



Harvest Technology Group Ltd
7 Turner Avenue
Technology Park
Bentley WA 6102
ABN: 77 149 970 445

18 March 2024

Dear Shareholder

General Meeting – Notice of Meeting and Proxies

Notice is given that the General Meeting (**Meeting**) of Shareholders of Harvest Technology Group Ltd (ACN 149 970 445) (**Company**) will be held as follows:

Time and date: 1:00pm (AWST) on Tuesday, 16 April 2024

Virtually: via the following virtual meeting link: <https://meetnow.global/M6FNAXG>

Notice of Meeting

In accordance with the Corporations Act 2001 (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://harvest.technology/investors/>; and
- the ASX market announcements page under the Company's code "HTG".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Participation and voting at the Meeting or by proxy

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- view the Meeting live;
- exercise a right, orally and in writing, to ask questions and make comments; and
- cast votes in real time on a poll during the Meeting.

Shareholders (including proxies, attorneys, and body corporate representatives) can vote online.

If you are eligible to vote at the Meeting, please select the Vote Icon at the top right of the Computershare platform. The resolutions will appear and be available to vote. To cast your vote,



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simply select For, Against or Abstain, and it will acknowledge your vote. There is no need to hit submit. Voting will open at the start of the Meeting.

To vote or ask a question online, you will need to provide your securityholder number (i.e. your SRN/HIN) or proxy number. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.

Shareholders are encouraged to vote by lodging a proxy form.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- vote by lodging a Proxy Form prior to 1:00pm (AWST) on Sunday, 14 April 2024 (Proxy Cut-Off Time) (recommended). Shareholders are strongly urged to vote by lodging a Proxy Form prior to the Meeting and to appoint the Chair as their proxy; or
- vote live at the virtual Meeting in accordance with the instructions above and in Section 2.1 of the Notice of Meeting and as otherwise instructed by the Chair at the Meeting.

Proxy forms can be lodged:

- Online: www.investorvote.com.au
- By mail: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne VIC 3001, Australia
- By fax: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia
- By mobile: Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. Proxies received after this time will be invalid.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Jack Rosagro
Company Secretary
Harvest Technology Group Ltd



**Harvest Technology Group Ltd
ACN 149 970 445**

Notice of General Meeting

A General Meeting of the Company will be held as follows:

Time and date: 1:00pm (AWST) on Tuesday, 16 April 2024

Location: The General Meeting will be held as a virtual meeting, accessible to Shareholders via a live webcast. The online platform will include the facility for Shareholders to vote and ask questions in relation to the business of the Meeting. You can participate by logging in online at <https://meetnow.global/M6FNAXG>

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on + 61 8 6245 9439.

Shareholders are urged to vote by lodging the Proxy Form

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Notice of General Meeting

Important Information

Time and place of the Meeting

Notice is hereby given that a General Meeting of Shareholders of the Company will be held virtually via a live webcast platform on Tuesday, 16 April 2024 at 1:00pm (AWST) (**Meeting**).

Further information on how to participate in the Meeting and use the online platform is set out below and in the attached Virtual Meeting Guide.

The Explanatory Memorandum commencing on page 6 provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

How to participate and attend the Meeting online

Securityholders must use the Computershare meeting platform to attend and participate in the meeting. This online platform will provide a reasonable opportunity for Shareholders to participate, and the Meeting will operate on the basis that such participation will constitute Shareholders being present at the Meeting for all purposes.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/M6FNAXG> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting, being 12.30pm (AWST) on Tuesday, 16 April 2024.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

- (a) click on 'Join Meeting Now'.
- (b) enter your SRN/HIN – proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
- (c) if you are:
 - (i) an Australian securityholder – enter your postcode registered to your holding; or
 - (ii) an overseas securityholder – select the country of your registered holding from the dropdown list.
- (d) accept the terms and conditions and click 'Continue'.

You can then view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

Voting eligibility

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 as Shareholders and are entitled to vote on the relevant resolution pursuant to rule 6.8 of the Constitution on Sunday, 14 April 2024 at 5:00pm (AWST).

How to vote at the Meeting

If you are a Shareholder and are entitled to vote at the Meeting (based on the eligibility criteria set out above), you may vote by:

- virtually attending and voting at the Meeting at the date and time referred to above and on the covering page of the Notice via the online platform at <https://meetnow.global/M6FNAXG>; or
- appointing someone as your proxy, corporate representative or attorney to virtually attend and vote at the Meeting on your behalf (see instructions in relation to such appointments in the Explanatory Memorandum below).

The opening and closure of voting will be announced by the Chair during the Meeting.

In accordance with rule 6.6(c)(i) of the Constitution, the Chair has determined that voting on all resolutions at the Meeting will be conducted by poll, and the online platform will enable Shareholders to lodge a vote in real time.

Defined terms

Capitalised terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the issue by the Company on 27 February 2024 of 100,894,500 fully paid ordinary securities at an issue price of \$0.015 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, be ratified and approved.'

Resolution 2 – Approval of issue Tranche 2 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the issue of up to 5,000,000 fully paid ordinary securities at an issue price of \$0.015 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, be approved.'

Resolution 3 – Approval of issue of Lead Manager Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the issue of up to 6,000,000 options to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) (or its nominees), each exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of \$0.03 per option, as part consideration under a Lead Manager Mandate entered into by the Company on 29 January 2024, and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, be approved.'

Resolution 4 – Approval of issue of Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the issue of up to 58,947,251 options attaching to the securities described under Resolutions 1 and 2 on a 2-for-1 basis, each exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of \$0.03 per option, and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, be approved.'

Resolution 5 – Ratification of issue of Adviser Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Company on 13 November 2024 to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) of 5,000,000 options, each exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of \$0.075 per option and expiring on 30 June 2026 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, be ratified and approved.'

Required majority

Each of the Resolutions proposed in this Notice are ordinary resolutions and will be passed if, in each case, more than 50% of the votes cast by Shareholders entitled to vote on the relevant Resolution are cast in favour of that Resolution.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of a person (or their nominee) who participated in the issue of the Placement Shares, or any of their respective Associates;
- (b) **Resolution 2:** by or on behalf of a person (or their nominee) expected to participate in, or who will obtain a material benefit (other than a benefit solely by reason of being a holder of ordinary securities in the Company) as a result of, the issue of the Placement Shares, or any of their respective Associates;
- (c) **Resolution 3:** by or on behalf of the Lead Manager (or any of its nominees who will receive any of the Lead Manager Options), any person who will obtain a material benefit (other than a benefit solely by reason of being a holder of ordinary securities in the Company) as a result of the issue of the Lead Manager Options, or any of their respective Associates;
- (d) **Resolution 4:** by or on behalf of a person (or their nominee) expected to participate in, or who will obtain a material benefit (other than a benefit solely by reason of being a holder of ordinary securities in the Company) as a result of the issue of the Placement Options, or any of their respective Associates; and
- (e) **Resolution 5:** by or on behalf of the Lead Manager (or any of its nominees who will receive any of the Adviser Options), any person who will obtain a material benefit (other than a benefit solely by reason of being a holder of ordinary securities in the Company) as a result of the issue of the Adviser Options, or any of their respective Associates;

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

- i. 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
- ii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 1. 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
 2. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Jack Rosagro
Company Secretary
Harvest Technology Group Ltd
Dated: 18 March 2024

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually via the online platform at <https://meetnow.global/M6FNAXG> on Tuesday, 16 April 2024 at 1:00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Tranche 1 Placement Shares
Section 4	Resolution 2 – Approval of issue of Tranche 2 Placement Shares
Section 5	Resolution 3 – Approval of issue of Lead Manager Options
Section 6	Resolution 4 – Approval of issue of Placement Options
Section 7	Resolution 5 – Ratification of issue of Adviser Options
Schedule 1	Definitions
Schedule 2	Recipients of Lead Manager Options and Adviser Options
Schedule 3	Terms and Conditions of Adviser Options
Schedule 4	Terms and Conditions of Adviser Options
Schedule 5	Terms and Conditions of Adviser Options

A Proxy Form is located at the end of the Explanatory Memorandum at Annexure A, and the Virtual Meeting Guide is located at Annexure B.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting by attending the Meeting

Shareholders will have the opportunity to be present at the Meeting virtually via a live webcast and will be able to vote electronically and ask questions via an online platform (including lodging a vote in real time).

You can access the platform at <https://meetnow.global/M6FNAXG>.

More information regarding online participation at the Meeting, including how to vote and ask questions, is set out in the "Important Information" section at the beginning of this Notice, and in the Virtual Meeting Guide attached to this Notice.

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

In accordance with rules 5.5 and 6.8 of the Constitution and section 249L(1)(d) of the Corporations Act, please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) a Shareholder 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, but where the proportion or number is not specified, each proxy may exercise half of the votes in accordance with section 249X(3) of the Corporations Act.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed;
- an instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chair; and
- if a Shareholder does not instruct its proxy on how to vote, the proxy may, subject to any voting exclusions applicable to each Resolution, vote as he or she sees fit at the Meeting.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Voting as a corporate representative

Corporate shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate shareholder's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

2.4 Voting by power of attorney

The appointment of an attorney for the Meeting is not effective unless the instrument appointing the attorney, and the original or an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company Secretary or delivered to the Company's registered office by no later than the closure of the Meeting.

2.5 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@harvest-tech.com.au by Thursday 11 April 2024.

Shareholders will also have the opportunity to virtually submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

3.1 General

On 31 January 2024, the Company announced a capital raising of \$1,590,000 (before costs), for the issue of up to 105,894,501 Shares at an issue price of \$0.015 each (**Placement**). The Placement is comprised of the following two tranches:

- (a) 100,894,500 Shares (**Tranche 1 Placement Shares**); and
- (b) 5,000,000 Shares (**Tranche 2 Placement Shares**).

In addition, it is intended that subscribers for Tranche 1 Placement Shares or Tranche 2 Placement Shares will also receive attaching Options on a 1-for-2 basis, meaning that up to 58,947,251 Options are also proposed to be issued as part of the Placement (**Placement Options**).

On 27 February 2024, the Company issued the Tranche 1 Placement Shares without Shareholder approval in reliance on the Company's placement capacity under Listing Rule 7.1. The Tranche 1 Placement Shares represent approximately 10.8% of the Company's total issued share capital on a Fully Diluted Basis (assuming that all Resolutions in this Notice are passed).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares in order to "refresh" the Company's placement capacity under Listing Rule 7.1 (as detailed in Section 3.2 below).

3.2 Application of Listing Rules 7.1 and 7.4

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceed 15% of the number of Shares it had on issue at the start of the 12 month period (**Placement Capacity**), unless the issue or agreement to issue is approved by shareholders or otherwise comes under one of the exceptions to Listing Rule 7.1.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it was not approved by Shareholders, effectively uses up part of the Company's Placement Capacity. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 by approximately 14.3% for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides that the shareholders of a company may in a general meeting subsequently ratify a previous issue of Equity Securities under Listing Rule 7.1 (**Relevant Issue**). The effect of this ratification is that, provided that the previous issue did not breach Listing Rule 7.1, the Company's Placement Capacity will be "refreshed" to the extent of the Relevant Issue, and the securities under the Relevant Issue will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and no longer use up a portion of the Company's Placement Capacity.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to its full Placement Capacity without the requirement to obtain prior Shareholder approval.

3.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) Names of the persons to whom the Company issued the securities: The Tranche 1 Placement Shares (the subject of Resolution 1) were issued to sophisticated and professional investors, none of whom is a Related Party of the Company or otherwise a Material Investor.

The recipients of Tranche 1 Placement Shares were existing Shareholders or new investors identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.

- (b) Number of securities issued: 100,894,500 Tranche 1 Placement Shares were issued in reliance on the Company's Placement Capacity under Listing Rule 7.1.
- (c) Class of securities issued: The Tranche 1 Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) Date on which the securities were issued: The Tranche 1 Placement Shares were issued on 27 February 2024.
- (e) Issue price of securities: The Tranche 1 Placement Shares were issued at a price of \$0.015 each.
- (f) Purpose of the issue and intended use of funds raised: The proceeds from the issue of the Tranche 1 Placement Shares have been or are intended to be used towards funding the continued growth of the Company and working capital.
- (g) Summary of any other material terms: There are no other material terms in relation to the issue of the Tranche 1 Placement Shares.
- (h) Voting exclusion: A voting exclusion statement is included in the Notice in respect of Resolution 1.

3.4 **Effect of Resolution 1 being passed or not passed**

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's available Placement Capacity, effectively increasing the number of Equity

Securities it can issue without Shareholder approval over the 12 month period following the issue date of the Tranche 1 Placement Shares (ending on 27 February 2025).

If Resolution 1 is not passed, the Tranche 1 Placement Shares will continue to be included in the calculation of the Company's available Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue date of the Tranche 1 Placement Shares (ending on 27 February 2025).

3.5 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

4. **Resolution 2 – Approval of issue of Tranche 2 Placement Shares**

4.1 **General**

Background details in relation to the Placement are set out in Section 3.1 above. The Tranche 2 Placement Shares will, if issued, represent approximately 0.54% of the Company's total issued share capital on a Fully Diluted Basis (assuming that all Resolutions in this Notice are passed).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 5,000,000 Tranche 2 Placement Shares.

4.2 **Application of Listing Rule 7.1**

A summary of the operation of Listing Rule 7.1 and requirements for the Company to obtain Shareholder approval for issues of Equity Securities is set out in Section 3.2 above.

The issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. As the issue of the Tranche 2 Placement Shares will exceed the Company's Placement Capacity under Listing Rule 7.1, without obtaining Shareholder approval the Company would be required to utilise its additional 10% capacity approved in accordance with Listing Rule 7.1A on 28 November 2023 to facilitate the issue of the Tranche 2 Placement Shares.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to its full Placement Capacity (and without using any of its additional 10% capacity under Listing Rule 7.1A) without the requirement to obtain prior Shareholder approval.

4.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Placement Shares:

- (a) Names of persons to whom the Company will issue the securities: The Tranche 2 Placement Shares (the subject of Resolution 2) will be issued to sophisticated and professional investors, none of whom will be a Related Party of the Company or otherwise a Material Investor.

The recipients of Tranche 2 Placement Shares will be existing Shareholders or new investors identified through a bookbuild process, which will involve the Lead Manager

seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.

These participants will be existing Shareholders or new investors introduced to the Company from contacts of the Lead Manager.

- (b) Number of securities to be issued: A maximum of 5,000,000 Tranche 2 Placement Shares will be issued.
- (c) Class of securities to be issued: The Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) Proposed date of issue: The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting on a date to be determined by the Board.
- (e) Issue price of the securities: The Tranche 2 Placement Shares will be issued at an issue price of \$0.015 each.
- (f) Purpose of the issue and intended use of funds raised: The proceeds from the issue of the Tranche 2 Placement Shares are intended to be used towards funding the continued growth of the Company and working capital.
- (g) Summary of any other material terms: There are no other material terms in relation to the proposed issue of the Tranche 2 Placement Shares.
- (h) Voting exclusion: A voting exclusion statement is included in the Notice.

4.4 **Effect of Resolution 2 being passed or not passed**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and will not be able to access the \$75,000 raised under Tranche 2.

4.5 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 2.

5. **Resolution 3 – Approval of issue of Lead Manager Options**

5.1 **General**

The Company entered into a lead manager mandate with ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) (the **Lead Manager**) on 29 January 2024 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, the Company agreed to pay the Lead Manager (or its nominees) the following consideration for their services:

- (a) 6,000,000 Options exercisable at \$0.03 each on three years after the date of issue. (**Lead Manager Options**); and

- (b) transaction costs of 6% of capital raised – such fee being a total of \$45,435.56 (equal to 6% of the capital raised in the period between 29 January 2024 and 31 January 2024) which was paid on 22 February 2024.

The Lead Manager Options will, if issued, represent approximately 0.64% of the Company's total issued share capital on a Fully Diluted Basis (assuming that all Resolutions in this Notice are passed).

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the Lead Manager Options upon completion of the Placement.

5.2 Summary of Lead Manager Mandate terms

The key terms of the Lead Manager Mandate are set out below:

- (a) Scope of Lead Manager services: The Lead Manager will provide the following services in relation to the Placement:
 - (i) assist the Company with initial evaluation and scoping of the Placement, as well as introduction to and negotiations with sophisticated investors;
 - (ii) provide the Board with commercial advice on the merits of proceeding with the Placement, and consider and advise on structuring alternatives if required;
 - (iii) facilitate the efficient execution of the Placement and prepare a timetable;
 - (iv) assist in development of corporate presentations to investors; and
 - (v) other services as agreed with the Company.
- (b) Consideration for services: In consideration for providing the services under the Lead Manager Mandate, the Company agrees to pay the Lead Manager a fee equal to 6% of the total capital raised under the Placement, in addition to the issue of the Lead Manager Options (as noted above).
- (c) Exclusivity: The Company retains the Lead Manager on an exclusive basis with respect to the matters under the Lead Manager Mandate until it is terminated or the Placement is completed.
- (d) Indemnity and release: The Company indemnifies the Lead Manager against all claims, liabilities, losses and expenses (including reasonable legal costs and expenses and the costs of investigating or defending any actual or threatened proceedings) which the Lead Manager or its directors, employees and agents may incur in connection with the Lead Manager Mandate, including after termination.

This Company also releases the Lead Manager from all liability (direct or indirect) in connection with the Lead Manager Mandate or the Placement.

The Company does not, however, indemnify or release the Lead Manager for or from any liability to the extent that it is finally judicially determined to have resulted from a breach of law or contract by the Lead Manager.

- (e) Termination: The Lead Manager Mandate may be terminated for convenience by the Company or the Lead Manager on 1 months' written notice. Termination will not

release any party from its obligations accrued prior to termination, and in particular the Lead Manager will remain entitled to the fees set out at 5.2(b) above.

If the Company or its shareholders enter into a transaction similar to the Placement with any third party that the Lead Manager (or a third party assisting the Lead Manager) introduced to the Company during the term of the Lead Manager Mandate, the fees set out at 5.2(b) above will be payable in respect of such additional transaction.

5.3 **Application of Listing Rule 7.1**

A summary of the operation of Listing Rule 7.1 and requirements for the Company to obtain Shareholder approval for issues of Equity Securities is set out in Section 3.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1. As the issue of the Lead Manager Options will exceed the Company's Placement Capacity under Listing Rule 7.1, the Company cannot issue the Lead Manager Options without Shareholder approval, otherwise such issue will be made in breach of that rule.

The effect of Shareholders passing Resolution 3 will be to allow the Company to issue the Lead Manager Options and otherwise retain the flexibility to issue Equity Securities in the future up to its full Placement Capacity without the requirement to obtain prior Shareholder approval.

5.4 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Placement Securities:

- (a) Names of persons to whom the Company will issue the securities: The Lead Manager Options (the subject of Resolution 3) will be issued to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) and its nominees, in the proportions set out at Column 4 of Schedule 2. The recipients of the Lead Manager Options are an adviser to the Company and its nominees, however none of the recipients will be a Related Party or Key Management Personnel of the Company.
- (b) Number of securities to be issued: The maximum number of Lead Manager Options to be issued is 6,000,000.
- (c) Summary of material terms of the securities: The Lead Manager Options will be issued at an issue price of \$0.0001 each, are exercisable into Shares at an exercise price of \$0.03 each and expire 3 years from the date of issue. The terms and conditions applying to the Lead Manager Options are set out in Schedule 3.

The securities resulting from the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

- (d) Proposed date of issue: The Lead Manager Options will be issued no later than 3 months after the date of the Meeting on a date to be determined by the Board.
- (e) Purpose of the issue and intended use of funds raised: As the Lead Manager Options are being issued in satisfaction of consideration agreed to be given to the Lead Manager for services provided by the Lead Manager in assisting with the Placement,

no substantial cash proceeds will be received by the Company upon their issue. The total of \$600 that will be received on issue of the Lead Manager Options will be used for general working capital purposes.

If any of the Lead Manager Options are exercised, the Lead Manager will be required to pay the Company the exercise price of \$0.03 per Lead Manager Option, resulting in the Company receiving up to \$180,000 (if all of the Lead Manager Options are exercised). The Company proposes to use any such funds received on exercise towards funding the continued growth of the Company and general working capital purposes.

(f) Summary of any other material terms: A summary of the material terms of the Lead Manager Mandate is set out in Section 5.2 above.

(g) Voting exclusion: A voting exclusion statement is included in the Notice.

5.5 **Effect of Resolution 3 being passed or not passed**

If Resolution 3 is passed, the Company can proceed to issue the Lead Manager Options.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options, and will be required to consider alternative commercial means to pay the Lead Manager for its services, which may include issuing the Lead Manager Options using any available 15% placement capacity permitted under Listing Rule 7.1.

5.6 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

6. **Resolution 4 – Approval of issue of Placement Options**

6.1 **General**

Background details in relation to the Placement are set out in Section 3.1 above. The 58,947,251 Placement Options will, if issued and exercised, represent approximately 6.3% of the Company's total issued share capital on a Fully Diluted Basis (assuming that all Resolutions in this Notice are passed).

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of the Placement Options to participants in the Placement.

6.2 **Application of Listing Rule 7.1**

A summary of the operation of Listing Rule 7.1 and requirements for the Company to obtain Shareholder approval for issues of Equity Securities is set out in Section 3.2 above.

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1. As the issue of the Placement Options will exceed the Company's Placement Capacity under Listing Rule 7.1, the Company cannot issue the Placement Options without Shareholder approval, otherwise such issue will be made in breach of that rule.

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the Placement Options and otherwise retain the flexibility to issue Equity Securities in the future up to its full Placement Capacity without the requirement to obtain prior Shareholder approval.

6.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Placement Securities:

- (a) Names of persons to whom the Company will issue the securities: The Placement Options (the subject of Resolution 4) will be issued to sophisticated and professional investors, none of whom will be a Related Party or otherwise a Material Investor of the Company.

The recipients of Placement Options will be existing Shareholders or new investors identified through a bookbuild process, which will involve the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.

- (b) Number of securities to be issued: The maximum number of Placement Options to be issued is 58,947,251.
- (c) Summary of material terms of the securities: The Placement Options are exercisable into Shares at an exercise price of \$0.03 each and expire 3 years from the date of issue. The terms and conditions applying to the Placement Options are set out in in Schedule 4.
- (d) Proposed date of issue: The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) Purpose of the issue and intended use of funds raised: The Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Placement Shares. Accordingly, no funds will be raised from the issue of the Placement Options and the Company has not and will not receive any cash proceeds with respect to the Placement Options.

If any of the Placement Options are exercised, the recipient will be required to pay the Company the exercise price of \$0.03 per Placement Option, resulting in the Company receiving up to \$1,768,417.53 (if all of the Placement Options are exercised). The Company proposes to use any such funds received on exercise towards funding the continued growth of the Company and general working capital purposes.

- (f) Summary of any other material terms: There are no other material terms in relation to the proposed issue of the Placement Options.
- (g) Voting exclusion: A voting exclusion statement is included in the Notice.

6.4 **Effect of Resolution 4 being passed or not passed**

If Resolution 4 is passed, the Company can proceed to issue the Placement Options.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options, and will be required to consider alternative means to provide an equivalent benefit to the persons entitled to the Placement Options under the terms of the Placement, which may include issuing the Placement Options using any available 15% placement capacity permitted under Listing Rule 7.1.

6.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Ratification of issue of Adviser Options

7.1 General

On 28 June 2023, the Company entered into a transaction facilitation and corporate advisory mandate with the Lead Manager to act as a non-exclusive corporate adviser in initial planning of the Placement (**Corporate Advisory Mandate**). The Corporate Advisory Mandate also contemplated a share purchase plan as part of the Company's capital raising, however the Board then determined that this proposal would not proceed.

Pursuant to the Corporate Advisory Mandate, the Company agreed to pay the Lead Manager (or its nominees) the following consideration for their services:

- (a) 5,000,000 Options exercisable at \$0.075 each expiring on 30 June 2026 (**Adviser Options**); and
- (b) transaction costs of 6% of the capital raised in the Placement – such fee being a total of \$138,600.00 (equal to 6% of the capital raised in the period between 7 July 2023 and 17 July 2023) which was paid on 18 August 2023.

On 13 November 2023, the Company issued the Adviser Options to the Lead Manager and its nominees in accordance with the Corporate Advisory Mandate, and in consideration for advisory services provided by the Lead Manager between 28 June 2023 and 13 November 2023. The Adviser Options were issued without Shareholder approval in reliance on the Company's Placement Capacity under Listing Rule 7.1.

The Adviser Options represent approximately 0.54% of the Company's total issued share capital on a Fully Diluted Basis (assuming that all Resolutions in this Notice are passed).

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Adviser Options in order to "refresh" the Company's Placement Capacity under Listing Rule 7.1.

7.2 Summary of Corporate Advisory Mandate terms

The key terms of the Corporate Advisory Mandate are set out below:

- (a) Scope of Lead Manager services: The Lead Manager (primarily through its nominated adviser, Alan Lawson) will provide the following services in relation to the Placement:
 - (i) assist the Company with initial evaluation and scoping of the Placement, as well as introduction to and negotiations with sophisticated investors;
 - (ii) provide the Board with commercial advice on the merits of proceeding with the Placement, and consider and advise on structuring alternatives if required; and
 - (iii) facilitate the efficient execution of the Placement and prepare a timetable.

The Lead Manager also offered corporate advisory services to the Company, including advice relating to capital requirements, marketing, ASX releases and investor engagement. This was expressed in the Corporate Advisory Mandate as running for a period of 12 months after completion of the Placement, however this obligation has since been superseded by the terms of the Lead Manager Mandate and any further services will be governed by that document.

- (b) Consideration for services: In consideration for providing the services under the Corporate Advisory Mandate, the Company agrees to pay the Lead Manager a fee equal to 6% of the total capital raised under the Placement, in addition to the issue of the Adviser Options (as noted above).
- (c) Indemnity and release: The Company indemnifies the Lead Manager against all claims, liabilities, losses and expenses (including reasonable legal costs and expenses and the costs of investigating or defending any actual or threatened proceedings) which the Lead Manager or its directors, employees and agents may incur in connection with the Corporate Advisory Mandate, including after termination.

This Company also releases the Lead Manager from all liability (direct or indirect) in connection with the Corporate Advisory Mandate or the Placement.

The Company does not, however, indemnify or release the Lead Manager for or from any liability to the extent that it is finally judicially determined to have resulted from a breach of law or contract by the Lead Manager.

- (d) Termination: The Corporate Advisory Mandate may be terminated for convenience by the Company or the Lead Manager on 1 months' written notice. Termination will not release any party from its obligations accrued prior to termination, and in particular the Lead Manager will remain entitled to the fees set out at 5.2(b) above.

If the Company or its shareholders enter into a transaction similar to the Placement with any third party that the Lead Manager (or a third party assisting the Lead Manager) introduced to the Company during the term of the Corporate Advisory Mandate, the fees set out at 5.2(b) above will be payable in respect of such additional transaction.

7.3 **Application of Listing Rules 7.1 and 7.4**

A summary of the operation of Listing Rules 7.1 and 7.4 and requirements for the Company to obtain Shareholder approval for issues of Equity Securities is set out in Section 3.2 above.

The issue of the Adviser Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it was not approved by Shareholders, effectively uses up part of the Company's Placement Capacity. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 by approximately 0.7% for the 12 month period following the issue of the Adviser Options.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to its full Placement Capacity without the requirement to obtain prior Shareholder approval.

7.4 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Advisor Options:

- (a) Names of the persons to whom the Company issued the securities: The Adviser Options were issued to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) and its nominees in the proportions set out at Column 3 of Schedule 2. The recipients of the Adviser Options were an adviser to the Company and its nominees, however none of the recipients were a Related Party or Key Management Personnel of the Company.
- (b) Number of securities to be issued: A total of 5,000,000 Options were issued in reliance on the Company's Placement Capacity under Listing Rule 7.1.
- (c) Summary of material terms of the securities: The Adviser Options are exercisable into Shares at an exercise price of \$0.075 each and will expire on 30 June 2026. The terms and conditions applying to the Adviser Options are set out in Schedule 5.

The securities resulting from the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

- (d) Date on which the securities were issued: The Adviser Options were issued on 13 November 2023.
- (e) Purpose of the issue and intended use of funds raised: The Adviser Options were issued in consideration for corporate advisory services provided by the Lead Manager, and accordingly no cash proceeds will be received by the Company upon their issue.

If any of the Adviser Options are exercised, the Lead Manager will be required to pay the Company the exercise price of \$0.075 per Adviser Option, resulting in the Company receiving up to \$375,000 (if all of the Adviser Options are exercised). The Company proposes to use any such funds received on exercise towards funding the continued growth of the Company and general working capital purposes.

- (f) Summary of any other material terms: A summary of the material terms of the Corporate Advisory Mandate is set out in Section 7.2 above.
- (g) Voting exclusion: A voting exclusion statement is included in the Notice.

7.5 **Effect of Resolution 5 being passed or not passed**

If Resolution 5 is passed, the Adviser Options will be excluded in calculating the Company's available Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the 5,000,000 Adviser Options (ending on 13 November 2024).

If Resolution 5 is not passed, the Adviser Options will continue to be included in the calculation of the Company's available Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of the Adviser Options (ending on 13 November 2024).

7.6 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Adviser Options	has the meaning given in Section 7.1.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given in the Listing Rules.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Harvest Technology Group Ltd (ACN 149 970 445).
Constitution	means the constitution of the Company effective from 8 November 2022.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Fully Diluted Basis	means the calculation of the total issued Share capital of the Company on the basis that: <ul style="list-style-type: none">(a) all Options and any other securities capable of exchange for, or conversion into, Shares, and all other arrangements under which the Company is or may be obliged to issue Shares or other securities have been fully exercised or converted; and(b) all Resolutions contained in the Notice have been passed and all Equity Securities the subject of such Resolutions have been issued (and where such Equity Securities are Options, on the basis that such Options have been exercised in accordance with paragraph (a) above).
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.

Lead Manager	means ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital).
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a Related Party; (b) Key Management Personnel; (c) a substantial holder (as that term is defined in the Listing Rules); (d) an advisor; or (e) any Associate of the above persons, who received or will receive Equity Securities in the Company that will constitute more than 1% of the Company's issued capital as at the date of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option to acquire a Share.
Placement Capacity	has the meaning given in Section 3.2.
Placement Option	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice at Annexure A.
Related Party	has the meaning given in the Listing Rules.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1 Placement Share	has the meaning given in Section 3.1.
Tranche 2 Placement Share	has the meaning given in Section 3.1.
Virtual Meeting Guide	means the virtual meeting guide attached to the Notice at Annexure B.

Schedule 2 Recipients of Lead Manager Options and Adviser Options

Column 1	Column 2	Column 3	Column 4
Recipient	Address	Adviser Options issued on 13 November 2023 (see Section 7 above)	Proposed Lead Manager Options to be issued pursuant to Resolution 3 (see Section 5 above)
ACNS Capital Markets Pty Ltd ACN 088 503 208	Po Box 403, Subiaco PO WA 6904	1,000,000	600,000
Epigene Pty Ltd ACN 092 047 562	Po Box 403, Subiaco PO WA 6904	1,600,000	1,760,000
Mr Craig Ian Brown and Mrs Jenny Lee Brown <Craig Ian Brown Super A/C>	Po Box 403, Subiaco PO WA 6904	1,200,000	400,000
Syncopated Pty Limited ACN 008 869 369	16 East Street, East Fremantle WA 6158	1,200,000	240,000
Mr Stuart Leslie Craigie	87 Thompson Street, Williamstown VIC 3016	0	150,000
Mrs Srila Gott	Unit 22 21 Peninsula Drive. Breakfast Point NSW 2137	0	150,000
Mr Nathan Oyet	139 Brampton Dr, Beaumont Hills NSW 2155	0	150,000
Mr Andrew James Barracosa	Unit 5, 59 Kensington Road, Kensington NSW 2033	0	150,000
Anna Carina Pty Ltd ACN 092 162 822 <ANNA CARINA FAMILY A/C>	41 Boondara Road, Mont Albert North VIC 3129	0	1,200,000
Mr Arun Sengupta	31 Polding Rd, Lindfield NSW 2070	0	1,200,000
TOTAL:		5,000,000	6,000,000

Schedule 3 Terms and Conditions of Lead Manager Options

The terms and conditions of the Lead Manager Options are as follows:

- (a) **(Entitlement):** Each Lead Manager Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The Lead Manager Options will expire at 5.00pm (WST) three years from the date of issue. A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price):** Subject to paragraph (i), the amount payable upon exercise of each Lead Manager Option is \$0.03 per Option.
- (d) **(Exercise):** A holder may exercise their Lead Manager Options by lodging with the Company, before the Expiry Date:
 - i) a written notice of exercise of Lead Manager Options specifying the number of Lead Manager being exercised; and
 - ii) an electronic funds transfer for the Exercise Price for the number of Lead Manager Options being exercised,
- (e) **(Exercise Notice):** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Lead Manager Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise):** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Exercise Notice.
- (g) **(Transferability):** The Lead Manager Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
- (h) **(Ranking of Shares):** All Shares allotted upon the exercise of Lead Manager Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.
- (i) **(Reconstruction):** If at any time the issued capital of the Company is reconstructed, all rights of a holder of Lead Manager Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (j) **(Participating rights):** There are no participating rights or entitlements inherent in the Lead Manager Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.
- (k) **(Amendments):** A Lead Manager Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Lead Manager Option can be exercised.

Schedule 4 Terms and Conditions of Placement Options

The terms and conditions of the Placement Options are as follows:

- (a) **(Entitlement):** Each Placement Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The Placement Options will expire at 5.00pm (WST) three years from the date of issue. A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price):** Subject to paragraph (i), the amount payable upon exercise of each Placement Option is \$0.03 per Option.
- (d) **(Exercise):** A holder may exercise their Placement Options by lodging with the Company, before the Expiry Date:
 - i) a written notice of exercise of Placement Options specifying the number of Placement being exercised; and
 - ii) an electronic funds transfer for the Exercise Price for the number of Placement Options being exercised,
- (e) **(Exercise Notice):** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Placement Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise):** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Exercise Notice.
- (g) **(Transferability):** The Placement Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
- (h) **(Ranking of Shares):** All Shares allotted upon the exercise of Placement Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.
- (i) **(Reconstruction):** If at any time the issued capital of the Company is reconstructed, all rights of a holder of Placement Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (j) **(Participating rights):** There are no participating rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.
- (k) **(Amendments):** A Placement Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.

Schedule 5 Terms and Conditions of Adviser Options

The terms and conditions of the Adviser Options are as follows:

- (a) **(Entitlement):** Each Adviser Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The Adviser Options will expire at 5.00pm (WST) on 30 June 2026. An Adviser Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price):** Subject to paragraph (i), the amount payable upon exercise of each Adviser Option is \$0.075 per Option.
- (d) **(Exercise):** A holder may exercise their Adviser Options by lodging with the Company, before the Expiry Date:
 - i) a written notice of exercise of Adviser Options specifying the number of Adviser Options being exercised; and
 - ii) an electronic funds transfer for the Exercise Price for the number of Adviser Options being exercised,
- (e) **(Exercise Notice):** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Adviser Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise):** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Adviser Options specified in the Exercise Notice.
- (g) **(Transferability):** The Adviser Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
- (h) **(Ranking of Shares):** All Shares allotted upon the exercise of Adviser Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.
- (i) **(Reconstruction):** If at any time the issued capital of the Company is reconstructed, all rights of a holder of Adviser Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (j) **(Participating rights):** There are no participating rights or entitlements inherent in the Adviser Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Adviser Options without exercising the Adviser Options.
- (k) **(Amendments):** An Adviser Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Adviser Option can be exercised.

ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

Country

Australia

Post Code

eg. 0123

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you have received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code. e.g. G-ABCDEFG or ABCD

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name *

Last Name *

Email

Company Name

SIGN IN



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

The screenshot shows the top navigation bar with 'Broadcast' selected. Below it, the user's name 'MR JOHN CITIZEN' and '500 Votes' are displayed. There are 'Clip' and 'Slides' buttons. The main area shows a video player with a slide titled 'Corporate Responsibility highlights'.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the 'Vote' tab selected. Under 'Items of Business', there are two items: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

The screenshot shows the 'Q & A' tab selected. There is a large text input field with the placeholder 'Your questions(s)'. Below it, there is a dropdown menu showing '3 Adoption of Remuneration Report'. At the bottom, there is another text input field with the placeholder 'Enter your question here' and a 'Send' button. A character count '24 character(s)' is visible.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

The screenshot shows the 'Documents' tab selected. There are two document options listed: 'Notice of Meeting' and 'Online User Guide'.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.



Harvest Technology Group Ltd
ABN 77 149 970 445

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 183643

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Harvest Technology Group Ltd hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Harvest Technology Group Ltd to be held as a virtual meeting on Tuesday, 16 April 2024 at 1:00pm (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number	Email Address
<input type="text"/>	<input type="text"/>

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

