

28 March 2025

General Meeting - Notice of Meeting and Proxies

RLF AgTech Ltd (**RLF** or the **Company**) (ASX: RLF) wishes to advise that its general meeting (**GM**) will be held at **10.00am (WST) on Wednesday, 7 May 2025 at Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000.**

As permitted by the *Corporations Act 2001 (Cth)*, the Company will not be dispatching physical copies of the notice of the GM unless a Shareholder has made a valid election to receive documents in hard copy.

Instead, the notice of the GM and accompanying explanatory statement are being made available to Shareholders electronically and can be viewed and downloaded at:

<https://www.rlfagtech.com/investor-centre#ASXAnnouncements>

If you have elected to receive notices by email, a copy of the proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of the proxy form will be posted to you, together with this letter for your convenience.

The Board has decided that the Company will hold a physical meeting. Shareholders who are unable to attend the GM will be able to participate by:

- 1) voting prior to the GM by lodging your proxy instructions by no later than 48 hours prior to the GM (by 10.00am (WST) on Monday, 5 May 2025) either by:
 - a) voting online at <https://investor.automic.com.au/#/loginsah>; or
 - b) lodging a proxy form by:
 - i) post to: Automic, GPO Box 5193, Sydney NSW 2001
 - ii) in person to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
 - iii) by email to: meetings@automicgroup.com.au
- 2) lodging questions in advance of the GM by emailing the questions to cosec@rlfagtech.com.

The Company will update Shareholders if changing circumstances will impact planning or the arrangements for the GM by way of announcement on ASX and the details will also be made available on our website at <https://www.rlfagtech.com>.

Authorised for release by:

Zaiqian Zhang
Chief Financial Officer and Company Secretary
RLF AgTech Ltd



RLF AGTECH LTD
ACN 622 055 216
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10 am (WST)
DATE: 7 May 2025
PLACE: Automic Group
Level 5, 191 St Georges Terrace
PERTH WA 6000

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (WST) on 5 May 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER LISTING RULE 7.1 – PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,036,442 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 35,036,442 Options to Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE JLM OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options to the Joint Lead Managers (or their nominees) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES – GAVIN BALL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,230,477 Shares to Gavin Ball (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES – BENEDICT BARLOW

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Benedict Barlow (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES – SHEN LU

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,166,667 Shares to Shen Lu (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES – PAUL MCKENZIE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,166,667

Shares to Paul McKenzie (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES – DONALD MCLAY

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,277,780 Shares to Donald McLay (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES - FOCUS SHOPFIT PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,333,333 Shares, together with 1 free attaching Option for every 1 Share issued to Focus Shopfit Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES - EMPIRE SOFTWARE PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,200,000 Shares, to Empire Software Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

Resolution 4	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p>

	<p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 8	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

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

Resolution 1	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2	Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 3	The Joint Lead Managers (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4	Gavin Ball (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 5	Benedict Barlow (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 6	Shen Lu (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 7	Paul McKenzie (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 8	Donald McLay (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 9	Focus Shopfit Pty Ltd or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 10	Empire Software Pty Ltd or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6187 0753.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO THE RESOLUTIONS

1.1 Background to Placement

As announced on 17 December 2024, the Company received firm commitments from existing and new, professional and sophisticated investors to raise a total of approximately \$1,051,093 (before costs) through the issue of up to 35,036,442 Shares (**Placement Shares**), at an issue price of \$0.03 per Share together with one (1) free-attaching Option exercisable at \$0.06 on or before the date which is 2 years from the date of issue of the Options (**Placement Options**), for every one (1) Share subscribed for and issued (**Placement**). The issue of the Placement Options is conditional on the receipt of Shareholder approval at this Meeting.

1.2 Background to Rights Issue

In conjunction with the Placement, the Company undertook a pro-rata non-renounceable rights issue of three (3) new Shares for every ten (10) Shares held by eligible shareholders in Australia, New Zealand, Hong Kong, Singapore and China, at \$0.03 per Share, to raise approximately \$2,417,514 together with one (1) free-attaching Option exercisable at \$0.06 on or before the date which is 2 years from the date of issue of the Options, for every one (1) Share subscribed for and issued (**Rights Issue**).

1.3 Lead Manager

The Company engaged Sequoia Corporate Finance Pty Ltd (**Sequoia**) and SP Corporate Advisory Pty Ltd (**Spark Plus**) (together the **Joint Lead Managers**) to act as joint lead managers to the Placement and Rights Issue pursuant to a joint lead managers mandate (**Joint Lead Managers Mandate**). The material terms of the Joint Lead Managers Mandate are set out below:

Fees	<p>The Company agreed to issue or pay the following fees to the Joint Lead Managers:</p> <p>(a) for the Placement, the Joint Lead Managers will receive;</p> <p>(i) a management fee of 2%, plus GST where applicable, for managing the Placement; and</p> <p>(ii) a Placement fee of 4%, plus GST where applicable, for funds raised via the Placement;</p> <p>(b) for the Rights Issue, Joint Lead Managers will receive a fee of 4%, plus GST, for any funds raised under the Shortfall Offer following the Rights Issue; and</p> <p>(c) 5,000,000 Options exercisable at \$0.06 on or before the date which is 2 years from the date of issue of the Options (JLM Options). The issue of the JLM Options is conditional on the receipt of Shareholder approval at this Meeting.</p> <p>Sequoia will also receive a once-off retainer fee of \$10,000 plus GST, payable in cash.</p>
Right of First Refusal	<p>Upon the successful completion of the Placement and the Rights Issue, the JLM's have first right of refusal to act as corporate advisor and lead manager to the Company on any further capital raising or advisory transaction that takes place within the next 12 months.</p>

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

1.4 Use of funds

Funds raised via the Placement and Entitlement Offer will be primarily applied to:

- (a) Develop the Australian business by establishing a dedicated sales and support team, together with marketing and training systems set-up to support the Australian business;
- (b) Funding the continued expansion of existing manufacturing facilities and raw materials costs; and
- (c) Debt repayment and general working capital.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER LISTING RULE 7.1 – PLACEMENT SHARES

2.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 35,036,442 Placement Shares to Placement Participants at an issue price of \$0.03 per Share to raise \$1,051,093.

2.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in 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 date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company (Placement Participants).

REQUIRED INFORMATION	DETAILS
	The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	35,036,442 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	23 December 2024.
Price or other consideration the Company received for the Securities	\$0.03 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 35,036,442 Placement Options as free-attaching options under the Placement.

A summary of Listing Rule 7.1 is set out in Section 2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	35,036,442 Options
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent

REQUIRED INFORMATION	DETAILS
	permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, as free-attaching options to the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to issue free-attaching options to the Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – APPROVAL TO ISSUE JLM OPTIONS

4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 JLM Options in consideration for services provided by the Joint Lead Managers in connection with the Placement and Rights Issue.

A summary of Listing Rule 7.1 is set out in Section 2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Joint Lead Managers (or their nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	5,000,000 Options
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for services provided by the Joint Lead Managers in connection with the Placement and Rights Issue.
Purpose of the issue, including the intended use	The purpose of the issue is to meet the Company's obligations under the Joint Lead Managers Mandate.

REQUIRED INFORMATION	DETAILS
of any funds raised by the issue	
Summary of material terms of agreement to issue	The Securities are being issued under the Joint Lead Managers Mandate, a summary of the material terms of which is set out in Section 1.3
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 4 TO 8 – APPROVAL TO ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES

5.1 General

Resolutions 4 to 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 16,841,591 Shares to Gavin Ball, Benedict Barlow, Shen Lu, Paul McKenzie and Donald McLay (or their nominee(s)) on the terms and conditions set out below in lieu of cash fees payable to the Directors.

Further details in respect of issue are set out in the table below.

RECIPIENT	RESOLUTION	DIRECTOR'S FEE/SALARY TO BE CONVERTED	SHARES TO BE ISSUED
Gavin Ball	4	\$156,914.31	5,230,477
Benedict Barlow	5	\$30,000.00	1,000,000
Shen Lu	6	\$125,000.01	4,166,667
Paul McKenzie	7	\$65,000.00	2,166,667
Donald McLay ¹	8	\$128,333.40	4,277,780
TOTAL		\$505,247.72	16,841,591

Notes:

- As announced on 12 March 2025, Donald McLay will resign as Chairman and Director of the Company on 31 March 2025 as part of the Company's Board succession plan.

5.2 Director Recommendation

Liza Carpine recommends that Shareholders vote in favour of Resolutions 4 to 8 as it will provide a cost effective way for the Company to remunerate the proposed recipients for outstanding fees, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.

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

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Shares are proposed to be issued to all of the Directors other than Liza Carpena, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and will be required to pay to accrued Directors fees in cash.

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

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	The proposed recipients of the Shares are set out in Section 5.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 5.1 above.

REQUIRED INFORMATION	DETAILS																		
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.																		
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).																		
Price or other consideration the Company will receive for the Shares	The Shares will be issued at a deemed issue price of \$0.03 per Share in lieu of outstanding directors' fees/salary as outlined in Section 5.1 above.																		
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued director's fees owed to the recipients outlined in Section 5.1 above.																		
Consideration of type and quantum of Security to be issued	<p>The deemed issue price of the Shares was determined based on the price Shares were issued at under the Placement and Entitlement Issue.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</p>																		
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>Related Party</th><th>Current Financial Year ending 30 June 2025</th><th>Previous Financial Year ended 30 June 2024</th></tr><tr><td>Gavin Ball</td><td>\$187,171</td><td>\$152,125</td></tr><tr><td>Benedict Barlow</td><td>\$55,000</td><td>Nil</td></tr><tr><td>Shen Lu</td><td>\$439,052</td><td>\$360,820</td></tr><tr><td>Paul McKenzie</td><td>\$60,000</td><td>\$60,000</td></tr><tr><td>Donald McLay</td><td>\$100,000</td><td>\$100,000</td></tr></table>	Related Party	Current Financial Year ending 30 June 2025	Previous Financial Year ended 30 June 2024	Gavin Ball	\$187,171	\$152,125	Benedict Barlow	\$55,000	Nil	Shen Lu	\$439,052	\$360,820	Paul McKenzie	\$60,000	\$60,000	Donald McLay	\$100,000	\$100,000
Related Party	Current Financial Year ending 30 June 2025	Previous Financial Year ended 30 June 2024																	
Gavin Ball	\$187,171	\$152,125																	
Benedict Barlow	\$55,000	Nil																	
Shen Lu	\$439,052	\$360,820																	
Paul McKenzie	\$60,000	\$60,000																	
Donald McLay	\$100,000	\$100,000																	
Valuation	<p>The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.03 per Share, being the price at which the Company issued shares under the Placement and Rights Issue.</p> <table><tr><th>Recipient</th><th>Shares</th><th>Value</th></tr><tr><td>Gavin Ball</td><td>5,230,477</td><td>\$156,914.31</td></tr><tr><td>Benedict Barlow</td><td>1,000,000</td><td>\$30,000</td></tr><tr><td>Shen Lu</td><td>4,166,667</td><td>\$125,000.01</td></tr><tr><td>Paul McKenzie</td><td>2,166,667</td><td>\$65,000.00</td></tr><tr><td>Donald McLay</td><td>4,277,780</td><td>\$128,333.40</td></tr></table>	Recipient	Shares	Value	Gavin Ball	5,230,477	\$156,914.31	Benedict Barlow	1,000,000	\$30,000	Shen Lu	4,166,667	\$125,000.01	Paul McKenzie	2,166,667	\$65,000.00	Donald McLay	4,277,780	\$128,333.40
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Shen Lu	4,166,667	\$125,000.01																	
Paul McKenzie	2,166,667	\$65,000.00																	
Donald McLay	4,277,780	\$128,333.40																	
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:																		

REQUIRED INFORMATION	DETAILS																																				
	As at the date of this Notice																																				
	<table><tr><th>Recipient</th><th>Shares</th><th>Options</th><th>Performance Rights</th><th>Undiluted</th><th>Fully Diluted</th></tr><tr><td>Gavin Ball</td><td>28,102,856</td><td>5,507,709</td><td>2,000,000</td><td>8.74%</td><td>8.27%</td></tr><tr><td>Benedict Barlow</td><td>-</td><td>-</td><td>-</td><td>0.00%</td><td>0.00%</td></tr><tr><td>Shen Lu</td><td>5,291,665</td><td>-</td><td>2,000,000</td><td>1.65%</td><td>1.69%</td></tr><tr><td>Paul McKenzie</td><td>125,000</td><td>1,000,000</td><td>-</td><td>0.04%</td><td>0.26%</td></tr><tr><td>Donald McLay</td><td>4,329,779</td><td>2,249,429</td><td>-</td><td>1.35%</td><td>1.53%</td></tr></table>	Recipient	Shares	Options	Performance Rights	Undiluted	Fully Diluted	Gavin Ball	28,102,856	5,507,709	2,000,000	8.74%	8.27%	Benedict Barlow	-	-	-	0.00%	0.00%	Shen Lu	5,291,665	-	2,000,000	1.65%	1.69%	Paul McKenzie	125,000	1,000,000	-	0.04%	0.26%	Donald McLay	4,329,779	2,249,429	-	1.35%	1.53%
	Recipient	Shares	Options	Performance Rights	Undiluted	Fully Diluted																															
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	Post issue																																				
	<table><tr><th>Recipient</th><th>Shares</th><th>Options</th><th>Performance Rights</th></tr><tr><td>Gavin Ball</td><td>33,333,333</td><td>5,507,709</td><td>2,000,000</td></tr><tr><td>Benedict Barlow</td><td>1,000,000</td><td>-</td><td>-</td></tr><tr><td>Shen Lu</td><td>9,458,332</td><td>-</td><td>2,000,000</td></tr><tr><td>Paul McKenzie</td><td>2,291,667</td><td>1,000,000</td><td>-</td></tr><tr><td>Donald McLay</td><td>8,607,559</td><td>2,249,429</td><td>-</td></tr></table>	Recipient	Shares	Options	Performance Rights	Gavin Ball	33,333,333	5,507,709	2,000,000	Benedict Barlow	1,000,000	-	-	Shen Lu	9,458,332	-	2,000,000	Paul McKenzie	2,291,667	1,000,000	-	Donald McLay	8,607,559	2,249,429	-												
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Paul McKenzie	2,291,667	1,000,000	-																																		
Donald McLay	8,607,559	2,249,429	-																																		
Dilution	If issued the Shares will increase the number of Shares on issue from 321,386,405 (being the total number of Shares on issue as at the date of this Notice) to 338,227,996 (assuming that no Shares are issued and no other convertible shares vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 4.98%, comprising 1.55% by Gavin Ball, 0.30% by Benedict Barlow, 1.23% by Shen Lu, 0.64% by Paul McKenzie and 1.26% by Donald McLay.																																				
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>Price</th><th>Date</th></tr><tr><td>Highest</td><td>\$0.075</td><td>2 May 2024</td></tr><tr><td>Lowest</td><td>\$0.025</td><td>13 January 2025</td></tr><tr><td>Last</td><td>\$0.062</td><td>27 March 2025</td></tr></table>		Price	Date	Highest	\$0.075	2 May 2024	Lowest	\$0.025	13 January 2025	Last	\$0.062	27 March 2025																								
	Price	Date																																			
Highest	\$0.075	2 May 2024																																			
Lowest	\$0.025	13 January 2025																																			
Last	\$0.062	27 March 2025																																			
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.																																				
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.																																				
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.																																				

6. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES - FOCUS SHOPFIT PTY LTD

6.1 General

The Company previously borrowed \$400,000 from Focus which is due and payable on 16 March 2025. The Company and Focus have entered an agreement for Focus to convert

\$100,000 owed into securities on the same terms as the Placement and Entitlement Offer, subject to Shareholder approval being received (**Focus Agreement**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,333,333 Shares, together with 1 free attaching Option for every 1 Share issued, in consideration for amounts owing to Focus.

A summary of Listing Rule 7.1 is set out in Section 2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to make payments to Focus in cash.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Focus Shopfit Pty Ltd
Number of Securities and class to be issued	The maximum number of Shares to be issued is 3,333,333 and the maximum number of Options to be issued is equal to 100% of the number of Shares to be issued (rounded down for fractional entitlements) (being approximately 3,333,333 Options) as the Options will be issued free attaching with the Shares on a 1 for 1 basis.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for amounts owing to Focus.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Focus Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Focus Agreement, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 10 – APPROVAL TO ISSUE SHARES - EMPIRE SOFTWARE PTY LTD

7.1 General

The Company and Empire have entered an agreement that the Company will issue 1,200,000 Shares to Empire, subject to Shareholder approval being received, as consideration for Empire providing customer relationship management software to the Company for two years (**Empire Agreement**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,200,000 Shares to Empire.

A summary of Listing Rule 7.1 is set out in Section 2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to make payments to Empire in cash.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Empire Software Pty Ltd
Number of Securities and class to be issued	1,200,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for customer relationship management software provided by Empire.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Empire Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Empire Agreement, a summary of the material terms of which is set out in Section 7.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means RLF Agtech Ltd (ACN 622 055 216).

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

Directors means the current directors of the Company.

Empire means Empire Software Pty Ltd.

Explanatory Statement means the explanatory statement accompanying the Notice.

Focus means Focus Shopfit Pty Ltd

JLM Options has the meaning given in section 1.3.

Joint Lead Managers has the meaning given in section 1.3.

Joint Lead Managers Mandate has the meaning given in section 1.3.

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

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in section 1.1.

Placement Shares has the meaning given in section 1.1.

Placement Options has the meaning given in section 1.1.

Placement Participants has the meaning given in section 2.5.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rights Issue has the meaning given in section 1.2.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

Sequoia means Sequoia Corporate Finance Pty Ltd (ACN 602 219 072) (CAR of AFSL 472387).

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

Shareholder means a registered holder of a Share.

Spark Plus means SP Corporate Advisory Pty Ltd (ACN 669 429 092) (CAR of AFSL 297950).

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

For personal use only

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.06 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 8 February 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 05 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

I/We being a Shareholder entitled to attend and vote at the General Meeting of RLF AgTech Ltd, to be held at **10.00am (AWST) on Wednesday, 07 May 2025 at Automic, Level 5, 191 St Georges Terrace, Perth WA 6000** hereby:

[illegible]

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).