HITIQ LIMITED

ACN 609 543 213

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.00pm AEDT

DATE: Wednesday, 29 November 2023

PLACE: The meeting is a **hybrid meeting**

Online:
Please pre-register prior to the day of the meeting at:
https://us02web.zoom.us/webinar/register/WN_j-RbSaaRpuN9tUVEVwO1Q

In-Person:
K&L Gates, Level 25, South Tower
525 Collins Street Melbourne VIC, 3000

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

This Notice of Meeting 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 7.00pm (AEDT) on 27 November 2023.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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 2023."

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

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

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR OTTO BUTTULA

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

"That for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Otto Buttula, a Director who retires by rotation, and being eligible, is elected as a Director."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR AIDAN CLARKE

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

"That for the purpose of clause 14.4 of the Constitution and for all other purposes, Mr Aidan Clarke, a Director who retires by rotation, and being eligible, is elected as a Director. "

RESOLUTION 4 – RATIFICAITON OF PRIOR ISSUE OF SHARES AND 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,284,246 Shares at $0.022 per Share and 13,642,123 accompanying Options on the terms and conditions set out in the Explanatory Statement."

Further details in respect of Resolution 4 are set out in the Explanatory

Memorandum accompanying this Notice.

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

RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY - SHARES

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

> *"That for the purposes of ASX 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

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

Dated: 27 October 2023

By order of the Board



James Barrie
Company Secretary

Voting Exclusion Statements

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

Resolution 4	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person (or those persons).

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5	The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of: (A) if at the time the approval of Resolution 5 is sought the Company is proposing to make an issue of securities under Listing Rule 7.1A.2, any 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 (B) an associate of those persons.

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

	(b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person and online

To vote in person, attend the Meeting at the time, date and place set out above. The company is pleased to also provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where shareholders will be able to watch, listen, ask questions and vote online.

To access the virtual meeting:

1. Open your internet browser and go to: **https://us02web.zoom.us/webinar/register/WN__j-RbSaaRpuN9tUVEVwO1Q**
2. Enter your registered holding name, HIN/SRN and postcode and click "**register**".
3. **Shareholders are encouraged to register prior to the day of the meeting to ensure there is no delay in attending the meeting.**
4. Once your details are verified, you will receive a separate email with details of how to logon on the day of the meeting.
5. Click on the URL you will be sent to join the webcast where you can view and listen to the hybrid meeting, as well as ask questions in relation to the business of the meeting.
6. Once the Chair of the Meeting has declared the poll open for voting, select "For", "Against" or "Abstain" for each resolution.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary at hello@hitiq.com.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, 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 2023 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

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

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 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 will not be relevant for this Annual General Meeting.

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3. RESOLUTION 2 AND 3 – RE-ELECTION OF DIRECTORS – MR OTTO BUTTULA AND MR AIDAN CLARKE

3.1. General

Clause 14.2 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. Clause 14.2 provides that a retiring Director is eligible for re-election.

Mr Otto Buttula and Mr Aidan Clarke retire in accordance with clause 14.2 of the Constitution and, being eligible, offer themselves for re-election pursuant to clause 14.2 of the Constitution.

3.2. Qualifications and other material directorships

Mr Otto Buttula

Mr Buttula has had extensive experience and success in investment research, funds management and information/biotechnology, holding directorships in a number of public companies.

Mr Buttula's executive experience includes as a co-founder, CEO and Managing Director of IWL Ltd, an online financial services company that listed on the ASX in 1999. Growing from a market capitalisation of $48 million at listing, it was taken over in 2007 by Commonwealth Bank of Australia (ASX: CBA) for $373 million.

Mr Buttula also founded and was Managing Director of Investors Mutual, prior to which he was a co-founder and director of Lonsdale Securities Ltd. Following his completion of executive duties, Mr Buttula was Non-Executive Chairman of platform and stockbroking provider Investorfirst Ltd and led the acquisition of HUB24 Ltd (ASX:HUB).

More recently, he served on the Board as a non-executive director and Head of Audit & Risk at Imugene Ltd (ASX: IMU) between 2014 and 2016. Currently, Mr Buttula is also Non-Executive Chairman of Rhythm Biosciences Ltd (ASX: RHY), a company positioning itself to be a global leader in the mass market, early detection of colorectal cancer, via a simple blood test and a Non-Executive Director of Oncosil Medical Ltd (ASX: OSL), a commercial brachytherapy provider specialising in pancreatic cancer.

Mr Buttula holds a Bachelor of Economics from Monash University, a Graduate Diploma of Applied Finance & Investment and is a Fellow of the Australian Institute of Company Directors.

Mr Aidan Clarke

Mr Clarke is an experienced entrepreneur with close to 15 years' experience building and growing global brands within the sporting industry.

Having co-founded sporting brand 2XU, Mr Clarke was an Executive Director responsible for the Sales & Marketing functions of the company. Equipping

multiple World and Olympic champions in almost every code, whilst building a global distribution network. 2XU supplied the US Navy Seals, majority of NFL teams, and 29 of the 30 NBA teams. Mr Clarke led 2XU commercialisation efforts into numerous elite sport relationships, such as a long serving AIS R&D agreement and signing multiple exclusive partnerships across high performance teams and institutions throughout the world. 2XU was partially acquired by the LVMH capital arm L-Capital for a $200m valuation in 2014, with Mr Clarke fully exiting his shareholding in 2018.

Mr Clarke has a BA/Bcomm from Auckland University, and through experience and track record brings a strong demand generation lens and skillset to HITIQ.

3.3. Independence

The Board considers that Mr Buttula and Mr Clarke are independent Directors.

3.4. Other material information

The Company conducted checks on the background and experience of all directors as part of its initial public offering in June 2021.

3.5. Board recommendation

The Board, other than Mr Buttula, supports the re-election of Mr Buttula and recommends that Shareholders vote in favour of Resolution 2.

The Board, other than Mr Clarke, supports the re-election of Mr Clarke and recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – RATIFICAITON OF PRIOR ISSUE OF SHARES AND OPTIONS

4.1 General

As announced on 16 October 2023, the Company conducted a placement to a professional and sophisticated investor raising $600,253.38 before costs (**October 2023 Placement**). The Placement comprised the issue of 27,284,246 Shares at a price of $0.22 per Share, with 13,642,123 accompanying Options (on a 1 for 2 basis). The Options have an exercise price of $0.05 (5 cents) and expire on or before 31 October 2025.

The Company also at the same time announced a Non-Renounceable Rights Issue Offer on the same terms on the same terms as the Placement to raise up to $3.23 million before costs (**Rights Issue Offer**).

Resolution 4 seeks Shareholder ratification in respect of the securities the subject of the October 2023 Placement pursuant to ASX Listing Rule 7.4 being:

(a) 606,317 Shares 3,642,123 Options issued under the Company's existing ASX Listing Rule 7.1 capacity; and

(b) 26,677,929 Shares issued pursuant to the Company's additional 10% placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. ASX Listing Rule 7.1 provides additional capacity to issue shares up to 10% of the number of

fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 / 7.1A) - those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue of the Shares and Options the subject of the October 2023 Placement (as noted above), the Company will retain the flexibility to issue equity securities in the future, namely if Resolution 4 is passed:

- the issue of the 13,642,123 Options and 606,317 Shares will be excluded in calculating the Company's 15% annual placement capacity set out in ASX Listing Rule 7.1;

- the issue of the 26,677,929 Shares will not be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

4.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the placement of securities issued under the October 2023 Placement using the capacity allowed under Listing Rule 7.1 and Listing Rule 7.1A:

(a) 27,284,246 Shares and 13,642,123 Options were issued on 19 October 2023;
(b) the issue price was $0.022 per Share and the exercise price of the Options was $0.05 (5 cents);
(c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
(d) The Options were accompanying options issued on the same terms as those to shareholders who subscribe to new Shares in the Rights Issue Offer (as announced to the market on 16 October 2023). The Options have an exercise price of 5 cents and expire on or before 31 October 2025;
(e) the Shares and Options were issued to a strategic, sophisticated, professional exempt investor under section 708 of the Corporations Act, Harmil Angel Investments Pty Ltd (**Subscriber**). The Subscriber is not a related party of the Company or member of the Company's key management personnel, or an adviser to or associate of related parties or key management personnel of the Company. The Options terms and conditions are contained in Annexure A of this Notice; and

(f) the proposed use of the funds raised from this issue, being the total $600,253.38 Placement funds (in combination with the maximum amount that could be raised under the rights issue offer of $3.23 million made pursuant to a prospectus dated 19 October 2023, as announced to the market on 19 October 2023), is as follows:

Indicative Expenditure	Proposed use of funds	$Amount
USA expansion	Expansion of partnerships together with marketing and sales activities in North America.	up to $1,700,000
Product enhancement	Enhancement of product lines to generate additional recurring revenue streams.	up to $500,000
Continued R&D	Enhancement of the data and AI capability for applications along with continued studies for CoVR	up to $900,000
European expansion	Continued expansion in rugby, football, and elite contact sports	up to $465,000
General Working Capital and capital raising costs*	Day to day working capital requirements and capital raising costs for the Offer	up to $270,000
Total		**$3.83m**

If Resolution 4 is approved, the Company will refresh its ability to issue securities under Listing Rule 7.1 and 7.1A without seeking Shareholder approval.

If Resolution 4 is not approved, the ability of the Company to issue securities under Listing Rule 7.1 and 7.1A without seeking Shareholder approval will be limited to the remaining securities allowed following the issue of the above-mentioned Shares and Options. This will effectively decrease the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of the issue.

4.3 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

4.4 Voting Exclusion

A voting exclusion statement is included in this Notice.

RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

5.1 General

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 period.

However, 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. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $6,469,398 (based on the number of Shares on issue and the closing price of Shares on the ASX on 19 October 2023).

Resolution 5 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.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 5 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 Resolution 5 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.

5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

5.3 Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) 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).

5.4 Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) 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

(ii) if the equity securities are not issued within 10 trading days of the date in (i) above the date on which the Equity Securities are issued.

5.5 Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to The funds will be applied to expand partnerships together with marketing and sales activities in North America, enhance product lines to generate additional recurring revenue streams and for general working capital purposes.

5.6 Risk of Economic and Voting Dilution

Any issue of equity securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of equity securities on issue or proposed to be issued as at 19 October 2023.

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.

			Issue Price		
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**$0.011**	**$0.022**	**$0.033**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	294,063,535 Shares	29,406,354 Shares	$1,911,305	$3,675,586	$5,586,891
50% increase	441,095,303 Shares	44,109,530 Shares	$2,866,957	$5,513,380	$8,380,337
100% increase	588,127,070 Shares	58,812,707 Shares	$3,822,610	$7,351,173	$11,173,783

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1 There are currently 294,063,535 Shares on issue;

2 The issue price set out above is the closing market price of the Shares on the ASX on 19 October 2023 (being $0.020).

3 The Company issues the maximum possible number of equity securities under the 7.1A Mandate.

4 Other than the securities the subject of the October 2023 Placement, 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 by shareholders under Listing Rule 7.1.

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.

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.

7 This table does not set out any dilution pursuant to approvals under Listing Rule unless otherwise disclosed.

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%.

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.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

5.7 Allocation policy under the 7.1A Mandate

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.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- the purpose of the issue;
- 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;
- the effect of the issue of the equity securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and

- advice from corporate, financial and broking advisers (if applicable).

5.8 Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 30 November 2022, the Company has issued 26,677,929 Shares as part of the October 2023 Placement (as detailed in respect of Resolution 4) pursuant to that Previous Approval.

Annexure B of this Notice sets out the specific details required by ASX Listing Rule 7.3A.6(b) and the details of equity securities issued by the Company under Listing Rule 7.1A in the 12 months prior to the Meeting.

5.9 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

5.10 Voting Exclusion Statement

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.

Glossary

$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

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.

ASX Listing Rules means the Listing Rules of ASX.

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.

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

a) a spouse or child of the member;

b) a child of the member's spouse;

c) a dependent of the member or the member's spouse;

d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

e) a company the member controls; or

f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means HITIQ Limited (ACN 609 543 213).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with an exercise price of $0.05 (5 cents) and which expire on or before 31 October 2025.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

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.

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

Shareholder means a registered holder of a Share.

Vacating Directors means the Directors who were directors of the Company when the resolution to make the directors' report considered at the last annual general meeting of the Company was passed, other than the Managing Director at that time.

Annexure A - Option Terms and Conditions

Each option (**Option**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **HITIQ Limited** ACN 609 543 213 (**Company**) on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date, namely 5pm on 31 October 2025 (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.
2. The Options may be exercised for part or all of the Options held at a particular time by the Option Holder giving written otice in the form set out below (Notice of Exercise) to the Company at its registered office prior to the Expiry Date together with payment in full of the exercise price of A$0.05 per Option (**Exercise Price**).
3. On receipt by the Company of the Notice of Exercise and payment of the Exercise Price, the Company must, within 4 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
   (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
   (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
   (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.
4. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
5. The Options are transferable in accordance with the ASX Listing Rules.
6. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
7. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to see that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 Business Days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.
8. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
9. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
10. The Options do not entitle the Option Holder to vote at any meeting of shareholders
11. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms and Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
12. These Option Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

ANNEXURE B - INFORMATION UNDER ASX LISTING RULE 7.3A.6

Date of Issue	Number of securities issued	Class of securities	Percentage *	Names of persons who received securities or basis on which those persons were determined	Price at which equity securities were issued or agreed to be issued	Discount to market (if any)	For cash issues			
							Total cash consideration received or to be received	Amount of cash consideration spent	Use of cash consideration to date	Intended use for remaining amount of cash (if any)
19/10/2023	26,677,929 ordinary shares	Ordinary shares ranking pari passu with all other fully paid ordinary shares on issue in the Company	20.15%	Harmil Angel Investments Pty Ltd	0.022	N/A	$586,914.44	**$0**	**$0**	The funds will be applied to expand partnerships together with marketing and sales activities in North America, enhance product lines to generate additional recurring revenue streams and for general working capital purposes. Please refer to the ASX announcement of 19 October 2023 which attaches the Rights Issue Offer Prospectus for more information.

* the percentage the shares issued pursuant to Listing Rule 7.1A represent of the total number of fully paid ordinary shares on issue at the commencement of that 12 month period.