



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

20 August 2025

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:** 10:00am (AWST) on Wednesday 24 September 2025

**Virtually:** via the following virtual meeting link :  
(<https://meeting.xcend.app/HTGGMSEPT2025>)

### **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.



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If you are eligible to vote at the Meeting, please login to the meeting portal (<https://meeting.xcend.app/HTGGMSEPT2025>) using your SRN/HIN and Postcode/Country. Once logged in click on the “Go to voting” icon to go to the Voting Screen. The resolutions will appear and be available to vote. To cast your vote, simply select For, Against or Abstain and click ‘submit vote’ to submit your vote.

Proxyholders will need to contact the Share Registry, Xcend on +61 2 8591 8509 or [meetings@xcend.co](mailto:meetings@xcend.co), at least 24 hours prior to the General Meeting to obtain proxy 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 10:00am (AWST) on Monday, 22 September 2025 (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 2.0 of the Notice of Meeting and as otherwise instructed by the Chair at the Meeting.

Proxy forms can be lodged:

- Online: <https://investor.xcend.app/sha>
- By mail: Xcend Pty Ltd, PO Box R1905, Royal Exchange NSW 1225, Australia
- By email: scan and email to [meetings@xcend.co](mailto:meetings@xcend.co)
- 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:

**George Lazarou**  
**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:** 10:00am (AWST) on Wednesday, 24 September 2025

**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://meeting.xcend.app/HTGGMSEPT2025>

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 Adviser prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on + 61 8 6370 6370.**

**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 Wednesday, 24 September 2025 at 10:00am (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 8 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***

Shareholders can attend the Meeting online at the following link:

<https://meeting.xcend.app/HTGGMSEPT2025>

The Company's share registry, requires Shareholders to register their attendance in advance through via the virtual meeting portal using the instruction below:

- a) Enter the link <https://meeting.xcend.app/HTGGMSEPT2025> into a web browser or to scan the QR code on the Proxy Form; and
- (b) Shareholders will need their SRN or HIN (which is printed on the top of the Proxy Form) and their postcode.

Once Shareholders have completed registration, a Zoom webinar link details will be provided.

Proxyholders will need to contact the Company's share registry at least 24 hours before the Meeting to obtain proxy login details.

Further information on how to register, participate and vote virtually is set out in the "Online Meeting Guide" on the Proxy Form.

***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 Monday, 22 September 2025 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://meeting.xcend.app/HTGGMSEPT2025>; 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 prior issues of Convertible Notes Under Listing Rule 7.1**

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

*'That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 1,328 Convertible Notes to the parties, for the purpose, and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this meeting.'*

### **Resolution 2 – Ratification of prior issues of Convertible Notes Under Listing Rule 7.1A**

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

*'That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 1,797 convertible notes in the Company to the parties, for the purpose, and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this meeting.'*

### **Resolution 3 – Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes**

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

*'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 26,609,352 fully paid ordinary shares to the parties and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting, in lieu of the payment of \$364,570 in interest accrued on convertible notes issued by the Company on 26 April 2024, 14 August 2024, 6 December 2024 and 13 December 2024.'*

### **Resolution 4 – Ratification of prior issue of Shares to Consultants as consideration for consultancy services**

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

*'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 6,648,107 fully paid ordinary shares to the Consultants and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting, as consideration for consultancy services delivered to the Company.'*

### **Resolution 5 – Ratification of prior issue of Shares to Ms Brooke Edwards in lieu of remuneration**

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

*'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the*

issue by the Company of 772,785 fully paid ordinary shares to Ms Brooke Edwards on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting, in lieu of remuneration for the period from 1 July 2024 to 31 December 2024.'

## **Resolution 6 – Ratification of prior issue of Shares and Options to Alto Capital**

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

*'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) and its nominees of a total of 23,904,762 fully-paid ordinary shares at an issue price of \$0.00001 per share and 22,000,000 options, each exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of \$0.02 per option and expiring on 22 January 2028 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting .'*

## **Resolution 7 – Approval for issue of Shares to Spark Plus Pte Ltd**

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

*"That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue by the Company of up to 1,875,000 fully paid ordinary shares to Spark Plus Pte Ltd (or its nominees) on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting."*

## **Resolution 8 – Approval to issue Shares and Options on Conversion of Convertible Notes**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve issue by the Company of up to 32,647,406 fully-paid ordinary shares and 32,647,406 options, 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 expiring on the second anniversary of their date of issue, to noteholders on conversion of convertible notes issued by the Company on 7 July 2025 on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting."*

## **Resolution 9 – Approval of Loan Funded Share Plan**

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

*"That, for the purposes of Listing Rule 7.2 (Exception 13(b)), sections 200B, 200E, 257B(1), 257C(1) and 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the Loan Funded Share Plan and the grant of Incentive Shares under the Loan Funded Share Plan be approved on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting."*

## **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 any person who participated in the Convertible Note issuance contemplated in Resolution 1, or any of their respective Associates;
- (b) **Resolution 2:** by or on behalf of any person who participated in the Convertible Note issuance contemplated in Resolution 2, or any of their respective Associates;
- (c) **Resolution 3:** by or on behalf of any person who participated in the Share issue contemplated in Resolution 3, or any of their respective Associates;
- (d) **Resolution 4:** by or on behalf of the Consultants, or any of their respective Associates;
- (e) **Resolution 5:** by or on behalf of Brooke Edwards, or any of her Associates;
- (f) **Resolution 6:** by or on behalf of the Adviser, or any of its Associates; and
- (g) **Resolution 7:** by or behalf of Spark Plus Pte Ltd (or any nominee of Spark Plus Pte Ltd to whom the Shares contemplated in Resolution 7 are issued), any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 7 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (h) **Resolution 8:** by or on behalf of any person to whom Shares or Options are proposed to be issued under Resolution 8 upon conversion of the relevant Convertible Notes, any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (i) **Resolution 9:** by or on behalf of a person who is eligible to participate in the Loan Funded Share Plan contemplated in Resolution 9, any member of the Company's Key Management Personnel, a Closely Related Party (e.g. spouse, child or other dependent) of any such member, or any Associate of those persons.

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 that Resolution, in accordance with directions given to the proxy or attorney to vote on that Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on that Resolution, in accordance with a direction given to the Chair to vote on that Resolution as the Chair decides and, in the case of Resolution 9, the appointment expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with the remuneration of the Key Management Personnel; 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 that Resolution; and
  - ii. the holder votes on that Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**

**George Lazarou**  
Company Secretary  
Harvest Technology Group Ltd  
Dated: 20 August 2025

**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://meeting.xcend.app/HTGGMSEPT2025> on Wednesday 24 September 2025 at 10:00am (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	Resolutions 1 and 2 – Ratification of prior issues of Convertible Notes Under Listing Rule 7.1 and Listing Rule 7.1A
Section 4	Resolution 3 – Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes
Section 5	Resolution 4 – Ratification of prior issue of Shares issued to Consultants as consideration for consultancy services
Section 6	Resolution 5 – Ratification of prior issue of Shares to Ms Brooke Edwards in lieu of remuneration
Section 7	Resolution 6 – Ratification of prior issue of Shares and Options to Alto Capital
Section 8	Resolution 7 - Approval for issue of Shares to Spark Plus Pte Ltd
Section 9	Resolution 8 - Approval to issue Shares and Options on Conversion of Convertible Notes
Section 10	Resolution 9 - Approval of Loan Funded Share Plan
Schedule 1	Definitions
Schedule 2	Summary of Convertible Note terms (Resolutions 1 and 2)
Schedule 3	Recipients of Shares issued in lieu of interest payments (Resolution 3)
Schedule 4	Details of Consultants Shares (Resolution 4)

Schedule 5	Details of Adviser Shares & Adviser Options (Resolution 6)
Schedule 6	Terms and conditions of Adviser Options (Resolution 6)
Schedule 7	Summary of 2025 Convertible Note Deed Poll terms (Resolution 8)
Schedule 8	Summary of Conversion Option terms (Resolution 8)
Schedule 9	Summary of Loan Funded Share Plan terms (Resolution 9)
Schedule 10	Summary of Loan terms (Resolution 9)

## 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.

### 2.0 **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://meeting.xcend.app/HTGGMSEPT2025>.

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.

### 2.1 **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.

## **2.2 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.

## 2.3 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.

## 2.4 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. Without limiting the above, where you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on Resolution 9 (except where you have indicated a different voting intention on your Proxy Form), even though Resolution 9 is connected directly or indirectly with remuneration of members of the Company's Key Management Personnel.

## 2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [investor@harvest-tech.com.au](mailto:investor@harvest-tech.com.au) by Monday 1 September 2025.

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. Resolutions 1 and 2 – Ratification of prior issues of Convertible Notes under Listing Rule 7.1 and 7.1A

## 3.0 General

Over the last 10 months, the Company has been raising capital through the issuance of convertible notes at an issue price of \$1,000 per note (each, a **Convertible Note**), for the purpose of strengthening the Company's balance sheet and supporting business operations.

The Company appointed ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital (**Adviser**)) to assist with the capital raise and provide other corporate advisory services.

Relevantly:

- (a) On 22 October 2024, the Company announced that it had secured commitments to raise \$2.05 million through the issuance of 2,050 Convertible Notes (**October 2024 Notes**).

1,228 of these Convertible Notes were issued without Shareholder approval on 6 December 2024 in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1, and 822 of these Convertible Notes were issued without Shareholder approval on 6 December 2024 in reliance on the Company's Additional 10% Placement Capacity under Listing Rule 7.1A;

- (b) On 18 November 2024, the Company announced that it had secured commitments to raise a further \$975,000 through the issuance of 975 Convertible Notes (**November 2024 Notes**).

These Convertible Notes were issued without Shareholder approval on 13 December 2024 in reliance on the Company's Additional 10% Placement Capacity under Listing Rule 7.1A; and

- (c) on 11 March 2025, the Company announced that it had secured commitments to raise a further \$100,000 through the issuance of 100 Convertible Notes (**March 2025 Notes**).

These Convertible Notes were issued without Shareholder approval on 12 March 2025 in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company intends to seek Shareholder ratification under Listing Rule 7.4 in respect of the issue of all 3,125 of the Convertible Notes contemplated above which, if approved, will restore approximately 7.2% and 9.8% respectively of the Company's placement capacity under Listing Rule 7.1 and 7.1A.

### 3.1 Application of Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 limits the number of Equity Securities (which includes options and convertible securities) that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period (**15% Placement Capacity**), subject to certain limited exceptions.

Under Listing Rule 7.1A, an eligible entity can increase its capacity to issue Equity Securities by an additional 10% of the Company's total issued share capital, by obtaining approval from its members, by way of a special resolution passed at its annual general meeting. The Company obtained such approval at its 2024 annual general meeting. Therefore, the Company may, in addition to its 15% Placement Capacity, issue or agree to issue Equity Securities totalling up to 10% of its issued capital at the time of issue or agreement, over a period ending no later than 19 November 2025, being 12 months after its last annual general meeting at which such approval was obtained (**Additional 10% Placement Capacity**),

The issues of the Convertible Notes contemplated in Resolutions 1 and 2 did not qualify under any of the exceptions to the 15% Limit under Listing Rule 7.1 and, accordingly, was issued in reliance on the Company's placement capacity under Listing Rules 7.1 and 7.1A without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 7.2% and the Company's Additional 10% Placement Capacity under Listing Rule 7.1A by approximately 9.8% in total.

ASX Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made in accordance with Listing Rule 7.1 or 7.1A without shareholder approval. Once ratified, the issue is taken to have been approved under ASX Listing Rule 7.1, thereby allowing the company's capacity to issue further Equity Securities equal to the number of Equity Securities ratified, without shareholder approval, in reliance on the Company's placement capacity under Listing Rule 7.1 or 7.1A (as applicable).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, Resolutions 1 and 2 seeks Shareholder approval to ratify the issue of Convertible Notes under and for the purposes of ASX Listing Rule 7.4 as follows:

- (a) 1,328 Convertible Notes issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1; and
- (b) 1,797 Convertible Notes issued pursuant to the Company's Additional 10% Placement Capacity under Listing Rule 7.1A.

### 3.2 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolution 1 pursuant to ASX Listing Rule 7.5:

Number and class of securities issued	<p>(a) Resolution 1 relates to 1,328 Convertible Notes issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1; and</p> <p>(b) Resolution 2 relates to 1,797 Convertible Notes issued pursuant to the Company's Additional 10% Placement Capacity under Listing Rule 7.1A.</p>
Name of recipients or basis on which persons were identified	<p>The Convertible Notes the subject of Resolutions 1 and 2 were issued to sophisticated and wholesale investors identified by the Adviser. In determining allocations, the Adviser preferred allocations to existing Shareholders but otherwise conducted a bookbuilding process customary for capital raisings of this nature.</p> <p>The Convertible Notes were not issued to any Material Investors of the Company. One of the recipients of the Convertible Notes is a Material Investor of the Company, namely, Skyline Corporation Pty Ltd, as it was issued more than 1% of the Company's issued capital as at the date of issue of the Convertible Notes, and it is a substantial shareholder of the Company.</p>
Date securities were issued	<p>(a) Resolution 1 relates to 1,228 Convertible Notes issued on 6 December 2024 and 100 Convertible Notes issued on 12 March 2025.</p> <p>(b) Resolution 2 relates to 822 Convertible Notes issued on 6 December 2024 and</p>

	975 Convertible Notes issued on 12 March 2025.
Issue price	<p>The Convertible Notes the subject of Resolutions 1 and 2 were issued at an issue price of \$1,000 each. The Company received a total of:</p> <p>(a) \$1,328,000 from the issue of the Convertible Notes contemplated under Resolution 1; and</p> <p>(b) \$1,797,000 from the issue of the Convertible Notes contemplated under Resolution 2.</p>
Purpose of issue	The Convertible Notes the subject of Resolutions 1 and 2 were issued to raise further capital to strengthen the Company's balance sheet and support general business operations. The proceeds of the issues have been and will continue to be used for general working capital purposes.
Material terms of securities	A summary of the terms of the Convertible Notes are set out at Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to Resolutions 1 and 2 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

### 3.3 Effect of Resolution 1 being passed or not passed

If Resolution 1 is passed, 1,328 Convertible Notes will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Convertible Notes by approximately 6.64% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 1 is not passed, 1,328 Convertible Notes will be included in calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Convertible Notes by approximately 6.64% based on the total issued share capital of the Company as at the date of this Notice. As at the date of

this Notice, the Company has utilised 94.72% of its 15% Placement Capacity under Listing Rule 7.1.

### **3.4 Effect of Resolution 2 being passed or not passed**

If Resolution 2 is passed, 1,797 Convertible Notes will be excluded in calculating the Company's Additional 10% Placement Capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of those Convertible Notes by approximately 8.99% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 2 is not passed, 1,797 Convertible Notes will be included in calculating the Company's Additional 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of those Convertible Notes by approximately 8.99% based on the total issued share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 98.09% of its Additional 10% Placement Capacity under Listing Rule 7.1A.

### **3.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

## **4. Resolution 3 – Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes**

### **4.0 General**

In the period from April 2024 to January 2025 a total of \$364,570 in interest accrued on the Convertible Notes issued by the Company on 26 April 2024, 14 August 2024, 6 December 2024 and 13 December 2024. By agreement of the relevant noteholders, the Company satisfied its obligations to pay that interest by issuing a total of 26,609,352 Shares on 25 October 2024, 31 December 2024 and 7 January 2025 at the deemed issue prices set out in Schedule 3, without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company intends to seek Shareholder ratification under Listing Rule 7.4 in respect of the issue of all 26,609,352 of the Shares contemplated above which, if approved, will restore approximately 3.19% of the Company's 15% Placement Capacity under Listing Rule 7.1.

### **4.1 Application of Listing Rules 7.1 and 7.4**

As noted in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders over any 12 month period to the 15% Placement Capacity, subject to certain limited exceptions.

The issue of the Shares contemplated in Resolution 3 did not qualify under any of the exceptions to the 15% Placement Capacity under Listing Rule 7.1 and, accordingly, was issued in reliance on the Company's placement capacity under Listing Rule 7.1 without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 3.19%.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made in accordance with Listing Rule 7.1

without Shareholder approval. Once ratified, the issue is taken to have been approved under Listing Rule 7.1, thereby allowing the Company to issue further Equity Securities equal to the number of Equity Securities ratified, without Shareholder approval, in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval to ratify the issue of 26,609,352 Shares in lieu of interest payments on Convertible Notes under and for the purposes of ASX Listing Rule 7.4.

#### 4.2 **Specific information required by Listing Rule 7.5**

The Company provides the following information with respect to Resolution 3 pursuant to ASX Listing Rule 7.5:

Number and class of securities issued	26,609,352 fully paid ordinary shares ( <b>Shares</b> ).
Name of recipients or basis on which persons were identified	The recipients of the Shares the subject of Resolution 3 are set out at Schedule 3 ( <b>Noteholders</b> ).
Date securities were issued	Of the 26,609,352 Shares the subject of Resolution 3:  (a) 26,456,176 Shares were issued on 25 October 2024;  (b) 43,898 Shares were issued on 31 December 2024; and  (c) 109,278 Shares were issued on 7 January 2025.
Issue Price	The Shares the subject of Resolution 3 were issued for nil cash consideration, at the deemed issue prices set out in Schedule 3. The Company has not and will not receive any cash funds for the issue of these Shares.
Purpose of issue	The Shares the subject of Resolution 3 were issued in lieu of interest accrued on Convertible Notes issued by the Company that would otherwise have been payable by the Company to the Noteholders set out in Schedule 3.

Material terms of agreement	A summary of the terms of the Convertible Notes to which this Resolution 3 relates, are set out at Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to Resolution 3 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

#### 4.3 **Effect of Resolution 3 being passed or not passed**

If Resolution 3 is passed, the 26,609,352 Shares in lieu of interest payments on Convertible Notes will be excluded in calculating the Company's 15% Placement Capacity and Additional 10% Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Shares by approximately 2.93% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 3 is not passed, the 26,609,352 Shares in lieu of interest payments on Convertible Notes will be included in calculating the Company's 15% Placement Capacity and Additional 10% Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Shares by approximately 2.93% in total based on the total issued share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 94.72% of its 15% Placement Capacity.

#### 4.4 **Board recommendation**

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

### 5. **Resolution 4 – Ratification of prior issue of Shares issued to Consultants as consideration for consultancy services**

#### 5.0 **General**

The Company received consulting services from the consultants listed in Schedule 4 (**Consultants**) between November 2024 to April 2025. In consideration for these services, the Company issued a total of 6,648,107 Shares in the proportions set out in Schedule 4 to each Consultant (**Consultants Shares**), as part consideration for their services.

The Consultants Shares were issued at the deemed issue prices set out in Schedule 4, which represented the 10 or 20 day VWAP, as specified in Schedule 4, of the Company's Shares traded prior to the invoice date.

Relevantly:

- (a) on 13 November 2024, the Company issued a total of 2,860,013 Consultant Shares without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1;

- (b) on 13 February 2025, the Company issued 778,897 Shares to Consultants without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1; and
- (c) on 8 April 2025, the Company issued 3,009,197 Shares to Consultants without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company intends to seek Shareholder ratification under Listing Rule 7.4 in respect of the issue of all 6,648,107 Shares contemplated above which, if approved, will restore approximately 0.80% of the Company's placement capacity under Listing Rules 7.1.

## 5.1 Application of Listing Rules 7.1 and 7.4

As detailed in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders within any 12 month period to the 15% Placement Capacity, subject to certain limited exceptions.

The issues of the Consultants Shares contemplated in Resolution 4 did not qualify under any of the exceptions to Listing Rule 7.1 as set out in Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's placement capacity under Listing Rule 7.1 without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 0.80% for the 12 month period following the date of issue.

As noted in Section 3.1 above, Listing Rule 7.4 allows the shareholders of a listed company to ratify a previous issue of equity securities made without Shareholder approval under Listing Rule 7.1 provided that the previous issue did not breach the conditions of that Listing Rule. The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to ratify the issue of 6,648,107 Consultants Shares to Consultants under and for the purposes of Listing Rule 7.4, pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1.

## 5.2 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolution 4 pursuant to Listing Rule 7.5:

Number and class of securities issued	6,648,107 fully paid ordinary shares ( <b>Consultant Shares</b> ).
Name of recipients or basis on which persons were identified	<p>The Consultant Shares were issued to the following Consultants that had provided consulting services to the Company in the proportions set out at Schedule 4:</p> <p>(a) Hugh Rohan Bickerstaff ATF The Bickerstaff Family A/C ;</p> <p>(b) Emmanuel Investment Holdings Pty Ltd ATF Loh Family A/C;</p>

	<p>(c) CTO Connect Ireland Limited;</p> <p>(d) Colm Mulcahy; and</p> <p>(e) Rich Marine Limited,</p> <p>(together, the <b>Consultants</b>).</p>
Date securities were issued	<p>(a) 2,860,013 Consultants Shares were issued on 13 November 2024;</p> <p>(b) 778,897 Consultants Shares were issued on 13 February 2025; and</p> <p>(c) 3,009,197 Consultants Shares were issued on 8 April 2025,</p> <p>as further detailed in Schedule 4.</p>
Issue Price (or other consideration)	<p>The Consultant Shares were issued for nil cash consideration, at the deemed issue prices outlined in Schedule 4, and as part consideration for the consulting services provided by the Consultants.</p> <p>The Company has not and will not receive any cash funds for the issue of the Consultant Shares.</p>
Purpose of issue	<p>The Consultant Shares were issued in part consideration of the consulting services provided by the Consultants to the Company.</p>
Material terms of agreement	<p>Other than as disclosed in this Section 5 and Schedule 4 below, there are no other material terms associated with the issue of the Consultant Shares the subject of Resolution 4.</p>
Voting exclusion statement	<p>A voting exclusion statement applies to Resolution 4 and has been included in the Notice of meeting preceding this Explanatory Memorandum.</p>

### 5.3 Effect of Resolution 4 being passed or not passed

If Resolution 4 is passed, the 6,648,107 Consultants Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rules 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month

period following the issue date of those Consultant Shares by approximately 0.73% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 4 is not passed, the 6,648,107 Consultants Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rules 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Consultants Shares by approximately 0.73% in total based on the total issued share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 94.72% of its 15% Placement Capacity.

#### 5.4 **Board recommendation**

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

### 6. **Resolution 5 – Ratification of prior issue of Shares to Ms Brooke Edwards in lieu of remuneration**

#### 6.0 **General**

Resolution 5 seeks Shareholder approval to ratify the prior issue of 772,785 fully paid ordinary shares in the Company to Ms Brooke Edwards, the Director of Corporate Services of Group, on 13 February 2025 in lieu of remuneration (**Remuneration Shares**).

To conserve the cash resources of the Company, Ms Brooke Edwards voluntarily elected to receive the Remuneration Shares in lieu of \$13,454 in her cash remuneration for the period 1 July 2024 to 31 December 2024.

The Remuneration Shares were issued at a deemed issue price of \$0.017409 per Share, representing the VWAP of the Company's Shares traded in the period between 1 July 2024 to 31 December 2024 (both inclusive).

The Company intends to seek Shareholder ratification under Listing Rule 7.4 in respect of the issue of all 772,785 Remuneration Shares contemplated above which, if approved, will restore approximately 0.09% of the Company's placement capacity under Listing Rules 7.1.

#### 6.1 **Application of Listing Rules 7.1 and 7.4**

As detailed in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders within any 12 month period to the 15% Placement Capacity and the Additional 10% Placement Capacity, subject to certain limited exceptions.

The issue of the Remuneration Shares to Ms Brooke Edwards does not fit within any of the exceptions to Listing Rule 7.1 and accordingly, was issued in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1 without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 0.09% for the 12 month period following the date of issue.

As noted in Section 3.1 above, Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made in accordance with Listing Rule 7.1 without Shareholder approval. Once ratified, the issue is taken to have been approved under Listing Rule 7.1, thereby allowing the Company to issue further Equity Securities equal to the number of Equity Securities ratified, without shareholder approval, in reliance on the Company's 15% Placement Capacity.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval to ratify the issue of 772,785 Remuneration Shares to Ms Brooke Edwards under and for the purposes of Listing Rule 7.4.

## 6.2 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolution 5 pursuant to Listing Rule 7.5:

Number and class of securities issued	772,785 fully paid ordinary shares <b>(Remuneration Shares)</b>
Name of recipients or basis on which persons were identified	Ms Brooke Edwards
Date securities were issued	13 February 2025
Issue price (or other consideration)	<p>The Remuneration Shares were issued for nil cash consideration, at a deemed issue price was \$0.017409 per Remuneration Share.</p> <p>The Company has not and will not receive any cash funds for the issue of the Remuneration Shares.</p>
Purpose of the issue	<p>The purpose of the issue of the Remuneration Shares is to preserve the cash reserves of the Company and reduced cash remuneration otherwise payable by the Company to Ms Brooke Edwards for the period 1 July 2024 to 31 December 2024 by \$13,454. The cash preserved pursuant to the issue of the Remuneration Shares in lieu of the remuneration payable to Ms Brooke Edwards, will be applied for the Company's general working capital.</p>
Other material terms of agreement	Other than as disclosed in this Section 6.2, there are no other material terms associated with the issue of the Remuneration Shares the subject of Resolution 5.
Voting exclusion statement	A voting exclusion statement applies to Resolution 5 and is included in the Notice of

	meeting preceding this Explanatory Memorandum.
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### 6.3 Effect of Resolution 5 being passed or not passed

If Resolution 5 is passed, the 772,785 Remuneration Shares issued in lieu of remuneration to Ms Brooke Edwards will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Remuneration Shares by approximately 0.08% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 5 is not passed, the 772,785 Remuneration Shares issued in lieu of remuneration to Ms Brooke Edwards will be included in calculating the Company's 15% Placement Capacity under Listing Rules 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Remuneration Shares by approximately 0.08% in total based on the total issued share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 94.72% of its 15% Placement Capacity.

### 6.4 Board recommendation

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

## 7. Resolution 6 – Ratification of prior issue of Shares and Options to Alto Capital

### 7.0 General

On 11 October 2024, the Company entered into a Corporate Advisory Mandate with Alto Capital (**Adviser**) to act as a non-exclusive corporate adviser in respect of the provision of ongoing corporate and strategic advice to the Company (**Corporate Advisory Mandate**). The Corporate Advisory Mandate also contemplated a capital raising of up to \$2 million (**Capital Raising**).

Pursuant to the terms of the Corporate Advisory Mandate, the Company agreed, amongst other things, to issue to the Adviser (or its nominees) the following as part consideration for the Adviser's services:

- (a) 23,904,762 Shares on 25 October 2024 (**Adviser Shares**); and
- (b) 22,000,000 Options on 23 January 2025, exercisable at \$0.02 each and expiring on 23 January 2028, being 36 months from their date of issue (**Adviser Options**).

On 25 October 2024, the Company issued the Adviser Shares and on 23 January 2025, the Company issued the Adviser Options to the Adviser and its nominees in accordance with the Corporate Advisory Mandate, and in consideration for Advisory services provided by the Adviser. The Adviser Shares and Adviser Options were issued without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of: the Adviser Shares and Adviser Options which, if approved, will restore approximately 5.5% of the Company's 15% Placement Capacity under Listing Rule 7.1.

## 7.1 **Material terms of the Corporate Advisory Mandate**

Pursuant to the Corporate Advisory Mandate dated 11 October 2024, the Company appointed the Adviser as a non-exclusive corporate adviser to provide corporate strategic advice, identify and evaluate potential investors, review and comment on investor presentations, evaluate potential acquisitions, assist with shareholder relations and capital structure and market related advice, and provide other similar services the Company may require from time to time.

The engagement is for a term of 24 months, and may be terminated earlier by mutual agreement initiated by 3 months' notice from either party.

In consideration for the Adviser's services, the Company agreed to:

- (a) issue the Adviser (or its nominees) with a total of:
  - (i) 23,904,762 Adviser Shares, at a price of \$0.00001 (excluding GST) each, upon execution of the Corporate Advisory Mandate; and
  - (ii) 22,000,000 Adviser Options, at a price of \$0.0001 (excluding GST) each, upon the Company successfully raising \$2 million.

Each Adviser Option is exercisable into 1 Share at a price of \$0.02 per Option for a period of 3 years from their date of issue;
- (b) in respect of the Capital Raising, pay the Adviser:
  - (i) a success fee of 6.0% of the total capital raised for the Company; and
  - (ii) a management fee of 1.0% on all funds raised for the Company where the Adviser assists in coordinating the raising of such funds;
- (c) grant the Adviser a right to participate in up to 25% of the funds raised in any capital raising;
- (d) a fee of 8.0% on funds raised under the Company's 2025 R&D Loan Note, of which 6.0% would be payable in cash and the balance 2.0% satisfied by way of the issue of Shares at a deemed issue price equal to the 10 day VWAP of the Company's Shares as at 28 August 2024; and
- (e) reimburse the Adviser for all out-of-pocket expenses reasonably incurred in respect of its engagement under the Corporate Advisory Mandate.

Under the mandate, the Company indemnifies the Adviser against all claims, liabilities, losses and expenses which the Adviser or its directors, employees and agents may incur in connection with the mandate and releases the Adviser from all direct or indirect liability in connection with the mandate, except to the extent that any such liability is judicially determined to have resulted from a breach of law or contract by the Adviser.

## 7.2 **Application of Listing Rules 7.1 and 7.4**

As detailed in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders within any 12 month period to the 15% Placement Capacity and the Additional 10% Placement Capacity, subject to certain limited exceptions.

The issue of the Adviser Shares and Adviser Options did not qualify under any of the exceptions to the Company's 15% Placement Capacity under Listing Rule 7.1 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 5.5% for the 12-month period following the date of issue.

As noted in Section 3.1 above, Listing Rule 7.4 allows the shareholders of a listed company to ratify a previous issue of Equity Securities after it has been made or agreed to be made in accordance with Listing Rule 7.1 without Shareholder approval. Once ratified, the issue is taken to have been approved under Listing Rule 7.1, thereby allowing the Company to issue further Equity Securities without Shareholder approval, in reliance on the Company's 15% Placement Capacity.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval to ratify the issue of 23,904,762 Adviser Shares and 22,000,000 Adviser Options under and for the purposes of Listing Rule 7.4.

### 7.3 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolution 6 pursuant to Listing Rule 7.5:

Identity of the persons to whom securities were issued	The Adviser Shares and Adviser Options were issued to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) ( <b>Adviser</b> ) and its nominees in the proportions set out at Schedule 5. Two of the recipients of the Adviser Shares and Adviser Options are Material Investors of the Company, namely, Epigene Pty Ltd and Kyriaco Barber Pty Ltd as they were issued more than 1% of the Company's issued capital as at the date of issue of the Adviser Shares and Adviser Options, and they are Associates of the Adviser who is an adviser to the Company.
Number and class of securities issued	(a) The Adviser Shares comprises of 23,904,762 fully paid ordinary shares in the capital of the Company.  (b) The Adviser Options comprises of 22,000,000 Options exercisable into Shares.
Material terms of securities	Each Adviser Share is a fully-paid ordinary share in the issued capital of the Company.

	<p>Each Adviser Option is exercisable into one fully paid ordinary share in the issued capital of the Company on or before 22 January 2028 at an exercise price of \$0.02 each. The Adviser Options are transferrable and are not quoted on the ASX.</p> <p>The terms of issue of the Adviser Options are set out at Schedule 5 of this Notice of Meeting and Explanatory Memorandum.</p>
Date securities were issued	<p>(a) The Adviser Shares were issued on 25 October 2024.</p> <p>(b) The Adviser Options were issued on 23 January 2025</p>
Issue Price (or other consideration)	<p>The Adviser Shares and Adviser Options were issued at an issue price of \$0.0001 (excluding GST) each, being \$4,590 (excluding GST) in total.</p> <p>Upon exercise of all of the Adviser Options, the Company will receive a total of \$440,000.</p>
Purpose of the issue	<p>The Adviser Shares and Adviser Options were issued as part consideration for corporate advisory services provided by the Adviser to the Company under the Corporate Advisory Mandate. The cash amount received by the Company (\$4,590) was used for the Company's general working capital.</p> <p>The funds raised from the exercise of the Adviser Options is currently proposed to be used for general working capital.</p>
Other material terms of agreement	<p>Please refer to Section 7.2 for a summary of the material terms of the Corporate Advisory Mandate.</p>
Voting exclusion statement	<p>A voting exclusion statement applies to Resolution 6 and is included in the Notice of meeting preceding this Explanatory Memorandum.</p>

#### **7.4 Effect of Resolution 6 being passed or not passed**

If Resolution 6 is passed, the 23,904,762 Adviser Shares and 22,000,000 Adviser Options will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Adviser Shares and Adviser Options by approximately 5.05% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 6 is not passed, the 23,904,762 Adviser Shares and 22,000,000 Adviser Options will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Adviser Shares and Adviser Options by approximately 5.05% in total based on the total issued share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 94.72% of its 15% Placement Capacity.

#### **7.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 6.

### **8. Resolution 7 – Approval for issue of Shares to Spark Plus Pte Ltd**

#### **8.0 General**

Resolution 7 seeks Shareholder approval for the issue of 1,875,000 Shares to Spark Plus Pte Ltd (**Spark Plus**) or its nominees in part consideration for the provision of corporate advisory services by Spark Plus to the Company under a mandate agreement dated 13 June 2025 (**Spark Mandate**).

Pursuant to the Spark Mandate, Spark Plus agreed to provide corporate advisory services to the Company on a non-exclusive basis for a period of 6 months ending 13 December 2025. \$2,500 per month in cash fees are also payable to Spark Plus under the Spark Mandate.

Resolution 7 seeks Shareholder approval for the issue of the 1,875,000 Shares to Spark Plus in consideration for the corporate advisory services provided by Spark Plus to the Company.

#### **8.1 Application of Listing Rule 7.1**

As detailed in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders over any 12 month period to the 15% Placement Capacity and the Additional 10% Placement Capacity, subject to certain limited exceptions.

The proposed issue of the Spark Mandate Shares does not fall within any of the exceptions to Listing Rule 7.1. Accordingly, Resolution 7 seeks Shareholder approval for the issue of 1,875,000 Shares to Spark Plus (or its nominees) under and for the purposes of Listing Rule 7.1.

#### **8.2 Specific information required by Listing Rule 7.3**

The Company provides the following information with respect to Resolution 7 pursuant to Listing Rule 7.3:

Number and class of securities to be issued	A total of 1,875,000 fully-paid ordinary shares in the capital of the Company is proposed to be issued under Resolution 7 ( <b>Spark Mandate Shares</b> ).
Name of recipient	The Spark Mandate Shares are proposed to be issued to Spark Plus Pte Ltd (or its nominees).
Date by which securities will be issued	The Spark Mandate Shares will be issued no later than 3 months after the date of the Meeting.
Issue price (or other consideration)	<p>The Spark Mandate Shares are to be issued for nil cash consideration, at a deemed issue price of \$0.016 per Share.</p> <p>The Company has not and will not receive any cash funds for the issue of the Spark Mandate Shares.</p>
Purpose of the issue	The Spark Mandate Shares are proposed to be issued in part consideration for the provision of corporate advisory services by Spark Plus to the Company under the Spark Mandate.
Material terms of agreement	Other than as disclosed in Section 8.0 and this Section 8.2, there are no other material terms associated with the proposed issue of the Spark Mandate Shares or the Spark Mandate.
Voting exclusion statement	A voting exclusion statement applies to Resolution 7 and is included in the Notice of Meeting preceding this Explanatory Memorandum.

### 8.3 Effect of Resolution 7 being passed or not passed

If Resolution 7 is passed, the Company will be able to issue 1,875,000 Spark Mandate Shares to fulfill its obligations with Spark Plus and these Spark Mandate Shares will be excluded in calculating the Company's 15% Placement Capacity and Additional 10% Placement Capacity under Listing Rules 7.1 and 7.1A respectively. This effectively increases the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period

following the issue date of those Spark Mandate Shares by approximately 0.21% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 7 is not passed, it is the intention of the Board that the Company will not proceed with the issue of the 1,875,000 Spark Mandate Shares and will instead, pay Spark Plus a cash fee of \$30,000 in lieu of those Shares.

#### 8.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 7.

### 9. **Resolution 8 – Approval to issue Shares and Options on Conversion of Convertible Notes**

#### 9.0 **General**

On about 7 July 2025, the Company issued Convertible Notes with an aggregate face value of \$500,000 (**Convertible Notes**) to certain sophisticated and professional investors (**Noteholders**).

Under the terms of issue of those Convertible Notes, each Convertible Note is convertible into 1 Share at a conversion price of \$0.016 (**Conversion Share**) and 1 Option for every 1 new Conversion Share (**Conversion Option**), subject to Shareholder approval. In the event that Shareholder approval is not obtained for the conversion of the Convertible Notes, the face value and interest accrued will be repayable in cash at maturity.

A summary of the material terms and conditions of the convertible notes deed poll pursuant to which the Convertible Notes were issued, is set out in Schedule 7. The terms and conditions of the Conversion Options are also summarised at Schedule 8.

Resolution 8 seeks Shareholder approval under Listing Rule 7.1 for the Company to convert the Convertible Notes set out in the table below and issue an aggregate of 32,647,406 Conversion Shares and 32,647,406 Conversion Options to the Noteholders, in the following proportions:

Noteholder	Convertible Notes	Conversion Shares <sup>1</sup>	Conversion Options <sup>1</sup>
Birladd Pty Ltd	25	1,632,370	1,632,370
C & H Lai Super Pty Ltd ATF Lai Superannuation Fund A/C	50	3,264,741	3,264,741
Campbell Super Holdings Pty Ltd ATF The Campbell Super Fund A/C	50	3,264,741	3,264,741

Noteholder	Convertible Notes	Conversion Shares <sup>1</sup>	Conversion Options <sup>1</sup>
Fonata Pty Ltd ATF Knight Family A/C	100	6,529,481	6,529,481
Mr Craig Martin Gee and Mrs Nicola Sally Gee ATFG Five Super Fund A/C	50	3,264,741	3,264,741
Mr Aivars Strazdins and Ms Diane Jeanette Thorley ATF For Every Free Super Fund A/C	75	4,897,111	4,897,111
Syncopated Pty Ltd	25	1,632,370	1,632,370
Mr Kyle Andrew Timms and Mrs Heather Ann Timms ATF KA & HA Timms Super Fund A/C	60	3,917,689	3,917,689
Timms Group Pty Ltd	40	2,611,792	2,611,792
WJK Investments Pty Ltd	25	1,632,370	1,632,370

<sup>1</sup>Includes the accrued interest that is capitalised in calculating the Conversion Shares and Conversion Options.

## 9.1 Application of Listing Rules 7.1 and 7.4

As detailed in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders over any 12

month period to the 15% Placement Capacity and the Additional 10% Placement Capacity, subject to certain limited exceptions.

The proposed issue of the Conversion Shares and Conversion Options does not fall within any of the exceptions to Listing Rule 7.1. Further, the proposed issue of the Conversion Shares and Conversion Options.

The Convertible Notes contemplated in Section 9.0 was issued without Shareholder approval in reliance on the exception to Listing Rule 7.1 under Listing Rule 7.2 (Exception 17), which relevantly requires that on conversion of those Convertible Notes, the issue of those Conversion Shares and Conversion Options be approved by Shareholders under Listing Rule 7.1.

Resolution 8 seeks approval for the issue of up to 32,647,406 Conversion Shares and 32,647,406 Conversion Options for the purpose of Listing Rule 7.1 and Listing Rule 7.2 (Exception 17).

## 9.2 **Specific information required by Listing Rule 7.3**

The Company provides the following information with respect to Resolution 8 pursuant to Listing Rule 7.3:

Name of proposed recipients	The Conversion Shares and Conversion Options are proposed to be issued to the Noteholders (or their nominees) as set out in Section 9.0.
Number and class of securities to be issued	<p>The Conversion Shares comprise 32,647,406 fully paid ordinary shares in the issued capital of the Company.</p> <p>The Conversion Options comprise 32,647,406 Options.</p> <p>Each Conversion Option is exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of \$0.03 per Option and expiring on the second anniversary of their date of issue.</p> <p>The terms and conditions of the Conversion Options are summarised at Schedule 8.</p>
Date by which securities will be issued	If Resolution 8 is approved, the Company expects to issue the Conversion Shares and Conversion Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Conversion Shares and Conversion Options later than the Maturity Date of the Convertible Notes, being 7 October 2025, if approved.

Issue Price	If Resolution 8 is approved, the Conversion Shares and Conversion Options will be issued for nil cash consideration. The Conversion Shares will be issued on conversion of the Convertible Notes at a conversion price of \$0.016 and the Conversion Options will be issued for nil additional cash consideration. The Company will not receive any other consideration in respect of the issue of the Conversion Shares or the Conversion Options.
Purpose of issue, including the intended use of any funds raised by the issue	<p>The purpose of the issue of the Conversion Shares and Conversion Options is to enable the Company to satisfy its obligations to convert the Convertible Notes contemplated in Section 9.0, in accordance with their terms of issue.</p> <p>Funds raised under the Convertible Notes have and will be applied towards additional general working capital to support the Company's ongoing operations and strategic initiative.</p>
Summary of material terms of agreement to issue	A summary of the material terms of the convertible note deed poll to which the Convertible Notes the subject of Resolution 8 relate, is set out in Schedule 7.
Voting exclusion statement	A voting exclusion statement applies to Resolution 8 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

### 9.3 Effect of Resolution 8 being passed or not passed

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Conversion Shares and Conversion Options in accordance with the terms of issue of the Convertible Notes contemplated in Section 9.0. In addition, the Conversion Shares and Conversion Options will be excluded in calculating the Company's 15% Placement Capacity and Additional 10% Placement Capacity under Listing Rules 7.1 and 7.1A respectively. This effectively increases the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Conversion Shares and Conversion Options by approximately 7.05% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Conversion Shares and Conversion Options and the Convertible Notes will be redeemable in cash at maturity.

#### 9.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 8.

### 10. **Resolution 9 – Approval of Loan Funded Share Plan**

#### 10.0 **General**

The Company has adopted the Loan Funded Share Plan under which Eligible Participants are offered the opportunity to apply for the issue of quoted Incentive Shares to attract, motivate and retain such persons and provide them with an incentive to deliver growth and value to all Shareholders.

The Loan Funded Share Plan provides a way for the Company to remunerate persons who are able to assist it to achieve its objectives with no cash outflow impact.

The purpose of the Loan Funded Share Plan is to:

- (a) align the interests of Eligible Participants with those of Shareholders;
- (b) retain Eligible Participants and create stability for the Company and the Board (as applicable); and
- (c) appropriately compensate Eligible Participants for their work for the Company and its subsidiaries.

Incentive Shares issued under the Loan Funded Share Plan will be subject to vesting conditions and/or other performance criteria, and certain disposal restrictions.

The Plan also enables the Company to provide limited recourse loans to Eligible Participants to fund the purchase of Incentive Shares under the Loan Funded Share Plan. Please see item 6 ('Acquisition Price') and item 7 ('Loan and security interest') of Schedule 9 for further details.

Any loan granted under the Plan will be a 'limited recourse' loan, meaning that the repayment obligation of the Eligible Participant will be limited to gross proceeds of sale in respect of the Incentive Shares.

A summary of the key terms of the Loan Funded Share Plan is set out in Schedule 9.

#### 10.1 **Applicable provisions of the ASX Listing Rules and Corporations Act**

Shareholders are asked to consider, and if appropriate, approve the Loan Funded Share Plan and the issue of Incentive Shares under that Plan for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), sections 200B, 200E, 257B(1), 257C(1), 259B(2) and 260C(4) of the Corporations Act, and all other purposes.

The reasons for which Shareholder approval is being sought under those rules and provisions are discussed below.

(a) **ASX Listing Rules 7.1 and 7.2 (Exception 13(b)) – Issue of Incentive Shares**

As detailed in Section 3.1 above, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue or agree to issue without the approval of its Shareholders within any 12 month period to the 15% Placement Capacity and the Additional 10% Placement Capacity, subject to certain limited exceptions.

Listing Rule 7.2, Exception 13(b) provides an exception to Listing Rule 7.1 by which Equity Securities may be issued under an employee incentive scheme without shareholder approval for a period of 36 months from the date on which Shareholders approve the issue of Equity Securities under that scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting pertaining to the Shareholder approval sought. Exception 13(b) also ceases to be available if there is a material change to the employee incentive scheme as set out in that notice of meeting.

(b) **Corporations Act, sections 200B and 200E – Executive termination benefits**

The Corporations Act restricts the benefits that a company can give a person who holds a managerial or executive office (as defined in the Corporations Act) in that company (**executive**), upon that person's retirement from an office or position of employment in that company or its related bodies corporate.

Generally, Shareholder approval is required for the Company to give any benefit to a Director or executive of the Company or one of its subsidiaries in connection with their retirement from office or employment with the Company or a subsidiary, unless a specific statutory exemption applies. "Benefit" is defined broadly under the law, and includes relevantly:

- (i) the automatic or accelerated vesting of share-based payments for a person; and
- (ii) the exercise of discretion to allow a person to maintain a benefit they would not otherwise be entitled to retain on or as a result of retirement from their office or position of employment in the company.

The Loan Funded Share Plan Rules confers discretion on the Board to decide how vested and unvested Incentive Shares issued to an Eligible Participant (which includes directors and executives of the Company or its subsidiaries) should be treated upon cessation of their office or engagement with the Company or its subsidiary (as the case may be) as the result of their death or total and permanent disability.

Where an Eligible Participant is a Director or executive of the Company, any determination made by the Board in relation to the treatment of Incentive Shares on the death or total and permanent disability of that Eligible Participant, which gives that Eligible Participant a benefit that he or she would not otherwise have in the ordinary course, is a benefit that requires the approval of Shareholders under sections 200B and 200E of the Corporations Act. This includes where the Board exercises its discretion to:

- (i) allow that Participant's unvested Incentive Shares to remain on foot and continue to be held by Participant or their nominee the after the date of death or total and permanent disability; and
- (ii) amend or otherwise waive the applicable performance criteria and/or vesting conditions of the Participant's Incentive Shares.

(c) **Corporations Act, sections 257B(1) and 257C(1) – Buy-back of Incentive Shares**

If the Loan Funded Share Plan is approved, there may be circumstances where the Company will need to undertake a buy-back of Incentive Shares issued (e.g., in situations where Incentive Shares are forfeited or surrendered by the Participant where they have committed fraud or a similar breach of their duties toward the Company) using the employee share scheme buy back procedure under the Corporations Act. In order to undertake such buy-back, the terms of the buy-back agreement as contemplated in the Loan Funded Share Plan must be approved by Shareholders as an ordinary resolution, before the buy-back agreement is entered into.

(d) **Corporations Act, sections 259B(1)-(2) – Company taking security over Incentive Shares**

Where the Company provides a loan to a Participant to fund their purchase of Incentive Shares under the Plan, the Company proposes to take security over the relevant Incentive Shares until such time as the loan is repaid or otherwise satisfied in full in accordance with the Rules. See item 7 ('**Loan and security interest**') of Schedule 9 for further details.

Section 259B(1) of the Corporations Act prohibits a company from taking security over shares in itself or a company that controls it, unless one of the legislative exceptions applies. Relevantly, the Company is permitted to take security over Incentive Shares if the Loan Funded Share Plan has been approved by resolution passed at a general of the Company under Section 259B(2) of the Corporations Act.

(e) **Corporations Act, sections 260C(4) – Financial assistance**

As noted in section 10.0 above, as part of the Loan Funded Share Plan, the Company will provide financial assistance to Eligible Participants in the form of limited recourse loans to fund the purchase of Incentive Shares under the Plan. Each loan granted under the Plan constitutes the provision of financial assistance by the Company to acquire its own Shares, which is only permitted to be given under section 260A of the Corporations Act if:

- (i) giving the assistance does not materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors; or
- (ii) the assistance is specifically approved by Shareholders; or
- (iii) the assistance is exempted under section 260C of the Corporations Act, including if the assistance is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

While the Board does not believe that the provision of financial assistance in the form of the loans contemplated above will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors, the Board considers it prudent to seek the approval of Shareholders to the Loan Funded Share Plan to ensure that the Plan qualifies for the special exemption under section 260C referred to above.

## 10.2 **Additional information**

The following information is provided in relation to the Loan Funded Share Plan for the purposes of Listing Rule 7.2, Exception 13(b), and sections 257C(2) and 200E(2) of the Corporations Act:

(a) **Specific information required by Listing Rule 7.2, Exception 13(b)**

- (i) The material terms of the Loan Funded Share Plan are summarised in Schedule 9.
- (ii) As the Loan Funded Share Plan is being introduced for the first time, no Incentive Shares have been issued under the Plan to date.
- (iii) The maximum number of Shares that may be issued under the Loan Funded Share Plan, if approved, is 90,901,830 Incentive Shares, which is equal to 10% of the total number of Shares on issue as at the date of this Notice.

(b) **Specific information required by section 200E(2) of the Corporations Act**

As explained in section 10.2(b) above, the Loan Funded Share Plan Rules confer discretion on the Board to decide how vested and unvested Incentive Shares issued to a Participant (which includes Directors and executives of the Company or its subsidiaries) should be treated upon termination of their office or employment with the Company or a subsidiary (as the case may be) due to death or total and permanent disability.

The Board may, in exercise of this discretion, confer on a Participant a benefit in connection with his or her cessation from a managerial or executive office with the Company or its subsidiaries that he or she would not otherwise have received in the ordinary course (**Termination Benefit**). The monetary value of such Termination Benefit cannot be ascertained until such time as the Board decides to exercise such discretion in the future. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (i) the number of vested and unvested Incentive Shares held by the relevant Participant prior to ceasing in such managerial or executive office;
- (ii) the relevant Participant's length of service with the Company and performance over that period of time;
- (iii) any other factors that the Board determines to be relevant when exercising its discretion;
- (iv) the market price of the Company's Shares on ASX at the relevant time; and
- (v) the risk-free rate of return in Australia and the estimated volatility of the Company's Shares on ASX at the relevant time.

The Company will calculate the value of any Termination Benefit given to an Eligible Participant in connection with their retirement from a managerial or executive office with the Company or its subsidiaries at the relevant time based on the above factors.

### 10.3 **Worked example**

To illustrate how a grant under the Loan Funded Share Plan could work in practice, set out is a hypothetical example:

Participant	Jane Doe – Key Management Personnel
Grant date	1 July 2025

Issue price	\$0.015 per Incentive Share, being 97% of the VWAP of the Company's Shares over the 5 consecutive trading days immediately preceding the grant date				
Number of Incentive Shares	1,000,000				
Loan amount	\$15,000 under limited recourse loan from the Company to the Participant on the terms summarised in Schedule 10. <sup>1</sup>				
Interest rate on loan	Nil – unless the Incentive Shares are sold prior to vesting (see item 2 of Schedule 10)				
Loan maturity date	10 years expiring 30 June 2035, subject to early repayment events				
Early repayment events	<p>The loan is repayable on the earliest to occur of:</p> <ul style="list-style-type: none"> <li>(a) the date that the Participant becomes a Leaver;</li> <li>(b) the date that the Incentive Shares are sold by the Participant;</li> <li>(c) the loan maturity date (i.e. 30 June 2035);</li> <li>(d) on termination of the Plan; and</li> <li>(e) the date that a Participant commits an unremedied material breach of the Rules.</li> </ul>				
Security	The Company is entitled to take security over the Incentive Shares, to secure repayment of the loan.				
Quotation	The Company will use reasonable endeavours to seek quotation of the Incentive Shares on the ASX.				
Disposal restrictions	The Incentive Shares are not freely tradeable and cannot be dealt with by the Participant until they have vested.				
Vesting period	3 years ending 30 June 2028				
Vesting conditions	<p>The Incentive Shares will vest at the end of the vesting period, subject to satisfaction of the following conditions:</p> <ul style="list-style-type: none"> <li>• Continued employment</li> <li>• Satisfaction of Group and individual performance hurdles in respect of the financial years ending 30 June 2026, 30 June 2027 &amp; 30 June 2028.</li> </ul>				
Hypothetical loan repayment scenarios	Assuming the Incentive Shares are sold to fund the repayment of the loan:				
	Sale price per	Total proceeds of sale	Amount of loan paid to Company	Amount of loan not repaid	Amount retained

<sup>1</sup> Under a limited recourse loan, the borrower's (i.e. the Eligible Participant's) obligation to repay the loan is limited to the value of the underlying shares (i.e. the Incentive Shares).

	Incentive Share				by Participant
	\$0.01	\$10,000	\$10,000	\$5,000	\$0
	\$0.015	\$15,000	\$15,000	\$0	\$0
	\$0.02	\$20,000	\$15,000	\$0	\$5,000

#### 10.4 Consequences of Resolution 9 being passed

If Resolution 9 is passed, the Company will be able to:

- (a) issue Incentive Shares to Eligible Participants under the Loan Funded Share Plan for a period of 36 months after the date of the Meeting without reducing its capacity to issue Equity Securities without Shareholder approval up to the 15% limit referred to above in any 12-month period during those 36 months;
- (b) financially assist Eligible Participants in the acquisition of Incentive Shares under the Plan by providing limited recourse loans for the amount of their issue price, and taking security over such Incentive Shares until such time as the loan is repaid or otherwise satisfied in full in accordance with the Rules;
- (c) buy back Incentive Shares where necessary, for example, in the event of forfeiture or surrender due to fraud or a similar breach of the Participant's duties toward the Company; and
- (d) by resolution of its Board, decide how vested and unvested Incentive Shares issued to an Participant should be treated upon their cessation from a managerial or executive office with the Company or its subsidiaries due to death or total and permanent disability, without the need to obtain further Shareholder approval under section 200B and 200E of the Corporations Act for any Termination Benefit (as defined in section 10.3(b) above) that may arise in favour of the Eligible Participant as a result of the Board's exercise of its discretion under the Loan Funded Share Plan Rules.

#### 10.5 Consequences of Resolution 9 not being passed

If Resolution 9 is not passed, the Company will still be able to issue Incentive Shares under the Plan to Eligible Participants (subject to any further approvals that may be required under the Listing Rules and the Corporations Act for issues of Shares to Directors), however:

- (a) the size of each issue (ie, how many Incentive Shares may be issued as at a particular time) will be constrained by how many Equity Securities the Company has already issued without Shareholder approval in reliance on the 15% Placement Capacity in the 12 month period prior to the proposed issue of Incentive Shares;
- (b) each issue of Incentive Shares will reduce the Company's capacity to issue further Equity Securities without Shareholder approval in reliance on the 15% Placement Capacity in the 12 month period following the relevant issue of Incentive Shares;
- (c) the Company will not be able to:
  - (i) financially assist Eligible Participants in the acquisition of Incentive Shares under the Plan without obtaining the approval of Shareholders;

- (ii) secure its interests in the repayment of any loan that is granted under the Plan (if approved by Shareholders), by taking security over the relevant Incentive Shares; and
  - (iii) buy back any Incentive Shares where necessary, for example, in the event of forfeiture or surrender, without obtaining the approval of Shareholders on each occasion, and
- (d) where Incentive Shares are issued to an Eligible Participant that occupies a managerial or executive office with the Company or its subsidiaries, the Company may need to obtain the approval of Shareholders for the purposes of section 200B and 200E of the Corporations Act where the Board exercises its discretion under the Plan Rules in a way that results in the Eligible Participant receiving a benefit in connection with their retirement from office that he or she would not otherwise have received in the ordinary course.

#### **10.6 Voting exclusion**

A voting exclusion statement is contained in the section of this Notice titled “Agenda” under the text of Resolution 9.

All current employees, officers and persons engaged as a contractor with the Company (including all of the Company’s Key Management Personnel) are excluded from voting on Resolution 9 because they are eligible to participate under the Loan Funded Share Plan. The Associates of those persons are also excluded from voting on Resolution 9, including all Closely Related Parties (e.g. spouse, child or other dependent) of the Company’s Key Management Personnel.

#### **10.7 No recommendation**

The Directors, being each entitled to participate in the Loan Funded Share Plan, abstain from making a recommendation in relation to the casting of votes on Resolution 9.

## Schedule 1      Definitions

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

<b>\$</b>	means Australian Dollars.
<b>15% Placement Capacity</b>	has the meaning given in Section 3.1 of the Explanatory Memorandum.
<b>2025 R&amp;D Loan Note</b>	means the loan note deed poll entered into by the Company on 26 April 2024.
<b>Additional 10% Placement Capacity</b>	has the meaning given in Section 3.1 of the Explanatory Memorandum.
<b>Adviser</b>	means ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital).
<b>Adviser Options</b>	has the meaning given in Section 7.1(a)(ii) of the Explanatory Memorandum.
<b>Adviser Shares</b>	has the meaning given in Section 7.1(a)(i) of the Explanatory Memorandum.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>Associate</b>	has the meaning given in the Listing Rules.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Australian Western Standard Time.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	has the meaning given in the Corporations Act.
<b>Company</b>	means Harvest Technology Group Ltd (ACN 149 970 445).
<b>Constitution</b>	means the constitution of the Company effective from 8 November 2022.
<b>Conversion Option</b>	has the meaning given in Section 9.0 of the Explanatory Memorandum.
<b>Conversion Share</b>	has the meaning given in Section 9.0 of the Explanatory Memorandum.
<b>Convertible Notes or Notes</b>	has the meaning given in Section 3.0 or 9.0 of the Explanatory Memorandum, as the context requires.

<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended.
<b>Corporate Advisory Mandate</b>	has the meaning given in Section 7 of the Explanatory Memorandum.
<b>Consultants</b>	has the meaning given in Section 5.3 of the Explanatory Memorandum.
<b>Director</b>	means a director of the Company.
<b>Equity Security</b>	has the same meaning given in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Group</b>	means, collectively, the Company and its subsidiaries.
<b>Key Management Personnel</b>	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 Group, directly or indirectly, including any director (whether executive or otherwise) of the Company and any other member of the Group.
<b>June 2025 Convertible Note Deed Poll</b>	has the meaning given in Section 9.1 of the Explanatory Memorandum.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Loan Funded Share Plan or Loan Funded Share Plan Rules</b>	means the share plan of the Company, the key terms and conditions of which are summarised at Schedule 9.
<b>March 2025 Notes</b>	has the meaning given in Section 3.0 of the Explanatory Memorandum.
<b>Material Investor</b>	<p>means, in relation to the Company:</p> <ul style="list-style-type: none"> <li>(a) a Related Party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial holder (as that term is defined in the Listing Rules);</li> <li>(d) an adviser; or</li> <li>(e) any Associate,</li> </ul> <p>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.</p>
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Noteholder</b>	has the meaning given in Section 4.2 or 9.0 of the Explanatory Memorandum, as the context requires.

<b>Notice</b>	means this notice of general meeting.
<b>November 2024 Notes</b>	has the meaning given in Section 3.0 of the Explanatory Memorandum.
<b>October 2024 Notes</b>	has the meaning given in Section 3.0 of the Explanatory Memorandum.
<b>Option</b>	means an option to acquire a Share.
<b>Proxy Form</b>	means the proxy form attached to the Notice at Annexure A.
<b>Related Party</b>	has the meaning given in the Listing Rules.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Spark Plus</b>	has the meaning given in Section 8 of the Explanatory Memorandum.
<b>Spark Mandate</b>	has the meaning given in Section 8 of the Explanatory Memorandum.
<b>Spark Mandate Shares</b>	has the meaning given in Section 8 of the Explanatory Memorandum.

## Schedule 2      Summary of Convertible Note terms (Resolutions 1 and 2)

Type of Equity Security	Unsecured convertible notes, convertible into fully-paid ordinary shares ( <b>Shares</b> )
Face Value	\$1,000 per Convertible Note
Interest Rate	<p>15% per annum, calculated monthly on the basis of the actual number of months elapsed. Interest is capitalised annually on the anniversary of the issue date.</p> <p>At the election of the noteholder, interest is payable as follows:</p> <p>(a) Option A: 60% of the interest is repayable quarterly and 40% of the interest is repayable only on maturity, conversion or redemption of the Convertible Notes.</p> <p>(b) Option B: all interest is payable only on maturity, conversion or redemption of the Convertible Notes.</p> <p>Each of the holders of the October 2024 Notes and March 2025 Notes, and 15 of the holders of the November 2024 Notes elected to receive interest under Option B. The remaining 4 of the holders of the November 2024 Notes elected to receive interest under Option A.</p>
Maturity Date	<p>In respect of:</p> <p>(a) the October 2024 Notes – 14 October 2026;</p> <p>(b) the November 2024 Notes – 27 November 2026; and</p> <p>(c) the March 2025 Notes – 25 February 2027.</p>
Conversion Price	The Convertible Notes are convertible into that number of Shares obtained by dividing their Face Value and, if applicable, accrued interest by a conversion price of \$0.022.
Conversion	<p>Noteholders can convert some or all of their Convertible Notes into Shares at any time before the Maturity Date.</p> <p>At least 90 days prior to the Maturity Date, each noteholder must elect whether to convert some or all of their Convertible Notes on the Maturity Date or redeem some or all of the Convertible Notes by repayment of the total Face Value and interest accrued in respect of those Convertible Notes (<b>Total Amount Outstanding</b>).</p> <p>If no election is made by the noteholder, all Convertible Notes held by the noteholder automatically convert on the Maturity Date unless</p>

	the Company advises the noteholder otherwise. Conversion of the Convertible Notes is subject to compliance with takeovers laws.
Redemption	<p>The Company may, at any time in the period after the first anniversary of the issue date of the relevant Note and the Maturity Date, elect to redeem some or all of the Convertible Notes by repayment of the Total Outstanding Amount in respect of those Convertible Notes.</p> <p>The relevant noteholder will have 10 business days to respond to the Company either agreeing to the redemption of the relevant Convertible Notes or electing instead to convert some or all of their Convertible Notes.</p>
Voting Rights	The Convertible Notes do not confer any voting rights. Shares issued on conversion of the Convertible Notes rank pari passu with existing Shares.
Quotation	The Convertible Notes will not be quoted on ASX or any other financial market or securities exchange.
Events of Default	<p>If the Company or any of its related bodies corporate:</p> <ul style="list-style-type: none"> <li>(a) commits a material breach under the terms of the Convertible Note that is not remedied within 10 business days;</li> <li>(b) suffers an insolvency event; or</li> <li>(c) fails to pay the Total Amount Outstanding on a Convertible Note on its Maturity Date,</li> </ul> <p>the Company commits an event of default, and a noteholder may declare the Total Amount Outstanding on all Convertible Notes held by it immediately payable.</p>

### Schedule 3      Recipients of Shares issued in lieu of interest payments (Resolution 3)

Recipient	Shares issued	Total interest satisfied	Deemed issue price
Kyriaco Barber Pty Ltd	4,847,645	\$63,000	\$0.0130
	2,790,802	\$37,500	\$0.0134
	109,278	\$2,404	\$0.022
Mr Ross Milner Milner McKay & Ms Christine Stuart Babbage ATFMcKay Superfund A/C	765,931	\$15,000	\$0.0196
	1,100,110	\$15,000	\$0.0136
	2,267,657	\$30,000	\$0.0132
Combined Labour Hire Pty Ltd	191,659	\$3,750	\$0.0196
Mr Peter Alexander Reeves & Mrs Tracey Karen Swan ATF Paradise Superfund A/C	191,483	\$3,750	\$0.0196
Mrs Ann Mary Beale & Mr John Philip George Beale ATF The Pan A/C	191,659	\$3,750	\$0.0196
Georgy Super Fund Pty Ltd ATF The Georgy Super A/C	77,845	\$1,500	\$0.0193
Mr Yen-Chun Lin	153,327	\$3,000	\$0.0196
Ms Brooke Edwards	368,386	\$4,950	\$0.0134
Skyline Corporation Pty Ltd	13,509,672	\$180,000	\$0.0133
JRM Family Super Pty Ltd ATF Rose Family Super Fund A/C	43,898	\$966	\$0.022
<b>TOTAL:</b>	26,609,352	\$364,570	-

## Schedule 4      Details of Consultants Shares (Resolution 4)

Consultants	Consultants Shares	Deemed issue price	Date of issue
Hugh Rohan Bickerstaff ATF The Bickerstaff Family A/C	450,512	\$0.0147, being the 20 day VWAP on the date prior to the invoice date	13 November 2024
	2,514,617	\$0.0157, being the 20 day VWAP on the date prior to the invoice date	8 April 2025
	441,590	\$0.0199, being the 20 day VWAP on the date prior to the invoice date	13 February 2025
	337,307	\$0.0261, being the 20 day VWAP on the date prior to the invoice date	13 February 2025
Emmanuel Investment Holdings Pty Ltd ATF Loh Family A/C	261,330	\$0.0168, being the 10 day VWAP on the date prior to the invoice date	13 November 2024
	494,580	\$0.0198, being the 10 day VWAP on the date prior to the invoice date	8 April 2025
CTO Connect Ireland Limited	716,057	\$0.0136, being the 10 day VWAP on the date prior to the invoice date	13 November 2024
Colm Mulcahy	716,057	\$0.0136, being the 10 day VWAP on the date prior to the invoice date	13 November 2024
Rich Marine Limited	716,057	\$0.0136, being the 10 day VWAP on the date prior to the invoice date	13 November 2024
<b>TOTAL:</b>	6,648,107	\$107,120.66	-

## Schedule 5      Details of Adviser Shares & Adviser Options (Resolution 6)

Recipient	Adviser Shares	Adviser Options
ACNS Capital Markets Pty Ltd	2,841,894	4,400,000
Epigene Pty Ltd	10,567,577	16,800,000
Kyriaco Barber Pty Ltd	9,695,291	0
Mr Kwok Ka Ming	800,000	400,000
Mr Mark Priestley Belton	0	400,000
<b>TOTAL:</b>	23,904,762	22,000,000

## Schedule 6      Terms and Conditions of Adviser Options (Resolution 6)

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 22 January 2028. An Adviser Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c)     **(Exercise Price):** Subject to paragraph (1.1(i)), the amount payable upon exercise of each Adviser Option is \$0.02 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.

## Schedule 7      Summary of 2025 Convertible Note Deed Poll terms (Resolution 8)

Type of Equity Security	<p>Unsecured convertible notes, convertible into fully-paid ordinary shares (<b>Shares</b>).</p> <p>In addition, each noteholder will be issued 1 Option for every 1 Share issued to it on conversion of its Convertible Notes, for no additional cash consideration (each, an <b>Attaching Option</b>).</p> <p>Each Attaching Option is exercisable into 1 Share at an exercise price of \$0.03 within 2 years of the issue of the Options, subject to the terms and conditions set out in Schedule 8.</p>
Maximum amount to be raised	\$500,000
Face Value	\$1,000 per Convertible Note
Interest Rate	<p>15% per annum, calculated on the basis of the actual number of months elapsed.</p> <p>Interest is capitalised yearly and payable only on the date that the Notes are converted or redeemed.</p>
Maturity Date	3 months from the issue date of the Convertible Notes, being 7 October 2025.
Quotation	The Convertible Notes will not be quoted on the ASX or any other financial market.
Conversion Price	The Convertible Notes are convertible into that number of Shares obtained by dividing their Face Value and, if applicable, accrued interest by a conversion price of \$0.016.
Conversion	Unless redeemed earlier (e.g. in an event of default), the Convertible Notes automatically convert on the earlier of the Maturity Date or the date which is 5 business days after the Shareholders approve the issuance of Conversion Shares and Conversion Options ( <b>Conversion Date</b> ). Conversion of the Convertible Notes is subject to compliance with takeovers laws and all necessary approvals, including Shareholder approval, having been received.
Redemption	On the Maturity Date, if the Company does not receive the requisite approvals for the conversion of the Convertible

	Notes, the Company must redeem all of the Convertible Notes in cash on the Maturity Date by repayment of the total Face Value and interest accrued in respect of those Convertible Notes ( <b>Total Amount Outstanding</b> ).
Event of Default	<p>If the Company or any of its related bodies corporate:</p> <ul style="list-style-type: none"> <li>(a) commits a material breach under the terms of the Convertible Note that is not remedied within 10 business days;</li> <li>(b) suffers an insolvency event; or</li> <li>(c) fails to pay the Total Amount Outstanding on a Convertible Note on its Maturity Date,</li> </ul> <p>(a) the Company commits an event of default, and a noteholder may declare the Total Amount Outstanding on all Convertible Notes held by it immediately payable.</p>

## **Schedule 8      Summary of Conversion Option terms (Resolution 8)**

A summary of the terms and conditions of the Convertible Noteholder Options are as follows:

**1.      Entitlement**

Each Option entitles the holder to subscribe for one Share (**Option Share**) upon exercise of the Option.

**2.      Exercise Price**

The amount payable upon the exercise of each Option will be \$0.03 (**Exercise Price**), subject to anti-dilution protections whereby, if the Company restructures its capital including by way of a share split, the Exercise Price and entitlement of the holder of the Options will be adjusted so as to protect the holder of the Options from dilution.

**3.      Exercise Period**

Each Option is exercisable within 2 years of its issue.

**4.      Process to exercise Options**

To exercise the Options, holders of the Options will need to:

- (a)      submit a duly signed notice in writing to the Company in such form as prescribed by the Company;
- (b)      return to the Company all original option certificates issued in respect of each Option being exercised; and
- (c)      pay to the Company the Exercise Price for each Option being exercised.

**5.      Restrictions on exercise**

A holder of the Options must exercise at least 10,000 Options at any one time unless the holder has less than 10,000 Options in which case, that holder must exercise all of its Options at the same time.

**6.      Exercise Date**

The Exercise Date is on and from the later of:

- (a)      the date of receipt by the Company of the Notice of Exercise and relevant original option certificates; and
- (b)      the date of receipt by the Company of payment of the Exercise Price in accordance with paragraph 4(c).

**7.      Timing of issue of Option Shares on exercise**

The Company will issue the Option Shares in respect of the exercised Options within 15 business days of the Exercise Date.

8. **Shares issued on exercise**

Option Shares issued on exercise of the Options will, upon issue, be fully paid, will rank equally with all other Shares then on issue and will otherwise be subject to the provisions of the Constitution.

9. **Participation in new issues**

Option holders do not have pre-emptive rights to take part in any new issues of Shares by the Company until such date that the Option holders exercise their Options.

10. **Transferability**

The Options are not transferrable without the prior written consent of the Company. Any Option Shares issued upon the exercise of the Options will be generally transferable, subject to any restriction under the Constitution.

11. **Issue of Option Shares subject to applicable law**

Option Shares may only be issued if it does not breach takeover laws under section 606 of the Corporations Act and if all approvals, including Shareholder approval, are received.

## Schedule 9      Summary of Loan Funded Share Plan terms (Resolution 9)

The key terms of the Loan Funded Share Plan Rules are summarised below.

	Subject matter	Description
1.	Eligibility	<p>The Plan is open to Eligible Participants determined by the Board, which is defined to include:</p> <p>(a) Directors and Employees who are declared by the Board in its sole and absolute discretion to be eligible to receive grants of Incentive Shares under the Plan; and</p> <p>(b) any other person who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Incentive Shares.</p> <p>Where such a person accepts an invitation by the Board to participate in the Plan, he or she will become a "Participant" under the Plan.</p>
2.	Administration of Plan	<p>The Plan will be administered by the Board. The Board has a broad discretion with respect to the operation of the Plan and may, for example, reduce or waive performance criteria or vesting conditions.</p> <p>The Board will not waive any performance criteria, vesting conditions or disposal restrictions applying to Incentive Shares granted to directors of the Company, or any other person who is subject to Listing Rule 10.11 in relation to the Company, without the prior approval of Shareholders in accordance with the requirements of the Listing Rules.</p>
3.	Securities to be issued	<p>The Plan authorises the Board to issue "Incentive Shares", which are fully-paid ordinary shares in the issued capital of the Company. Incentive Shares rank equally with and have the same rights as attach to all other Shares in the Company. This is the case irrespective of whether an Incentive Share is vested or unvested.</p> <p>The Incentive Shares are distinguished from other Shares insofar as they are subject to disposal restrictions until any applicable vesting conditions and/or performance criteria have been satisfied or waived. See item 9 below for further details.</p>
4.	Maximum number to be issued	<p>The maximum number of Incentive Shares that may be issued under the Plan is 90,901,830 Incentive Shares, which is equal to approximately 10% of the total number of Shares on issue as at the date of this Notice.</p>
5.	Invitation and grant	<p>The terms of a particular grant will be set out in the offer letter to an Eligible Participant.</p>
6.	Acquisition Price	<p>The Acquisition Price of each Incentive Share will be equal to 97% of the VWAP of the Company's Shares over the 5 trading days immediately preceding the date on which the Incentive Shares are issued. This means that the Acquisition Price of each Incentive Share will not be known until the date the Incentive Shares are issued.</p> <p>The acquisition of Incentive Shares may be funded by a limited recourse loan from the Company to the relevant Participant for the aggregate Acquisition Price of those Incentive Shares (<b>Loan</b>).</p>

	Subject matter	Description
7.	Loan and security interest	<p>The Loan will be a limited recourse loan, limited to any proceeds of disposal in relation to each Incentive Share. A detailed summary of the key terms of any such Loan is set out in Schedule 10</p> <p>Where a Loan is granted, the Company will have a first and paramount lien over the Incentive Shares to which that Loan relates. Those Incentive Shares will be subject to a Holding Lock to prevent their disposal in a way which is contrary to the Plan Rules.</p>
8.	Vesting conditions and performance criteria	<p>The Board will apply vesting conditions and/or other performance criteria on Incentive Shares issued to a Participant under the Plan. Such vesting conditions would be time-based, and such performance criteria would be performance-based vesting conditions.</p> <p>Where an Incentive Share is subject to performance criteria which is not fulfilled by the date specified for performance in the Participant's offer letter, then the Incentive Share will lapse and the Company will sell the Incentive Share and retain all proceeds of sale in satisfaction of the Loan and any accrued interest.</p>
9.	Disposal restrictions	<p>Participants will not be entitled to sell or transfer any Incentive Share for the first year after that Incentive Share has been granted. Thereafter, an Incentive Share cannot be sold or transferred until it has had its vesting conditions and/or other performance criteria satisfied or waived.</p> <p>The Company's share registry to impose a mechanism which prevents Participants from selling or transferring any Incentive Shares (<b>Holding Lock</b>) to give effect to these disposal restrictions.</p>
10.	Quotation	The Company must use all reasonable endeavours to obtain the grant of quotation of Incentive Shares on the ASX.
11.	Leaver	<p>Where a Participant ceases employment or office with the Company, or with any other related body corporate (as that term is defined in the Corporations Act) of the Company, the Participant will become a "Leaver".</p> <p>Where a Participant becomes a Leaver, all of their Incentive Shares that are subject to unfulfilled vesting conditions and/or other performance criteria will automatically lapse. This means that the Company will have a right to sell the lapsed Incentive Shares and apply the proceeds of sale in satisfaction of any outstanding Loan amount.</p> <p>Where a Participant becomes a Leaver, the Company will also have a right to sell some of their vested Incentive Shares. The Company will have a right to sell such number of vested Incentive Shares as are required to satisfy the payment of any outstanding Loan amount.</p>
12.	Fraud	<p>Where a Participant or former Participant commits fraud, deceit or wilful default in connection with their responsibilities toward the Company and/or in relation to the Plan, the Company will have a right to buy-back the Incentive Shares for nominal consideration.</p> <p>In these circumstances, the Company's right to buy-back the Incentive Shares will be subject to any necessary Shareholder approvals in accordance with sections 257B(1) and 257C(1) of the Corporations Act.</p>

## Schedule 10 Summary of Loan terms (Resolution 9)

The key terms of the Loans advanced under the Loan Funded Share Plan Rules are summarised below.

	Subject matter	Description
1.	Amount advanced	The amount advanced under the Loan will equal the aggregate Acquisition Price for the subscription or purchase of all or part of the Incentive Shares which are offered to the Participant.
2.	Interest	<p>The Board has the sole discretion to charge interest on any Loan amount at a fixed per annum rate that capitalises on each anniversary of the Grant Date. Unless otherwise determined by the Board:</p> <p>(a) a vested Incentive Share will have nil interest; and</p> <p>(b) an unvested Incentive Share will bear interest that will only accrue and become payable on the date that the unvested Incentive Share is sold pursuant to the Company's right to sell any lapsed shares under the Loan Funded Share Plan. The interest payable will be equivalent to the greater of the capital gains amount upon selling the Incentive Shares and zero.</p> <p>In addition to the above, if an Eligible Participant nominates a related party to hold their Incentive Shares but does not confirm to the Company that it has a 100% interest in that related party, the Company will charge a fixed interest on the aggregate of any outstanding Loan amount and accrued but unpaid interest at the Benchmark Interest Rate (as that term is defined in section 136(1) of the <i>Fringe Benefits Tax Assessment Act 1986</i> (Cth) for the relevant 1 year period of the Company's fringe benefits tax return).</p>
3.	Repayment	<p>Any outstanding Loan amount and accrued but unpaid interest (if any) in respect of an Incentive Share must be repaid in full by the date that is 90 days after earliest of:</p> <p>(a) the date that the Participant becomes a Leaver;</p> <p>(b) the tenth anniversary of the issue of the Incentive Share;</p> <p>(c) the date that the relevant Incentive Share is sold by the Participant;</p> <p>(d) on termination of the Plan; and</p> <p>(e) the date that a Participant commits an unremedied material breach of the Rules.</p> <p>Further, where a Participant's Incentive Shares are subject to unfulfilled vesting performance criteria and automatically lapse, any outstanding Loan amount and accrued but unpaid interest (if any) in respect of those Incentive Shares becomes immediately repayable on the date that the Company sells the lapsed Incentive Shares.</p>
4.	Limited recourse	The Loan will be limited recourse. This means that the Company will not have any recourse to any outstanding Loan amount or interest (if any) beyond any sale proceeds in respect of the Participant's Incentive Shares.

	Subject matter	Description
5.	Dividends and capital distribution	50% of the gross dividend applicable to the Incentive Share, being the sum of the cash dividend and associated franking credits, and 100% of all capital distributions paid in respect of an Incentive Share will be applied towards the repayment of any outstanding Loan amount in respect of that Incentive Share.

# Your General Meeting Proxy

## Voting Instructions

### Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

**Directing your Proxy How to Vote:** If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

### Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions.

### Signing Instructions

You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

**ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.**

## Attending the Meeting

**Participating online:** follow the instructions included in the Online Meeting Guide.

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" Form.

## HOW TO

### Lodge Your Proxy

#### Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:

<https://investor.xcend.app/sha>



You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: <https://investor.xcend.app/register>  
Then once logged in, you may proceed to vote.

#### Post to Vote

Xcend Pty Ltd  
PO Box R1905  
Royal Exchange NSW 1225

#### Scan & Email to Vote

[meetings@xcend.co](mailto:meetings@xcend.co)

### Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

## Your Proxy Form

### Appoint a Proxy

I/we being members of Harvest Technology Group Limited ("**Company**") and entitled to attend and vote hereby appoint:

**The Chair of the Meeting**  
(Mark box)

**OR**

If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including 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 the Company to be held online via registration at <https://meeting.xcend.app/HTGGMSEPT2025> on Wednesday , 24 September 2025 at 10:00am (AWST) and at any postponement or adjournment of the Meeting.

**The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.**

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on the Resolution(s) (except where the Shareholder has indicated a different voting intention on this Proxy Form) even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Monday, 22 September 2025 at 10:00am (AWST)**. Please read the **Notice of Meeting and voting instructions before marking any boxes with an X**. If you mark the Abstain box for a Resolution, 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.

#### Resolutions

- 1 Ratification of prior issue of Convertible Notes Under Listing Rule 7.1
- 2 Ratification of prior issue of Convertible Notes Under Listing Rule 7.1A
- 3 Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes
- 4 Ratification of prior issue of Shares to Consultants as consideration for consultancy services
- 5 Ratification of prior issue of Shares to Ms Brooke Edwards in lieu of remuneration
- 6 Ratification of prior issue of Shares and Options to Alto Capital
- 7 Approval for issue of Shares to Spark Plus Pte Ltd
- 8 Approval to issue Shares and Options on Conversion of Convertible Notes
- 9 Approval of Loan Funded Share Plan

#### For

#### Against

#### Abstain

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### Please Sign and Return

\* This section must be completed.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

#### Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

## Online Meeting Guide

Please register in advance through our Virtual Meeting Portal: <https://meeting.xcend.app/HTGGMSEPT2025> or scan the QR Code with your tablet or mobile device



**Required Information to log in to the portal:**

- SRN/HIN
- Your Postcode

**Accessing the General Meeting:**

- Upon completing registration, a Zoom webinar link and telephone dial-in details will be provided.
- Ensure the Zoom client is installed on your device to participate in the meeting and to ask questions.

Voting will take place during the meeting. Shareholders will be prompted to vote at the appropriate time on our meeting portal: <https://meeting.xcend.app/HTGGMSEPT2025>

If you are appointed as a proxy, please contact us at least 24 hours before the General Meeting to obtain proxy login details.

If you require any assistance with this process, then please contact XCEND on +61 (2) 8591-8509.