middleton</b>	<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 (<b>Resolution 12 Excluded Party</b>). 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>
<b>Resolution 13 – Approval to issue Shares to Christopher Daly</b>	<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 (<b>Resolution 13 Excluded Party</b>). 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>

## Voting Exclusion Statements

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

<b>Resolution 3 – Ratification of prior issue of Shares under Listing Rule 7.1</b>	<p>MWP Partners Limited or any other person who participated in the issue or an associate of that person or those persons.</p>
<b>Resolution 4 - Ratification of prior issue of Shares under Listing Rule 7.1A</b>	<p>MWP Partners Limited or any other person who participated in the issue or an associate of that person or those persons.</p>
<b>Resolution 6 – Adoption of Employee Incentive Securities Plan</b>	<p>A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.</p>
<b>Resolution 8- Approval to issue New Options to Joint Lead Managers – Alpine Capital Pty Ltd and GBA Capital Pty Ltd</b>	<p>The Joint Lead Managers (or their nominee/s) 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).</p>

<b>Resolution 9 – Ratification of prior issue of Shares to Placement Participants under Listing Rule 7.1</b>	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 10 – Ratification of prior issue of Shares to Placement Participants under Listing Rule 7.1A</b>	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 11 – Approval to issue Shares to Peter Christie</b>	Peter Christie (or his nominees) 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.
<b>Resolution 12 – Approval to issue Shares to Mark Middleton</b>	Mark Middleton (or his nominees) 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.
<b>Resolution 13 – Approval to issue Shares to Christopher Daly</b>	Christopher Daly (or his nominees) 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.
<b>Resolution 14 – Approval to issue Broker Options</b>	Alpine Capital (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 Resolutions 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**

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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**

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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.***

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## EXPLANATORY STATEMENT

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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.

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### 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 2025 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 the ASX website at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.atv>.

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### 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 CHRISTOPHER DALY

#### 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.

Christopher Daly, having held office without re-election since 25 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Christopher Daly is set out below.

<b>Qualifications, experience and other material directorships</b>	Christopher Daly has over 30 years' experience of business management, operating in the contracting, fabrication, sales, equipment rental, mining and construction sectors. He Founded Dewatering Service Australia (DSA) in 2003 which was sold to ASX-listed Reliance Worldwide Corporation Limited in 2011. He focuses on financial management, job costing, business processes and safety system development. He has deep expertise working on large-scale projects for public companies across Australia.
<b>Term of office</b>	Christopher Daly has served as a Director since 18 November 2019 and was last re-elected on 25 November 2022.
<b>Independence</b>	If re-elected, the Board considers that Christopher Daly will be an independent Director.
<b>Board recommendation</b>	Having received an acknowledgement from Christopher Daly that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Christopher Daly since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Christopher Daly) recommend that Shareholders vote in favour of this Resolution.

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Christopher Daly will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Christopher Daly will not continue in their role as an independent 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. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MWP PARTNERS LIMITED UNDER LISTING RULES 7.1 AND 7.1A

#### 4.1 Background to the First Placement

On 21 January 2025, the Company announced a placement to MWP Partners Limited (and their associates) to raise an additional \$2 million in lieu of placing any further shortfall offered under the Entitlement Offer (**First Placement**).

On 12 February 2025, the Company issued a total of 123,152,709 new Shares at an issue price of \$0.01624 per Share under the First Placement. 66,970,272 of the Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1, ratification of which is sought under Resolution 3. The remaining 56,182,437 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A, ratification of which is sought under Resolution 4.

Proceeds from the First Placement were applied towards:

- (a) strengthening the Company's balance sheet position;
- (b) facilitating growth;

- (c) strengthening both the Australian and the SaaS business, and accelerating software sales to the global telco and data centre market;
- (d) administration expenses;
- (e) payment of creditors; and
- (f) for working capital and general corporate purposes.

#### **4.2 General**

On 12 February 2025 the Company completed the issue of 123,152,709 Shares to MWP Partners Limited (and their nominees).

66,970,272 Shares were issued utilising the Company's capacity under ASX Listing Rule 7.1 (being, the subject of Resolution 3) and 56,182,437 Shares were issued utilising the Company's placement capacity under ASX Listing Rule 7.1A (being the subject of Resolution 4).

Resolutions 3 and 4 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Shares.

#### **4.3 Listing Rules 7.1 and 7.1A**

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2024.

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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

#### **4.4 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.

#### **4.5 Technical information required by Listing Rule 14.1A**

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, 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 these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

#### 4.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Shares were issued or the basis on which those persons were identified/selected</b>	The Shares were issued to MWP Partners Limited who were identified by the Directors' and Mahe Capital Pty Ltd (AFSL 517246) while seeking expressions of interest to participate in the Entitlement Offer.
<b>Number and class of Shares issued</b>	123,152,709 Shares were issued according to the following: (a) 66,970,272 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 3); and (b) 56,182,437 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4).
<b>Terms of Shares</b>	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.
<b>Date(s) on or by which the Shares were issued</b>	12 February 2025.
<b>Price or other consideration the Company received for the Shares</b>	\$0.01624 per Share for the Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 4.1 for details of the use of funds.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to these Resolutions.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

### 5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION AND INSERTION OF PROPORTIONAL TAKEOVER PROVISION

#### 5.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

This Resolution is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) as set out below.

A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

#### 5.2 Summary of material proposed changes

<b>Employee incentive securities plan (Clause 2.4)</b>	Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document'
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	and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.  The Amended Constitution has set the issue cap at 20%.
<b>Joint holders (Clause 9.8)</b>	The ASX is considering replacement options for its Clearing House Electronic Subregister System ( <b>CHES</b> ). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHES system, clause 9.8 of the Amended Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.
<b>Capital reductions (Clause 10.2)</b>	The Amended Constitution now permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction.
<b>Use of technology (Clause 14)</b>	The Amended Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

### 5.3 Insertion of partial (proportional) takeover provisions

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in clause 36 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of clause 37. The new clause 37 is in the same form as the existing clause 36 (as set out in Annexure A of this Notice).

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution is available for download from the Company's website [www.activeport.com.au](http://www.activeport.com.au).

### 5.4 Technical information required by section 648G(5) of the Corporations Act

<b>Overview</b>	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.  Pursuant to section 648G of the Corporations Act, the Company has included in the Amended Constitution a provision whereby a proportional takeover bid for Shares may
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	<p>only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>This clause of the Amended Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.</p>
<p><b>Effect of proposed proportional takeover provisions</b></p>	<p>Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.</p>
<p><b>Reasons for proportional takeover provisions</b></p>	<p>A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.</p>
<p><b>Knowledge of any acquisition proposals</b></p>	<p>As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.</p>
<p><b>Potential advantages and disadvantages of proportional takeover provisions</b></p>	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>(b) assisting in preventing Shareholders from being locked in as a minority;</li> <li>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</li> <li>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</li> </ul> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) proportional takeover bids may be discouraged;</li> <li>(b) lost opportunity to sell a portion of their Shares at a premium; and</li> <li>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</li> </ul>

**Recommendation of the Board**

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Amended Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

**6. RESOLUTION 6 – ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN**

**6.1 General**

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 200,000,000 Securities under the employee incentive scheme titled “Employee Incentive Securities Plan” (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 4.3 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

**6.2 Technical Information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 6.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

**6.3 Technical information required by Listing Rule 7.2 (Exception 13)**

REQUIRED INFORMATION	DETAILS
<b>Terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
<b>Number of Securities previously issued under the Plan</b>	The Company has issued 3,123,563 Securities under the Plan since the Plan was last approved by Shareholders on 25 November 2022.

REQUIRED INFORMATION	DETAILS
<b>Maximum number of Securities proposed to be issued under the Plan</b>	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 200,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution.

## 7. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

### 7.1 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.

A summary of Listing Rule 7.1 is set out in Section 4.3 above.

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**). An 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. As of the date of this Notice, the Company's market capitalisation is less than \$300 million. The Company is therefore an Eligible Entity.

### 7.2 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.

### 7.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(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).</li> </ul>

REQUIRED INFORMATION	DETAILS																																										
<b>Minimum price</b>	<p>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:</p> <p>(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</p> <p>(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.</p>																																										
<b>Use of funds</b>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued expenditure on the Company's current assets, the development of the Company's current business and general working capital.</p>																																										
<b>Risk of economic and voting dilution</b>	<p>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.</p> <p>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.</p> <p>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 13 October 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th colspan="2" rowspan="2"></th> <th colspan="4" style="background-color: #003366; color: white;">DILUTION</th> </tr> <tr> <th colspan="3" style="background-color: #e6f2ff;">Issue Price</th> </tr> <tr> <th colspan="2" rowspan="2" style="background-color: #e6f2ff;">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2" style="background-color: #e6f2ff;">Shares issued – 10% voting dilution</th> <th style="background-color: #e6f2ff;">\$0.020</th> <th style="background-color: #e6f2ff;">\$0.039</th> <th style="background-color: #e6f2ff;">\$0.059</th> </tr> <tr> <th style="background-color: #e6f2ff;">50% decrease</th> <th style="background-color: #e6f2ff;">Issue Price</th> <th style="background-color: #e6f2ff;">50% increase</th> </tr> <tr> <th colspan="2"></th> <th colspan="4" style="background-color: #e6f2ff;">Funds Raised</th> </tr> </thead> <tbody> <tr> <td style="background-color: #e6f2ff;"><b>Current</b></td> <td style="background-color: #e6f2ff;">1,008,497,078 Shares</td> <td style="background-color: #e6f2ff;">100,849,707 Shares</td> <td style="background-color: #e6f2ff;">\$1,613,595</td> <td style="background-color: #e6f2ff;">\$3,227,190</td> <td style="background-color: #e6f2ff;">\$4,840,785</td> </tr> <tr> <td style="background-color: #e6f2ff;"><b>50% increase</b></td> <td style="background-color: #e6f2ff;">1,512,745,617 Shares</td> <td style="background-color: #e6f2ff;">151,274,561 Shares</td> <td style="background-color: #e6f2ff;">\$2,420,392</td> <td style="background-color: #e6f2ff;">\$4,840,785</td> <td style="background-color: #e6f2ff;">\$7,261,178</td> </tr> <tr> <td style="background-color: #e6f2ff;"><b>100% increase</b></td> <td style="background-color: #e6f2ff;">2,016,994,156 Shares</td> <td style="background-color: #e6f2ff;">201,699,415 Shares</td> <td style="background-color: #e6f2ff;">\$3,227,190</td> <td style="background-color: #e6f2ff;">\$6,454,381</td> <td style="background-color: #e6f2ff;">\$9,681,571</td> </tr> </tbody> </table> <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</p>			DILUTION				Issue Price			Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	\$0.020	\$0.039	\$0.059	50% decrease	Issue Price	50% increase			Funds Raised				<b>Current</b>	1,008,497,078 Shares	100,849,707 Shares	\$1,613,595	\$3,227,190	\$4,840,785	<b>50% increase</b>	1,512,745,617 Shares	151,274,561 Shares	\$2,420,392	\$4,840,785	\$7,261,178	<b>100% increase</b>	2,016,994,156 Shares	201,699,415 Shares	\$3,227,190	\$6,454,381	\$9,681,571
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REQUIRED INFORMATION	DETAILS
	<p>approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> <li>1. There are currently 1,008,497,078 Shares on issue. This does not include the effect of any Shares issued pursuant to this Notice.</li> <li>2. The issue price set out above is the closing market price of the Shares on the ASX on 13 October 2025 (being \$0.032) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li> <li>3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>4. 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.</li> <li>5. 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.</li> <li>6. 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.</li> <li>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>8. 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%.</li> <li>9. 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.</li> </ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</li> <li>(b) 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.</li> </ol>
<p><b>Allocation policy under 7.1A Mandate</b></p>	<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> <ol style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(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;</li> <li>(c) the effect of the issue of the Equity Securities on</li> </ol>

REQUIRED INFORMATION	DETAILS										
	<p>the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>										
<b>Previous approval under Listing Rule 7.1A.2</b>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 November 2024 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 26 November 2024, the Company issued 81,500,460 Shares pursuant to the Previous Approval (<b>Previous Issue</b>), which represent approximately 14.70% of the total diluted number of Equity Securities on issue in the Company on 26 November 2024, which was 554,324,378.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="background-color: #003366; color: white;"><b>Date of Issue and Appendix 2A</b></td> <td> <b>Date of Issue:</b> 12 February 2025  <b>Date of Appendix 2A:</b> 12 February 2025                 </td> </tr> <tr> <td style="background-color: #003366; color: white;"><b>Number and Class of Equity Securities Issued</b></td> <td>56,182,437 Shares<sup>2</sup></td> </tr> <tr> <td style="background-color: #003366; color: white;"><b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b></td> <td>\$0.01624 per Share (at a discount 9.78% to Market Price).</td> </tr> <tr> <td style="background-color: #003366; color: white;"><b>Recipients</b></td> <td> <p>MWP Partners Limited and its associates (or their nominee/s) as part of a placement announced on 21 January 2025. The placement was to accommodate the substantial contribution from MWP Partners Limited and its associate, in lieu of participating in the rights issue shortfall offer.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p> </td> </tr> <tr> <td style="background-color: #003366; color: white;"><b>Total Cash Consideration and Use of Funds</b></td> <td> <b>Amount raised:</b> \$912,403  <b>Amount spent:</b> \$912,403  <b>Use of funds:</b> The funds were utilised to strengthen Activeport's balance sheet and facilitate accelerated growth. It will strengthen both the Australian the SaaS business and accelerate software sales to the global telco and data centre market.                 </td> </tr> </tbody> </table>	<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 12 February 2025 <b>Date of Appendix 2A:</b> 12 February 2025	<b>Number and Class of Equity Securities Issued</b>	56,182,437 Shares <sup>2</sup>	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.01624 per Share (at a discount 9.78% to Market Price).	<b>Recipients</b>	<p>MWP Partners Limited and its associates (or their nominee/s) as part of a placement announced on 21 January 2025. The placement was to accommodate the substantial contribution from MWP Partners Limited and its associate, in lieu of participating in the rights issue shortfall offer.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>	<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$912,403 <b>Amount spent:</b> \$912,403 <b>Use of funds:</b> The funds were utilised to strengthen Activeport's balance sheet and facilitate accelerated growth. It will strengthen both the Australian the SaaS business and accelerate software sales to the global telco and data centre market.
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REQUIRED INFORMATION	DETAILS	
		<b>Amount remaining:</b> \$Nil
	<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 29 September 2025 <b>Date of Appendix 2A:</b> 29 September 2025
	<b>Number and Class of Equity Securities Issued</b>	25,318,023 Shares <sup>2</sup>
	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.033 per Share (at a discount 9.78% to Market Price).
	<b>Recipients</b>	Clients of Alpine Capital Pty Ltd as part of a placement announced on 22 September 2025.  None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
	<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$912,403 <b>Amount spent:</b> \$912,403 <b>Use of funds:</b> The funds are intended to accelerate business development, sales and marketing, and product development as ATV takes advantage of significant tailwinds for orchestration software. <b>Amount remaining:</b> \$Nil
	<b>Notes:</b>  1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.  2. Fully paid ordinary shares in the capital of the Company, ASX Code: ATV (terms are set out in the Constitution).  3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.	
<b>Voting exclusion statement</b>	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.	

**8. RESOLUTION 8 – APPROVAL TO ISSUE NEW OPTIONS TO JOINT LEAD MANAGERS – ALPINE CAPITAL PTY LTD AND GBA CAPITAL PTY LTD**

**8.1 Background to the Rights Issue**

As announced on 4 August 2025, the Company is undertaking a fully underwritten pro-rata non-renounceable rights issue of one (1) new Share for every two point seven five (2.75) Shares held by eligible shareholders at \$0.01 per Share together with one (1) free-attaching new option, exercisable at \$0.02 and expiring on or before 30 November 2028 (**New Options**), for every two (2) Shares applied for and issued, raising a total of \$2.5 million (**Rights Issue**).

## 8.2 Joint Lead Managers

On or around 22 July 2025, the Company entered into a joint underwriting agreement and a joint lead manager agreement with Alpine Capital Pty Ltd and GBA Capital Pty Ltd (authorised representative of GBA Capital Holdings) (together, the **Joint Lead Managers**), pursuant to which the Joint Lead Managers agreed to:

- (a) underwrite the Rights Issue up to a value of \$2,498,098 (being 100% of the funds to be raised under the Rights Issue (and equal to 249,809,850 Shares) (**Underwriting Agreement**); and
- (b) act as joint lead managers to the Rights Issue (**Joint Lead Manager Mandate**).

The Joint Lead Managers will together be paid:

- (a) a management fee of 2.5% (plus GST) of the total gross amount raised under the Rights Issue; and
- (b) an underwriting fee of 4% (plus GST) of the total gross amount raised under the Rights Issue.

The management and underwriting fees will be split equally each between the Joint Lead Managers and are only payable once under the Underwriting Agreement and Joint Lead Manager Mandate.

In addition, the Company has agreed to issue, subject to Shareholder approval (being the subject of Resolution 8), the Joint Lead Managers (or their nominee/s), pursuant to the Joint Lead Manager Mandate, 49,961,970 New Options.

The Joint Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

## 8.3 General

As set out above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 49,961,970 New Options in consideration for joint lead manager services provided by the Joint Lead Managers.

A summary of Listing Rule 7.1 is set out in Section 4.3 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

## 8.4 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 and will be required to make a cash payment to the Joint Lead Managers using the Company's cash reserves.

## 8.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Joint Lead Managers (or their nominee/s).

REQUIRED INFORMATION	DETAILS
<b>Number of Securities and class to be issued</b>	Up to 49,961,970 New Options will be issued.
<b>Terms of Securities</b>	The New Options will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the New Options within 5 Business Days of the Meeting. In any event, the Company will not issue any New 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The New Options will be issued at a nil issue price, in consideration for joint lead manager services provided by the Joint Lead Managers.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Joint Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The New Options are being issued under the Joint Lead Manager Mandate, a summary of the material terms of which is set out in Section 8.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 9. BACKGROUND TO RESOLUTIONS 9 TO 14

### 9.1 Background to the Second 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 (**Second Placement**).

The Second 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, ratification of which is sought under Resolutions 9 and 10;
- (b) **Tranche 2:**
  - (i) up to 117,415,833 Shares which will be issued to Placement Participants subject to obtaining Shareholder approval at the general meeting proposed to be held on 7 November 2025; 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 under Resolutions 11, 12 and 13.

### 9.2 Use of funds

Funds raised from the Second 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.

### 9.3 Lead Manager

The Company engaged Alpine Capital Pty Ltd (**Alpine Capital**) to act as lead manager to the Second 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:

<b>Term</b>	The Lead Manager Mandate commenced on 18 September 2025 and will continue for a period of twelve (12) months.
<b>Consideration</b>	In consideration for its services, the Company agreed to pay/issue Alpine Capital:  (a) <b>Management Fee:</b> 2% management fee on all funds raised under the Second Placement;  (b) <b>Selling fee:</b> a selling fee of 4% of the gross funds raised by Alpine Capital under the Second Placement; and  (c) <b>Lead Manager Options:</b> subject to Shareholder approval, 40,484,849 Options, exercisable at \$0.066 each and expiring on 31 January 2029 ( <b>Broker Options</b> ), being 1 Option for every 5 Shares issued under the Second Placement.
<b>Reimbursement of expenses</b>	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 is seeking Shareholder approval for the issue of Broker Options payable under the Lead Manager Mandate to Alpine Capital pursuant to Resolution 14.

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## 10. RESOLUTIONS 9 AND 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS UNDER LISTING RULES 7.1 AND 7.1A

### 10.1 General

As set out in Section 9.1, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 66,220,533 Shares to Placement Participants at an issue price of \$0.033 per Share to raise \$2,185,277.

On 29 September 2025, 40,902,510 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 9) and 25,318,023 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 10)

### 10.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.3 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 7 being passed at this Meeting.

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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

### 10.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 4.4 above.

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.

### 10.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, 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 these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution being passed at this Meeting.

### 10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The Placement Participants, comprising professional and sophisticated investors who were identified through a bookbuild process, which involved Alpine Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	66,220,533 Shares were issued on the following basis: (a) 40,902,510 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 9); and (b) 25,318,023 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 10).
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities were issued</b>	29 September 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.033 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 9.2 for details of the proposed use of funds.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 11. RESOLUTIONS 11 TO 13 – APPROVAL TO ISSUE SHARES TO DIRECTORS

### 11.1 General

As set out in Section 9.1, Resolutions 11 to 13 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 18,787,879 Shares to Peter Christie, Mark Middleton and Christopher Daly (or their nominees) on the terms and conditions set out below to enable the Directors to participate in the Second Placement on the same terms as unrelated Placement Participants.

RECIPIENT	RESOLUTION	PARTICIPATION	
		QUANTUM	FUNDS RAISED
		SHARES	
Peter Christie	11	15,151,515	\$500,000
Mark Middleton	12	3,030,303	\$100,000
Christopher Daly	13	606,061	\$20,000
<b>Total</b>		<b>18,787,879</b>	<b>\$620,000</b>

### 11.2 Director Recommendation

Katherine Soares recommends that Shareholders vote in favour of these Resolutions to enable the Directors to participate in the capital raising on the same terms as unrelated participants.

Each Director (other than Katherine Soares) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Katherine Soares) (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors (other than Katherine Soares) do not believe that it is appropriate to make a recommendation on these Resolutions.

### 11.3 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.

The issue 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 Shares are proposed to be issued to all of the Directors other than Katherine Soares, 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

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.

#### 11.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue 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 (because approval is being obtained under Listing Rule 10.11), the issue 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. Further, the Company will not raise an additional \$620,000 under the Second Placement.

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

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Securities will be issued</b>	The proposed recipients of the Shares are set out in Section 11.1 above.
<b>Categorisation under Listing Rule 10.11</b>	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.  Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 11.1 above.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities will be issued</b>	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 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).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.033 per Share.

REQUIRED INFORMATION	DETAILS																																
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 9.2 for details of the proposed use of funds.																																
<b>Consideration of type and quantum of Security to be issued</b>	<p>The recipients are seeking to participate in the Second Placement on the same terms as the unrelated institutional, professional and sophisticated investors who took part in the Second Placement.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</p>																																
<b>Valuation</b>	The value of the Shares proposed to be issued is set out in the table at Section 11.1, based on a valuation of \$0.033 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to unrelated participants in the Second Placement).																																
<b>Interest in Securities</b>	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice</b></p> <table border="1"> <thead> <tr> <th>RECIPIENT</th> <th>SHARES<sup>1</sup></th> <th>OPTIONS</th> <th>UNDILUTED</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Peter Christie</td> <td>86,348,888</td> <td>151,259,812</td> <td>48.43%</td> <td>18.48%</td> </tr> <tr> <td>Mark Middleton</td> <td>32,175,296</td> <td>13,131,046</td> <td>18.05%</td> <td>3.52%</td> </tr> <tr> <td>Christopher Daly</td> <td>6,987,312</td> <td>2,913,645</td> <td>3.92%</td> <td>0.77%</td> </tr> </tbody> </table> <p><b>Post issue</b></p> <table border="1"> <thead> <tr> <th>RECIPIENT</th> <th>SHARES<sup>1</sup></th> <th>OPTIONS</th> </tr> </thead> <tbody> <tr> <td>Peter Christie</td> <td>101,500,403</td> <td>151,259,812<sup>2</sup></td> </tr> <tr> <td>Mark Middleton</td> <td>35,205,599</td> <td>13,131,046<sup>3</sup></td> </tr> <tr> <td>Christopher Daly</td> <td>7,593,373</td> <td>2,913,645</td> </tr> </tbody> </table> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>Fully paid ordinary shares in the capital of the Company (ASX: ATV).</li> <li>Comprising: <ol style="list-style-type: none"> <li>250,000 unquoted options exercisable at \$0.20 and expiring 30 November 2026;</li> <li>10,000,000 quoted Options expiring 27 November 2027 (ASX: ATVO);</li> <li>13,509,812 unquoted Options exercisable at \$0.02 and expiring 30 November 2028;</li> <li>1,800,000 class H zero exercise price options (<b>ZEPO's</b>);</li> <li>1,800,000 class I ZEPO's; and</li> <li>2,400,000 class J ZEPO's.</li> </ol> </li> <li>Comprising: <ol style="list-style-type: none"> <li>250,000 unquoted options exercisable at \$0.20 and expiring 30 November 2026;</li> <li>3,881,046 quoted Options expiring 27 November 2027 (ASX: ATVO);</li> <li>2,700,000 class H ZEPO's;</li> <li>2,700,000 class I ZEPO's; and</li> <li>3,600,000 class J ZEPO's.</li> </ol> </li> <li>Comprising <ol style="list-style-type: none"> <li>250,000 unquoted options exercisable at \$0.20 and expiring</li> </ol> </li> </ol>	RECIPIENT	SHARES <sup>1</sup>	OPTIONS	UNDILUTED	FULLY DILUTED	Peter Christie	86,348,888	151,259,812	48.43%	18.48%	Mark Middleton	32,175,296	13,131,046	18.05%	3.52%	Christopher Daly	6,987,312	2,913,645	3.92%	0.77%	RECIPIENT	SHARES <sup>1</sup>	OPTIONS	Peter Christie	101,500,403	151,259,812 <sup>2</sup>	Mark Middleton	35,205,599	13,131,046 <sup>3</sup>	Christopher Daly	7,593,373	2,913,645
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REQUIRED INFORMATION	DETAILS												
	<p>30 November 2026;</p> <p>(b) 732,004 quoted Options expiring 27 November 2027 (ASX: ATVO);</p> <p>(c) 931,641 unquoted Options exercisable at \$0.02 and expiring 30 November 2028</p> <p>(d) 300,000 class H ZEPO's;</p> <p>(e) 300,000 class I ZEPO's; and</p> <p>(f) 400,000 class J ZEPO's.</p>												
<b>Dilution</b>	<p>If the Shares the subject of these Resolutions are issued, a total of 18,787,879 Shares would be issued. This will increase the number of Shares on issue from 178,283,400 (being the total number of Shares on issue as at the date of this Notice) to 380,707,645 (assuming that all Resolutions the subject of this Notice are passed and issued and that no other 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 4.93%, comprising 3.98% by Peter Christie, 0.80% by Mark Middleton and 0.16% by Christopher Daly.</p>												
<b>Trading history</b>	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.051</td> <td>4 October 2024</td> </tr> <tr> <td>Lowest</td> <td>\$0.007</td> <td>Various dates between 12 May 2025 and 13 June 2025</td> </tr> <tr> <td>Last</td> <td>\$0.033</td> <td>22 September 2025</td> </tr> </tbody> </table>		PRICE	DATE	Highest	\$0.051	4 October 2024	Lowest	\$0.007	Various dates between 12 May 2025 and 13 June 2025	Last	\$0.033	22 September 2025
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Lowest	\$0.007	Various dates between 12 May 2025 and 13 June 2025											
Last	\$0.033	22 September 2025											
<b>Other information</b>	<p>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.</p>												
<b>Voting exclusion statements</b>	<p>Voting exclusion statements apply to these Resolutions.</p>												
<b>Voting prohibition statements</b>	<p>Voting prohibition statements apply to these Resolutions.</p>												

## 12. RESOLUTION 14 – APPROVAL TO ISSUE BROKER OPTIONS

### 12.1 General

As set out in Section 9.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 40,484,849 Broker Options in consideration for lead manager services provided by Alpine Capital in connection with the Second Placement.

A summary of Listing Rule 7.1 is set out in Section 4.3 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders 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. 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. Additionally, the Company will be required to pay an amount equal to the value of the Broker Options in cash to remunerate Alpine Capital for their lead manager services.

### 12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Alpine Capital (or their nominees).
<b>Number of Securities and class to be issued</b>	40,484,849 Broker Options will be issued.
<b>Terms of Securities</b>	The Broker Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Broker Options will be issued at a nil issue price, in consideration for lead manager services provided under the Second Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Broker Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 9.3.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 7.1.

**Amended Constitution** has the meaning given in Section 5.1.

**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.

**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.

**Joint Lead Managers** mean Alpine Capital Pty Ltd (ACN 155 409 653) and GBA Capital Pty Ltd (ACN 643 039 123).

**Joint Lead Manager Mandate** has the meaning given in Section 8.2.

**Lead Manager Mandate** has the meaning given in Section 9.3.

**Listing Rules** means the Listing Rules of ASX.

**Meeting** means the meeting convened by the Notice.

**New Options** has the meaning given in Section 8.1.

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

**Option** means an option to acquire a Share.

**First Placement** has the meaning given in Section 4.1.

**Second Placement** has the meaning given in Section 9.1.

**Placement Participants** has the meaning given in Section 9.1.

**Plan** has the meaning given in Section 6.1

**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.

**Underwriting Agreement** has the meaning given in Section 8.1.

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

**SCHEDULE 1 – TERMS AND CONDITIONS OF THE COMPANY’S EMPLOYEE INCENTIVE SECURITIES PLAN**

A summary of the material terms of the Company’s Employee Securities Incentive Plan (**Plan**) is set out below.

<b>Eligible Participant</b>	<b>Eligible Participant</b> means a person that is a ‘primary participant’ (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	The purpose of the Plan is to: <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and Performance Rights (<b>Securities</b>).</li> </ul>
<b>Maximum number of Convertible Securities</b>	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b). The Constitution specifies a threshold of 20% of the issue cap.  The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 200,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
<b>Plan administration</b>	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.  On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.  If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

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<p><b>Grant of Securities</b></p>	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p>
<p><b>Rights attaching to Convertible Securities</b></p>	<p>A <b>Convertible Security</b> represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</li> </ul>
<p><b>Restrictions on dealing with Convertible Securities</b></p>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<p><b>Vesting of Convertible Securities</b></p>	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<p><b>Forfeiture of Convertible Securities</b></p>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the <b>Group</b>);</li> <li>(b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited;</li> <li>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(d) on the date the Participant becomes insolvent; or</li> <li>(e) on the Expiry Date,</li> </ul> <p>subject to the discretion of the Board.</p>

<p><b>Listing of Convertible Securities</b></p>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<p><b>Exercise of Convertible Securities and cashless exercise</b></p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise (<b>Exercise Notice</b>) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (<b>Cashless Exercise</b>) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S=O*\frac{(MVS-EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p><b>Timing of issue of Shares and quotation of Shares on exercise</b></p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p><b>Restriction periods and restrictions on transfer of Shares on exercise</b></p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</p> <p>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely</p>

	<p>to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</p>
<b>Rights attaching to Shares on exercise</b>	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
<b>Change of control</b>	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
<b>Participation in entitlements and bonus issues</b>	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
<b>Adjustment for bonus issue</b>	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
<b>Employee Share Trust</b>	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>

<p><b>Plan duration</b></p>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<p><b>Income Tax Assessment Act</b></p>	<p>The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>
<p><b>Withholding</b></p>	<p>Subject to applicable law, other provisions under the Plan, and without limiting the amounts which may be deducted or withheld under Applicable Laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (<b>Withholding Amount</b>), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.</p>

## SCHEDULE 2 – TERMS AND CONDITIONS OF NEW OPTIONS

1.	<b>Entitlement</b>	Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each New Option will be \$0.02 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each New Option will expire at 5:00 pm (AWST) on 30 November 2028 ( <b>Expiry Date</b> ).  A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The New Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Notice of Exercise</b>	The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) 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</li> <li>(c) 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 New Options.</li> </ul> <p>If a notice delivered under 7(b) 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.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.
9.	<b>Reconstruction of capital</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

<b>10.</b>	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.
<b>11.</b>	<b>Change in exercise price</b>	A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.
<b>12.</b>	<b>Transferability</b>	The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 3 – TERMS AND CONDITIONS OF BROKER OPTIONS

1.	<b>Entitlement</b>	Each Broker Option entitles the holder to subscribe for one Share upon exercise of the Broker Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Broker Option will be \$0.066 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Broker Option will expire at 5:00 pm (AWST) on 31 January 2029 ( <b>Expiry Date</b> ).  A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Broker Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Notice of Exercise</b>	The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Broker Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Broker Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) 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</li> <li>(c) 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 Broker Options.</li> </ul> <p>If a notice delivered under 7(b) 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.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Broker Options rank equally with the then issued shares of the Company.
9.	<b>Reconstruction of capital</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

<b>10.</b>	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Broker Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Broker Options.
<b>11.</b>	<b>Change in exercise price</b>	A Broker Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Broker Option can be exercised.
<b>12.</b>	<b>Transferability</b>	The Broker Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**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 26 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.**

<b>Voting on business of the Meeting</b>		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1	ADOPTION OF THE REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RE-ELECTION OF CHRISTOPHER DALY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	AMENDMENT TO CONSTITUTION AND INSERTION OF PROPORTIONAL TAKEOVER PROVISION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	APPROVAL TO ISSUE OPTIONS TO JOINT LEAD MANAGERS – ALPINE CAPITAL PTY LTD AND GBA CAPITAL PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	APPROVAL TO ISSUE SHARES TO PETER CHRISTIE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	APPROVAL TO ISSUE SHARES TO MARK MIDDLETON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	APPROVAL TO ISSUE SHARES TO CHRISTOPHER DALY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	APPROVAL TO ISSUE BROKER OPTIONS	<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.

For personal use only

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

For personal use only

## 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:

- (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](mailto: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.**