



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

28 October 2025

Dear Shareholder

### **Annual General Meeting – Notice of Meeting and Proxies**

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

**Time and date:** 1:00pm (AWST) on Friday 28 November 2025

**Virtually:** via the following virtual meeting link :  
(<https://meeting.xcend.app/HTGAGM2025>)

### **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.

For personal use only



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

If you are eligible to vote at the Meeting, please login to the meeting portal (<https://meeting.xcend.app/HTGAGM2025>) 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 Annual 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 1:00pm (AWST) on Wednesday, 26 November 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.

Sincerely,

**George Lazarou**  
**Company Secretary**  
**Harvest Technology Group Ltd**

For personal use only



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

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held as follows:**

**Time and date:** 1:00pm (AWST) on Friday, 28 November 2025

**Location:** The 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/HTGAGM2025>.

The Notice of Annual 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 Annual General Meeting**

### **Important Information**

#### ***Time and place of the Meeting***

Notice is hereby given that the annual general meeting of Shareholders of the Company will be held virtually via a live webcast platform on Friday, 28 November 2025 at **1:00pm (AWST) (Meeting)**.

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

The Explanatory Memorandum commencing on page 10 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/HTGAGM2025>.

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

- (a) Enter the link <https://meeting.xcend.app/HTGAGM2025> into a web browser or to scan the QR code on the Proxy Form; and
- (b) Shareholders will need to enter 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 article 6.8 of the Constitution on **Wednesday, 26 November 2025 at 1:00pm (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/HTGAGM2025>; 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 article 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

### 1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditors' Report.

**Note:** There is no requirement for Shareholders to approve the Annual Report.

### 2. Resolutions

#### Resolution 1 – Adoption of Remuneration Report

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

*'That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report, as contained in the Company's annual financial report for the financial year ended 30 June 2025.'*

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

#### Resolution 2 – Re-election of Mr Marcus Machin as Director

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

*'That, for the purposes of article 7.2(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Marcus Machin, a director, retires by rotation, and being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions set out in Section 5 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### Resolution 3 – Ratification of prior issue of Shares, Convertible Notes and Options to RiverFort

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to RiverFort Global Opportunities PCC Ltd of a total of:*

*1,500,000 convertible notes with an aggregate face value and for an aggregate issue price of A\$1,500,000;*

*18,506,790 attaching options, each exercisable into one fully-paid ordinary share in the issued capital of the Company at an exercise price of A\$0.0377 per option and expiring on 29 March 2028 and*

*8,225,240 fully-paid ordinary shares at an aggregate deemed issue price of A\$200,000,*

*in each case, on the terms and conditions set out in Section 6 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 4 – Approval to issue Shares on conversion of June 2025 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 ASX Listing Rules 7.1 and 7.2 (Exception 17) and for all other purposes, Shareholders approve the issue by the Company of up to a total of 35,498,467 fully paid ordinary shares to the holders of the convertible notes issued by the Company on 2 July 2025 and 10 July 2025, on conversion of those convertible notes, on the terms and conditions set out in Section 7 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 5 – Approval to issue Shares on conversion of Director Loan Facility**

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

*'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to a total of 33,433,219 fully paid ordinary shares to Mr Ilario Faenza (or his nominee) on conversion of the total outstanding amount by the Company to Mr Ilario Faenza pursuant to the loan deed between the parties dated 14 June 2025 as amended on 25 September 2025, at a conversion price of A\$0.016 per share and otherwise on the terms and conditions set out in Section 8 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **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 ASX 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 1,875,000 fully-paid ordinary shares at an issue price of A\$0.0001 per share and 1,500,000 options at an issue price of A\$0.00001 per option, each exercisable into one fully-paid ordinary share in the issued capital of the Company at an exercise price of A\$0.03 per option and expiring on 7 October 2028, and otherwise on the terms and conditions set out in Section 9 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 7 – Ratification of prior issue of Shares to Spark Plus**

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to Spark Plus Pte Ltd of a total of 1,875,000 fully-paid ordinary shares at an issue price of A\$0.0001 per share and otherwise on the terms and conditions set out in Section 10 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 8 – Approval to issue Shares to Citadel as consideration for company secretarial services**

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

*'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company to Citadel Capital Pty Ltd (ACN 126 907 284) or its nominee of up to 870,191 fully-paid ordinary shares as consideration for the provision of company secretary services to the Company and otherwise on the terms and conditions set out in Section 11 of the Explanatory Memorandum*

accompanying the Notice of this Meeting.'

### **Resolution 9 – Approval to issue Loan Funded Shares to Mr Ilario Faenza under 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 ASX Listing Rule 10.14 and all other purposes, approval is given for the issue and allotment to Mr Ilario Faenza (and/or his nominee) of up to a total of 25,000,000 ordinary shares under the Company's Loan Funded Share Plan, on the terms and conditions set out in Section 12 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

### **Resolution 10 – Renewal of Shareholder Approval of Employee Incentive Plan**

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

*'That, pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the issue of up to a maximum of 95,551,595 Equity Securities under the Company's Employee Securities Incentive Plan for a period of up to three years from the date of the Meeting, on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting.'*

### **Resolution 11 – Approval to issue Shares and Options on conversion of February 2025 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 ASX Listing Rules 7.1 and 7.2 (Exception 17) and for all other purposes, Shareholders approve the issue by the Company of up to a total of 78,212,952 fully paid ordinary shares and 39,106,476 options to the holders of the convertible notes issued by the Company on 7 March 2025, on conversion of those convertible notes, on the terms and conditions set out in Section 14 and Schedule 11 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

### **Resolution 12 – Approval of Additional 10% Placement Capacity**

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

*'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting.'*

### **Required majority**

Each of the Resolutions 1 to 11 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.

Resolution 12 proposed in this Notice is a special resolution and will be passed if more than 75% of the votes cast by Shareholders entitled to vote on that Resolution are cast in favour of that Resolution.



## Voting exclusions and prohibitions

- (a) **Resolution 1:** In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person described in the voting prohibition above (the voter), may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in the voting prohibition above and either:

- (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
  - (ii) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.
- (b) **Resolution 3:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of RiverFort, or any of their respective Associates;
- (c) **Resolution 4:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issuance of the Conversion Shares contemplated in Resolution 4 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates;
- (d) **Resolution 5:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Ilario Faenza (or any of nominee of Ilario Faenza to whom the Shares contemplated in Resolution 5 are issued), any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 5 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates;
- (e) **Resolution 6:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Alto Capital or any of nominee of Alto Capital to whom the Shares contemplated in Resolution 6 are issued, any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 6 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates;
- (f) **Resolution 7:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Spark Plus or any of nominee of Spark Plus 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;
- (g) **Resolution 8:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Citadel or any nominee of Citadel to whom the Shares contemplated in Resolution 8 are issued, any person who will receive a material benefit as a

result of the issue of Shares contemplated in Resolution 8 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates;

(h) **Resolution 9:**

- (i) In accordance with section 250BD of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on this Resolution 9 if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution 9.

The above voting prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

- (ii) Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Loan Funded Share Plan in question (including Mr Ilario Faenza) or an associate of that person or those persons.

(i) **Resolution 10:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of:

- (i) any person who is eligible to participate in the Employee Incentive Plan the subject of this approval; or
- (ii) an associate of that person;

(j) **Resolution 11:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 11 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issuance of Conversion Shares and Options contemplated in Resolution 11 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates; and

(k) **Resolution 12:** If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 12 by or on behalf of any persons who are expected to participated in, or 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.

The above voting exclusions do not apply to a vote cast in respect 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; 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: 17 October 2025

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**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/HTGAGM2025> on Friday 28 November 2025 at 1:00pm (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Adoption of Remuneration Report
Section 5	Resolution 2 – Re-election of Mr Marcus Machin as Director
Section 6	Resolution 3 – Ratification of prior issue of Shares, Convertible Notes and Options to RiverFort
Section 7	Resolution 4 – Approval to issue Shares on conversion of June 2025 Convertible Notes
Section 8	Resolution 5 – Approval to issue Shares on conversion of Director Loan Facility
Section 9	Resolution 6 – Ratification of prior issue of Shares and Options to Alto Capital
Section 10	Resolution 7 – Ratification of prior issue of Shares to Spark Plus
Section 11	Resolution 8 – Approval to issue Shares to Citadel as consideration for company secretarial services
Section 12	Resolution 9 – Approval to issue Loan Funded Shares to Mr Ilario Faenza under Loan Funded Share Plan
Section 13	Resolution 10 – Renewal of Shareholder Approval of Employee Incentive Plan

Section 14	Resolution 11 – Approval to issue Shares and Options on conversion of February 2025 Convertible Notes
Section 15	Resolution 12 – Approval of Additional 10% Placement Capacity
Schedule 1	Definitions
Schedule 2	Material terms summary of RiverFort Funding Agreement (Resolution 3)
Schedule 3	Material terms summary of RiverFort Convertible Notes and RiverFort Options (Resolution 3)
Schedule 4	Material terms summary of June 2025 Convertible Note Deed Poll (Resolution 4)
Schedule 5	Material terms summary of terms of Director Loan Facility (Resolution 5)
Schedule 6	Details of Alto Shares and Alto Options (Resolution 6)
Schedule 7	Terms of issue of Alto Options (Resolution 6)
Schedule 8	Material terms summary of Loan Funded Share Plan (Resolution 9)
Schedule 9	Material terms summary of Limited Recourse Loan (under Loan Funded Share Plan) (Resolution 9)
Schedule 10	Material terms summary of Employee Incentive Plan (Resolution 10)
Schedule 11	Material terms summary of February 2025 Convertible Note Deed Poll (Resolution 11)

## 2. Action to be taken by Shareholders

Shareholders should read the Notice of the Meeting, including this Explanatory Memorandum, carefully and in its entirety before deciding how to vote on the Resolutions. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified adviser prior to voting.

### 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/HTGAGM2025>.

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 at the end of this Explanatory Memorandum at Annexure A. 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 articles 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 the 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 commencement 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 Resolutions 1 and 9 (except where you have indicated a different voting intention on your Proxy Form), even though Resolutions 1 and 9 are 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 5:00pm (AWST) on Friday, 21 November 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. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report. At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://harvest.technology/investors>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office at the time specified in Section 2.5 above.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.



## 4. Resolution 1 – Adoption of Remuneration Report

### 4.0 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2025 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

### 4.1 Voting consequences

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

The Company's Remuneration Report did **not** receive a Strike at the 2024 annual general meeting held on 19 November 2024, where the Remuneration Report for the financial year ended 30 June 2024 received a vote of more than 75% in favour of the relevant resolution. Accordingly, the Spill Resolution is not relevant for this Meeting.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support the strategic direction of the Company.

The voting exclusion statement for Resolution 1 is set out on page 7 of this Notice. Please refer to Section 2 in relation to important information relating to voting on this Resolution.

### 4.2 Board recommendation

Given the personal interests of all Directors in the outcome of Resolution 1, the Board declines to make a recommendation to Shareholders regarding Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

## 5. Resolution 2 – Re-election of Mr Marcus Machin as Director

### 5.0 General

Article 7.2(a) of the Constitution and Listing Rule 14.4 provide that a Director, excluding the Managing Director, must not hold office without re-election past the third annual general meeting following the Director's election, or for more than 3 years, whichever is longer.

Pursuant to article 7.5 of the Constitution, any Director that retires in accordance with article 7.2 of the Constitution is eligible for re-election and that re-election takes effect at the conclusion of the Meeting.

Mr Marcus Machin, a Non-Executive Director of the Company, was last elected at the Company's annual general meeting held on 8 November 2022. Accordingly, Mr Machin retires at the Meeting and, being eligible, stands for re-election at the Meeting pursuant to Resolution 2.

### 5.1 Qualifications and other material directorships

In accordance with Recommendation 1.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) (**Governance Principles**), the Company provides the following information in respect of Mr Machin:

- (a) **Position:** Mr Machin holds the position of Non-Executive Director of the Company.
- (b) **Length of Service:** Mr Machin was appointed as a Director of the Company on 3 September 2019 and was elected and re-elected at the Company's annual general meetings held on 28 November 2019 and 8 November 2022 respectively.
- (c) **Independence:** In accordance with the Governance Principles, the Board considers that Mr Machin is an independent director. Mr Machin is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party. Additionally, Mr Machin is not a substantial Shareholder of the Company, holding approximately 1.98% of the total issued Share capital of the Company as at the date of this Notice. Therefore, if re-elected, the Board will consider Mr Machin to be an independent Director.
- (d) **Formal qualifications:** Mr Machin holds a law degree from Cambridge University.
- (e) **Skills and experience:** Mr Machin has extensive international experience in finance, shipping and oil and gas. Based in Dubai for the past 25 years, initially as the Finance Director for a major regional participant in oil services, engineering, vessel-owning and investment, Mr. Machin established arabCapital in 2000 as a corporate finance and advisory practice focused primarily on the international shipping and oil services sectors.

Since 2000, arabCapital has worked in association with the Tufton Oceanic Finance Group (Tufton), London, a finance house focused on shipping and oil services and

together with Tufton has concluded over USA\$1billion of institutional investments in managed investment fund vehicles.

- (f) **Other material directorships:** Mr Machin does not currently hold any other material directorships, other than as disclosed in this Notice.

## 5.2 Board recommendation

The Board (not including Mr Machin) recommends that Shareholders vote in favour of Resolution 2.

## 6. Resolution 3 – Ratification of prior issue of Shares, Convertible Notes and Options to RiverFort

### 6.0 General

On 26 September 2025, the Company announced that it had entered into a funding agreement with RiverFort Global Opportunities PCC Ltd, a venture capital firm headquartered in the UK (**RiverFort**) for the provision of funding of up to A\$6,000,000 by RiverFort to the Company (**Funding Agreement**), through the issuance of secured convertible notes at an issue price of A\$1.00 per note (each, a **RiverFort Convertible Note**) and attaching Options each exercisable at a price equivalent to a 55% premium of the average of the 5-day VWAP preceding the date of each drawdown under the Funding Agreement (each, a **RiverFort Option**). The funding will be used predominantly for the Company's working capital and to support its business operations.

The material terms of the Funding Agreement, including the terms of the RiverFort Convertible Notes and RiverFort Options, are set out in the Company's announcement to the ASX on 26 September 2025 and at Schedule 2 and Schedule 3 of this Explanatory Memorandum.

Pursuant to the terms of the Funding Agreement, the Company completed the first drawdown under the Funding Agreement on 29 September 2025, receiving a total of A\$1,500,000 in loan proceeds. As consideration, the Company issued to RiverFort:

- (a) a total of 1,500,000 RiverFort Convertible Notes with an aggregate face value and for an aggregate issue price of A\$1,500,000;
- (b) 18,506,790 attaching RiverFort Options at an exercise price of A\$0.0377 per RiverFort Option and expiring on 29 March 2028; and
- (c) as a 'once off payment', 8,225,240 Shares in the capital of the Company (**RiverFort Shares**) at an aggregate deemed issue price of A\$200,000,

(collectively, **RiverFort Securities**), in each case 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 of the RiverFort Securities contemplated above which, if approved, will restore approximately 89% of the Company's placement capacity under Listing Rule 7.1.

## 6.1 Application of Listing Rules 7.1 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.

The issues of the RiverFort Securities contemplated in Resolution 3 did not qualify under any of the exceptions to the 15% Placement Capacity under Listing Rule 7.2 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 89%.

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'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.

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 1 seeks Shareholder approval to ratify the issue of the RiverFort Securities specified in Section 6.0 under and for the purposes of ASX Listing Rule 7.4.

## 6.2 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	<p>The following Equity Securities were issued by the Company pursuant to its 15% Placement Capacity under Listing Rule 7.1:</p> <p>(a) 1,500,000 convertible notes (<b>RiverFort Convertible Notes</b>);</p> <p>18,506,790 options exercisable into fully-paid ordinary shares (<b>RiverFort Options</b>); and</p> <p>8,225,240 fully-paid ordinary shares (<b>RiverFort Shares</b>),</p> <p>(collectively, <b>RiverFort Securities</b>).</p>
Name of recipients or basis on which persons were identified	<p>The RiverFort Securities were issued to RiverFort Global Opportunities PCC Ltd (<b>RiverFort</b>), a venture capital firm headquartered in the UK, pursuant to the terms of the Funding Agreement. RiverFort is not a Material Investor of the Company as at the date of this Notice. Other than the RiverFort Securities the subject</p>

	of Resolution 3, RiverFort does not otherwise hold any Equity Securities in the Company as at the date of this Notice.
Date securities were issued	29 September 2025.
Issue price	<p>(a) The RiverFort Convertible Notes have a face value and were issued at an issue price of A\$1.00 each. The Company received a total of A\$1,500,000 from the issue of the RiverFort Convertible Notes.</p> <p>The RiverFort Options were issued for nil additional cash consideration pursuant to the terms of the Funding Agreement. The number of RiverFort Options issued is equal to 30% of the total face value of the RiverFort Convertible Notes divided by the average VWAP of the Company's Shares over the last 5 days prior to their date of issue. The Company has not and will not receive any cash funds for the issue of these RiverFort Options.</p> <p>The RiverFort Shares were issued for nil cash consideration at an aggregate deemed issue price of A\$200,000. The Company has not and will not receive any cash funds for the issue of the RiverFort Shares.</p>
Purpose of issue	<p>The purpose of the issue of the RiverFort Securities the subject of Resolution 3 was to secure funding for the Company's working capital requirements and to support its business operations.</p> <p>The RiverFort Securities the subject of Resolution 3 were issued as part of the first drawdown under the Funding Agreement, from which the Company received a total of A\$1,500,000 in loan proceeds.</p>
Material terms of underlying agreement	A summary of the material terms of the Funding Agreement is set out at Schedule 2.
Material terms of securities	A summary of the material terms of the RiverFort Securities is set out at Schedule 3.
Voting exclusion statement	A voting exclusion statement applies to Resolution 3 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

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

If Resolution 3 is passed, a total of 1,500,000 Convertible Notes, 18,506,790 Options and 8,225,240 Shares 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 Equity Securities by approximately 15.18% 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 1,500,000 RiverFort Convertible Notes, 18,506,790 RiverFort Options and 8,225,240 RiverFort Shares the subject of Resolution 3 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 Convertible Notes by approximately 15.18% 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 92.27% of its 15% Placement Capacity under Listing Rule 7.1.

### 6.4 **Board recommendation**

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

## 7. **Resolution 4 – Approval to issue Shares on conversion of the June 2025 Convertible Notes**

### 7.0 **General**

On 27 June 2025, the Company entered into a convertible note deed poll to raise a maximum of A\$500,000 (**June 2025 Convertible Note Deed Poll**) through the issuance of secured convertible notes with a face value of A\$1,000 per note (each, a **June 2025 Convertible Note**) to certain sophisticated and professional investors set out in the table below (**Noteholders**), for the purpose of strengthening the Company's balance sheet and supporting business operations.

Pursuant to the June 2025 Convertible Note Deed Poll, the Company issued a total of 500 Convertible Notes without Shareholder approval in July 2025, on the condition that it would seek the approval of Shareholders to the issue of any Shares on conversion of those Convertible Notes (Listing Rule 7.2, Exception 17).

As at the date of this Notice, the total principal and interest owing on the June 2025 Convertible Notes is A\$547,633.

In accordance with the June 2025 Convertible Note Deed Poll, Resolution 4 seeks Shareholder approval under and for the purposes of Listing Rules 7.1 and 7.2 (Exception 17) for the Company to convert the total principal and interest amount owing on each of the June 2025 Convertible

Notes set out in the table below and issue an aggregate of 35,498,467 Shares (**June 2025 Conversion Shares**) to the Noteholders, in the following proportions:

<b>Noteholder</b>	<b>Convertible Notes</b>	<b>Total accrued interest</b>	<b>Conversion Shares</b>
Pistol Reeves Pty Ltd (ACN 684 447 612) ATF Paradise Super Fund A/C	130	A\$18,453	9,278,305
Romeo Super Holdings Pty Ltd (ACN 623 895 901) ATF EC Romeo Super Fund A/C	270	A\$36,119	19,132,448
Brandon Lee Romeo	50	A\$6,758	3,547,389
Hugh Secure Super Fund Pty Ltd ATF The Huge Secure Super Fund	50	A\$6,645	3,540,325
<b>TOTAL:</b>	500	A\$67,975	35,498,467

In the event that Shareholder approval is not obtained, the total principal and interest owing on the June 2025 Convertible Notes (which is estimated to be approximately A\$576,565 on maturity) will be repayable in cash to the Noteholders specified in the table above on 20 December 2025, being the maturity date.

A summary of the material terms and conditions of the convertible notes deed poll pursuant to which the June 2025 Convertible Notes were issued, is set out in Schedule 4.

## 7.1 **Application of Listing Rules 7.1 and 7.2, Exception 17**

As detailed in Section 6.1 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 proposed issue of the Conversion Shares contemplated in Resolution 4 does not fall within any of the exceptions to the 15% Placement Capacity under Listing Rule 7.1. The Convertible Notes contemplated in Section 7.0 were issued without Shareholder approval in reliance on the exception to Listing Rule 7.1, under Listing Rule 7.2, Exception 17 which requires that on conversion of those Convertible Notes, the issue of the June 2025 Conversion Shares be approved by Shareholders under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval for the issue of up to a total of 35,498,467 June 2025 Conversion Shares to the Noteholders specified in the table at Section 7.0, under and for the purposes of Listing Rules 7.1 and 7.2, Exception 17.

## 7.2 Specific information required by Listing Rule 7.3

The Company provides the following information with respect to Resolution 4 pursuant to Listing Rule 7.3:

Name of proposed recipients	The Conversion Shares the subject of Resolution 4 are proposed to be issued to the Noteholders specified in Section 7.0 (or their nominees), in the proportions set out in the table in that Section.
Number and class of securities to be issued	A total of up to 35,498,467 fully paid ordinary shares in the issued capital of the Company is proposed to be issued under Resolution 4, if approved.
Date by which securities will be issued	If Resolution 4 is approved, the Company expects to issue the June 2025 Conversion Shares on 1 December 2025. In any event, the Company will not issue any June 2025 Conversion Shares later than the maturity date of the June 2025 Convertible Notes, being 20 December 2025, if approved.
Issue price	If Resolution 4 is approved, the June 2025 Conversion Shares will be issued for nil cash consideration. The June 2025 Conversion Shares will be issued on conversion of the June 2025 Convertible Notes at a conversion price of A\$0.016. The Company will not receive any other consideration in respect of the issue of the June 2025 Conversion Shares.
Purpose of issue, including the intended use of any funds raised by the issue	<p>The purpose of the issue of the June 2025 Conversion Shares is to enable the Company to satisfy its obligations to convert the June 2025 Convertible Notes contemplated in Section 7.0, in accordance with their terms of issue.</p> <p>Funds raised under the June 2025 Convertible Notes have been and will continue to be applied towards additional general working capital to support the Company's ongoing operations and strategic initiatives.</p>
Summary of material terms of agreement to issue	A summary of the material terms of the June 2025 Convertible Note Deed Poll to which the Convertible



	Notes and Conversion Shares the subject of Resolution 4 relate, is set out in Schedule 4.
Voting exclusion statement	A voting exclusion statement applies to Resolution 4 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

### 7.3 **Effect of Resolution 4 being passed or not passed**

If Resolution 4 is passed, the Company will be able to proceed with the issue of the June 2025 Conversion Shares in accordance with the terms of issue of the June 2025 Convertible Notes contemplated in Section 7.0. In addition, the June 2025 Conversion Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1. 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 June 2025 Conversion Shares by approximately 3.71% 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 Company will not be able to proceed with the issue of the June 2025 Conversion Shares and the June 2025 Convertible Notes will be redeemable in cash at maturity.

### 7.4 **Board recommendation**

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

## 8. **Resolution 5 – Approval to issue Shares on conversion of Director Loan Facility**

### 8.0 **General**

As announced on 16 June 2025, the Company and Mr Ilario Faenza, a Director of the Company, entered into a loan deed on 14 June 2025 pursuant to which Mr Faenza agreed to provide an unsecured loan facility of up to A\$500,000 to the Company (**Director Loan Facility**) for the purpose of strengthening the Company's balance sheet and supporting business operations.

On 25 September 2025, the Company and Mr. Faenza entered into a variation deed to amend the terms of the Director Loan Facility to, amongst other things:

- (a) require the total principal and interest on the Director Loan Facility (**Total Outstanding Amount**) to be converted into Shares at a conversion price of A\$0.016 per Share (**Loan Conversion Share**), subject to Shareholder approval; and
- (b) extend the date for the repayment of the Total Outstanding Amount from 31 December 2025 to 31 December 2027 (unless converted earlier into Shares).

As at the date of this Notice, a total loan amount of A\$500,000 has been drawn by the Company under the Director Loan Facility, with total accrued interest of A\$25,685 (**Total Outstanding Amount**).

In the event that Shareholder approval to issue the Loan Conversion Shares is not obtained, the total principal and interest owing on the Director Loan Facility will be repayable in cash at maturity on 31 December 2027.

A summary of the material terms and conditions of the Director Loan Facility as amended, is set out in Schedule 4.

Resolution 5 seeks Shareholder approval under Listing Rule 10.11 for the Company to convert the Total Outstanding Amount and issue an aggregate of 33,433,219 Loan Conversion Shares to Mr Faenza (or his nominee).

The issue of the Loan Conversion Shares to Mr Faenza would result in the following change to Mr Faenza's shareholding and voting power in the Company:

Director	As at the date of this Notice		Immediately after issue of Loan Conversion Shares	
	Total number of Shares held	Total voting power	Total number of Shares held	Total voting power *
Ilario Faenza and his associates	1,400,000	0.15%	34,833,219	3.52%
*Assuming that no other Shares are issued after the date of the Meeting other than the Loan Conversion Shares.				

The issue of the 33,433,219 Loan Conversion Shares to Mr Faenza is not expected to have any impact on the control of the Company.

## 8.1 Application of Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception set out at Listing Rule 10.12 applies, a company must not issue or agree to issue Equity Securities to a related party (amongst others) without the approval of its ordinary shareholders. A "related party" includes the directors of a company.

As such, Shareholder approval is sought in respect of the issue of the Loan Conversion Shares to Mr Faenza under Resolution 5 for the purposes of Listing Rule 10.11 and all other purposes, by virtue of his directorship.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1 and the issue of the Loan Conversion Shares (if approved) will not impact the Company's 15% Placement Capacity.

Shareholder approval is not sought under Chapter 2E ('Related party transactions') of the Corporations Act as it is the view of the non-conflicted Directors (being all Directors except Mr Faenza) that any financial benefit derived by Mr Faenza from the issue of the Loan Conversion Shares are being derived on arms' length terms.

Resolution 5 seeks Shareholder approval for the issue of up to 33,433,219 Loan Conversion Shares to Mr Faenza, under and for the purposes of Listing Rule 10.11.

## 8.2 Specific information required by Listing Rule 10.13

The Company provides the following information with respect to Resolution 5 pursuant to Listing Rule 10.13:

Name of proposed recipients	The Loan Conversion Shares the subject of Resolution 5 are proposed to be issued to Mr Ilario Faenza (or his nominee) as set out in Section 8.0.
Category of issue	Shareholder approval to the issue of up to 33,433,219 Loan Funded Shares is required under Listing Rule 10.11.1 by virtue of Mr Faenza being a Director.
Number and class of securities to be issued	A total of up to 33,433,219 fully paid ordinary shares in the issued capital of the Company is proposed to be issued under Resolution 5, if approved.
Date by which securities will be issued	If Resolution 5 is approved, the Company expects to issue the Loan Conversion Shares on 1 December 2025. In any event, the Company will not issue any Loan Conversion Shares later than 1 month from the date of the Meeting, if approved.
Issue price	If Resolution 5 is approved, the Loan Conversion Shares will be issued for nil cash consideration. The Loan Conversion Shares will be issued on conversion of the Total Outstanding Amount (which is expected to be \$534,932 as at 1 December 2025) at a conversion price of A\$0.016 per Share. The Company will not receive any other consideration in respect of the issue of the Loan Conversion Shares.
Purpose of issue	<p>The purpose of the issue of the Loan Conversion Shares is to enable the Company to satisfy its obligations to convert the Current Outstanding Amount contemplated in Section 8.0, in accordance with their terms of issue.</p> <p>Funds provided under the Director Loan Facility has been and will continue to be applied towards additional general working capital to support the Company's ongoing operations and strategic initiatives.</p>
No remuneration or incentivisation	The Loan Conversion Shares are not being issued to remunerate or incentivise Mr Faenza.

Summary of material terms of agreement to issue	A summary of the material terms of the Director Loan Facility to which the Loan Conversion Shares the subject of Resolution 5 relate, is set out in Schedule 5.
Voting exclusion statement	A voting exclusion statement applies to Resolution 5 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

### 8.3 **Effect of Resolution 5 being passed or not passed**

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Loan Conversion Shares in accordance with the terms of the Director Loan Facility contemplated in Section 8.0. In addition, the Loan Conversion Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1. 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 Loan Conversion Shares by approximately 3.50% 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 Company will not be able to proceed with the issue of the Loan Conversion Shares and the Director Loan Facility will be repayable in cash at maturity.

### 8.4 **Board recommendation**

The Board (with Mr Faenza abstaining) recommends that Shareholders vote in favour of Resolution 5.

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

### 9.0 **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 A\$2 million (**Capital Raising**). On 29 September 2025, the Company completed its first drawdown of A\$1,500,000 (before fees) under the RiverFort Funding Agreement. This Capital Raising was coordinated and facilitated by Alto Capital and Spark Plus Pte Ltd (**Spark Plus**) as joint corporate advisers to the Company.

In consideration for Alto Capital's assistance and coordination of the RiverFort Funding Agreement, a success fee of 6% of the total capital raised for the Company is payable to Alto Capital under the Corporate Advisory Mandate. In lieu of this fee, Alto Capital agreed to be issued the following Shares and Options:

- (a) 3,750,000 Shares at an issue price of A\$0.0001 per Share (excluding GST), of which:
  - (i) 1,875,000 Shares were to be issued to Alto Capital (**Alto Shares**); and

- (ii) 1,870,000 Shares were to be issued to Spark Plus, as joint corporate adviser on the Capital Raising (see Resolution 7); and
- (b) 1,500,000 Options to Alto Capital at an issue price of A\$0.00001 per Option (excluding GST), each exercisable at A\$0.03 and expiring on 7 October 2028 (being 36 months from their date of issue) (**Alto Options**).

The Alto Shares and Alto Options were issued on 7 October 2025 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 Alto Shares and Alto Options which, if approved, will restore approximately 2.07% of the Company's 15% Placement Capacity under Listing Rule 7.1.

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

As detailed in Section 6.1 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 Alto Shares and Alto 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 2.07% for the 12-month period following the date of issue.

As noted in Section 6.1 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 1,875,000 Alto Shares and 1,500,000 Alto Options under and for the purposes of Listing Rule 7.4.

9.2 **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 Alto Shares and Alto Options were issued to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) ( <b>Alto Capital</b> ) and its nominees in the proportions set out at Schedule 6.
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Number and class of securities issued	<p>The Alto Shares comprises of 1,875,000 fully paid ordinary shares in the capital of the Company.</p> <p>The Alto Options comprises of 1,500,000 Options exercisable into Shares.</p>
Material terms of securities	<p>Each Alto Share is a fully-paid ordinary share in the issued capital of the Company.</p> <p>Each Alto Option is exercisable into one fully paid ordinary share in the issued capital of the Company on or before 7 October 2028 at an exercise price of A\$0.03 each. The Alto Options are transferrable and are not quoted on the ASX.</p> <p>The terms of issue of the Alto Options are set out at Schedule 7.</p>
Date securities were issued	7 October 2025.
Issue price (or other consideration)	<p>The Alto Shares were issued at an issue price of A\$0.0001 per Share (excluding GST) and the Alto Options were issued at an issue price of A\$0.00001 per Share (excluding GST), being A\$202.20 (excluding GST) in total.</p> <p>Upon exercise of all of the Alto Options, the Company will receive a total of A\$45,000.</p>
Purpose of the issue	<p>The Alto Shares and Alto Options were issued as consideration for corporate advisory services and capital raising services provided by Alto Capital to the Company in connection with the RiverFort Funding Agreement.</p> <p>The total issue price received by the Company for the Alto Shares and Alto Options (A\$202.20) was used for the Company's general working capital.</p> <p>The cash amount to be received by the Company on the exercise of the Alto Options is (A\$45,000) and is currently proposed to be used for the Company's general working capital.</p>
Other material terms of agreement	Please refer to Section 9.3 for a summary of the material terms of the Corporate Advisory Mandate and Schedule 7 for a summary of the terms of issue of the Alto Options.
Voting exclusion statement	A voting exclusion statement applies to Resolution 6 and is included in the Notice of meeting preceding this Explanatory Memorandum.

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

Pursuant to the Corporate Advisory Mandate dated 11 October 2024, the Company appointed Alto Capital 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 Alto Capital's services, the Company agreed to:

- (a) issue Alto Capital (or its nominees) with the following initial tranche of Equity Securities:
  - (i) 23,904,762 Shares, at a price of A\$0.00001 (excluding GST) each, upon execution of the Corporate Advisory Mandate; and
  - (ii) 22,000,000 Options, at a price of A\$0.0001 (excluding GST) each, upon the Company successfully raising A\$2 million, with each Option exercisable into 1 Share at a price of A\$0.02 per Option for a period of 3 years from their date of issue;
- (b) in respect of the Capital Raising, pay Alto Capital:
  - (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 Alto Capital assists in coordinating the raising of such funds;
- (c) grant Alto Capital 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 Alto Capital for all out-of-pocket expenses reasonably incurred in respect of its engagement under the Corporate Advisory Mandate.

Under the mandate, the Company indemnifies Alto Capital against all claims, liabilities, losses and expenses which Alto Capital or its directors, employees and agents may incur in connection with the mandate and releases Alto Capital 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 Alto Capital.

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

If Resolution 6 is passed, the 1,875,000 Alto Shares and 1,500,000 Alto 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 Alto Shares and Alto Options by approximately 0.35% 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 1,875,000 Alto Shares and 1,500,000 Alto 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 Alto Shares and Alto Options by approximately 0.35% 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 92.27% of its 15% Placement Capacity.

## 9.5 **Board recommendation**

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

## 10. **Resolution 7 – Ratification of prior issue of Shares to Spark Plus**

### 10.0 **General**

As detailed in Section 9.0, Spark Plus Pte Ltd (**Spark Plus**) and Alto Capital acted as joint corporate advisers to the Company in relation to its entry into the RiverFort Funding Agreement.

In lieu of the success fee otherwise payable in respect of the assistance and coordination of the RiverFort Funding Agreement, Spark Plus agreed to accept 1,875,000 Shares at an issue price of A\$0.0001 per Share (excluding GST) as consideration for its services.

The Spark Shares were issued on 7 October 2025 without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of Spark Shares which, if approved, will restore approximately 0.92% of the Company's 15% Placement Capacity under Listing Rule 7.1.

### 10.1 **Application of Listing Rule 7.1**

As detailed in Section 6.1 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 Spark Shares 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 0.92% for the 12-month period following the date of issue.

As noted in Section 6.1 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 7 seeks Shareholder approval to ratify the issue of 1,875,000 Spark Shares under and for the purposes of Listing Rule 7.4.

## 10.2 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 Spark Shares the subject of Resolution 7 were issued to Spark Plus Pte Ltd ( <b>Spark Plus</b> ).
Number and class of securities issued	The Spark Shares comprises of a total of 1,875,000 fully-paid ordinary shares in the capital of the Company.
Material terms of securities	Each Spark Share is a fully-paid ordinary share in the issued capital of the Company.
Date securities were issued	7 October 2025.
Issue price (or other consideration)	The Spark Shares were issued at an issue price of A\$0.0001 (excluding GST) per Share and an aggregate issue price of A\$187.50 (excluding GST).
Purpose of the issue	The Spark Shares were issued as consideration for the corporate advisory and capital raising services provided by Spark Plus to the Company in connection with the RiverFort Funding Agreement.  The total issue price received by the Company for the Spark Shares (A\$187.50) was used for the Company's general working capital.
Other material terms of agreement	Other than as disclosed in Section 10 and this Section 10.2, there are no other material terms associated with the proposed issue of the Spark Shares.
Voting exclusion statement	A voting exclusion statement applies to Resolution 7 and is included in the Notice of Meeting preceding this Explanatory Memorandum.

### 10.3 **Effect of Resolution 7 being passed or not passed**

If Resolution 7 is passed, the 1,875,000 Spark Shares 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 Spark Shares by approximately 0.20% 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, the 1,875,000 Spark Shares 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 Spark Shares by approximately 0.20% 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 92.97% of its 15% Placement Capacity.

### 10.4 **Board recommendation**

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

## 11. **Resolution 8 – Approval of issue of Shares to Citadel as consideration for company secretarial services**

### 11.0 **General**

On 31 July 2024, the Company entered into an agreement with Citadel Capital Pty Ltd (ACN 126 907 284) (**Citadel**) for the provision of company secretarial services by Citadel (through its nominated representative, George Lazarou) to the Company (**Citadel Mandate**).

Pursuant to the Citadel Mandate, the Company agreed, amongst other things, to pay to Citadel (or its nominee) in consideration for Citadel's services a fee of A\$15,000 plus GST per month of which A\$5,000 is to be satisfied by way of the issue of Shares and the GST portion of the fee payable in cash).

Resolution 8 seeks Shareholder approval for the issue of up to 870,191 Shares to Citadel (or its nominee) in satisfaction of A\$15,000 in fees otherwise payable to Citadel for its company secretarial services to the Company in the months of July, August and September 2025 (**Citadel Shares**).

The Citadel Shares are proposed to be issued to the following nominee of Citadel at the following deemed issue prices, which represented the 20 day VWAP of the Company's Shares traded prior to the relevant invoice date:

Recipient	Citadel Shares	Deemed issue price	Invoice date
Eoz Pty Ltd (ACN 149 838 960) ATF Zeus A/C	331,784	A\$0.0151, being the 20-day VWAP on the date prior to the invoice date	31 July 2025

	306,875	A\$0.0163, being the 20-day VWAP on the date prior to the invoice date	31 August 2025
	231,532	A\$0.0216, being the 20-day VWAP on the date prior to the invoice date	30 September 2025
<b>TOTAL:</b>	870,191	-	-

### 11.1 Application of Listing Rules 7.1 and 7.4

As detailed in Section 6.1 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 proposed issue of the Citadel Shares does not fall within any of the exceptions to Listing Rule 7.1. Accordingly, Resolution 8 seeks Shareholder approval for the issue of 870,191 Shares to Citadel (or its nominee) under and for the purposes of Listing Rule 7.1.

### 11.2 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:

Number and class of securities to be issued	870,191 fully paid ordinary shares ( <b>Citadel Shares</b> ).
Name of recipients or basis on which persons were identified	The Citadel Shares are proposed to be issued to Eoz Pty Ltd (ACN 149 838 960) ATF Zeus A/C, being a nominee of Citadel Capital Pty Ltd (ACN 126 907 284) ( <b>Citadel</b> ).
Date by which securities will be issued	The Citadel Shares will be issued to Citadel (or its nominee) as soon as practicable after the date of the Meeting. In any case, the Citadel Shares will be issued no later than 3 months after the date of the Meeting.
Issue price (or other consideration)	The Citadel Shares are to be issued for nil cash consideration, at the deemed issue prices outlined in Section 11.0 above, and as part consideration for the company secretarial services provided by Citadel.  The Company has not and will not receive any cash funds for the issue of the Citadel Shares.
Purpose of issue	The Citadel Shares are proposed to be issued in part consideration for the provision of company secretarial services provided by Citadel to the Company.

Material terms of agreement	Other than as disclosed in Section 11.0 and this section 11.2, there are no other material terms associated with the issue of the Citadel Shares the subject of Resolution 8.
Voting exclusion statement	A voting exclusion statement applies to Resolution 8 and has been included in the Notice of meeting preceding this Explanatory Memorandum.

### 11.3 **Effect of Resolution 8 being passed or not passed**

If Resolution 8 is passed, the Company will be able to issue the 870,191 Citadel Shares to fulfill its obligations to Citadel (or its nominee) under the Citadel Mandate and these Citadel 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 Citadel Shares by approximately 0.09% 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, it is the intention of the Board that the Company will not proceed with the issue of the 870,191 Citadel Shares and will instead, pay Citadel the fee for company secretarial services in the months of July, August and September 2025 of A\$15,000 in total in cash.

### 11.4 **Board recommendation**

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

## 12. **Resolution 9 – Approval to issue Loan Funded Shares to Mr Ilario Faenza pursuant to Loan Funded Share Plan**

### 12.0 **General**

Resolution 9 seeks the approval of Shareholders to issue, pursuant to the Loan Funded Share Plan up to 25,000,000 Shares to a Director, Mr Ilario Faenza, at an issue price per Share equal to 97% of the VWAP of the Company's Shares over the 5 trading days immediately preceding the Grant Date (**Loan Funded Shares**).

The Loan Funded Shares constitute the equivalent of 2.55% (on an undiluted basis) and 2.23% (on a fully diluted basis) of the total issued Share capital of the Company immediately after their issue, assuming no other Shares are issued between the date of this Notice and that time.

In accordance with the terms of the Loan Funded Share Plan, the acquisition by Mr Faenza of the Loan Funded Shares will be funded by a limited-recourse loan from the Company. The terms of that loan are summarised at Schedule 9.

The purpose of the proposed issue of the Loan Funded Shares is to compensate and further incentivise Mr Faenza for his work for the Company and its subsidiaries. Given the size of the Company, the Directors are required to undertake a range of "hands on" work to facilitate the day-to-day operations of the Company as well as corporate and strategic matters ordinarily

handled by a bigger management team (for example, negotiation of transactions). Having regard to these contributions, the Board (with Mr Faenza abstaining) considers that the issue of the Loan Funded Shares to the Mr Faenza is an appropriate, cost effective and efficient reward for the Company to make to appropriately incentivise their respective continued performance and is consistent with the strategic goals and targets of the Company.

The maximum number of Loan Funded Shares proposed to be issued to Mr Faenza was determined having regard to:

- (a) the current remuneration packages of Mr Faenza, which is detailed in Section 12.2;

the number of Equity Securities previously issued by the Company to Mr Faenza (including in lieu of fees), which is detailed in Section 12.2; and

- (a) the comparable level of fees (including short-term and long-term equity-based incentives) paid or provided to directors in ASX-listed companies of a similar size of operation as the Company.

The Board considers the number of Loan Funded Shares proposed to be issued to Mr Faenza to be appropriate and equitable having regard to:

- (a) the additional level of work performed by Mr Faenza given the Company's size; and
- (b) the current remuneration levels paid to Mr Faenza.

If the requisite Shareholder approvals to the issue of the Loan Funded Shares are not obtained at the Meeting, the Board intends to consider alternative options for Mr Faenza for his continued performance and service to the Company and its subsidiaries. This may include issuing Shares, Options or Performance Rights to Mr Faenza, subject to obtaining the requisite Shareholder approvals under the Corporations Act and Listing Rules, and/or paying Mr Faenza a cash equivalent.

A summary of the key terms of the Loan Funded Share Plan Rules is set out in Schedule 8.

A copy of the Loan Funded Share Plan Rules can be obtained, free of charge, by contacting the Company Secretary, George Lazarou on (03) 9017 5800 or by email at [investor@harvest-tech.com.au](mailto:investor@harvest-tech.com.au).

## 12.1 Application of Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval to be obtained where the Company issues, or agrees to issue, Equity Securities under an employee incentive scheme to a director of the Company, an Associate of a director of the Company, or a person whose relationship with the Company, a director of the Company or an Associate of a director of the Company is, in ASX's opinion, such that approval should be obtained.

Further, approval under Listing Rule 7.1 is not required in order to issue the Loan Funded Shares to Mr Faenza if the requisite Shareholder approvals are obtained under Listing Rule 10.14. This means that the issue of the Loan Funded Shares to Mr Faenza, if approved, will not reduce the Company's capacity to issue Equity Securities without Shareholder approval in reliance on the 15% Placement Capacity in the 12-month period following their issue.

Accordingly, Resolution 9 is being put to Shareholders pursuant to Listing Rule 10.14 to seek approval for the issue of the Loan Funded Shares to Mr Faenza.

Shareholder approval is not sought under Chapter 2E ('Related party transactions') of the Corporations Act as it is the view of the non-conflicted Directors (being all Directors except Mr Faenza) that the proposed grant of the Loan Funded Shares and limited recourse loan to fund the acquisition of the Loan Funded Shares constitutes "reasonable remuneration" of Mr Faenza for the purposes of section 211 of the Corporations Act.

## 12.2 Specific information required by Listing Rule 10.15

The Company provides the following information with respect to Resolution 9 for the purposes of the Listing Rules including Listing Rule 10.15:

Name of issuee	The 25,000,000 Loan Funded Shares are proposed to be issued to Mr Ilario Faenza or his nominee as set out in Section 12.0.
Category of issue	Shareholder approval to the issue of the 25,000,000 Loan Funded Shares is required under Listing Rule 10.14.1 by virtue of Mr Faenza being a Director.
Number and class of Loan Funded Shares to be issued	<p>Up to a total of 25,000,000 Loan Funded Shares in the Company are proposed to be issued to Mr Faenza pursuant to Resolution 9, if approved.</p> <p>The Loan Funded Shares will rank equally with and have the same rights as all other Shares. This means that, from the date of issue, the Loan Funded Shares will confer on their holders the right to:</p> <ul style="list-style-type: none"> <li>(a) vote and receive notice of Company meetings;</li> <li>(b) receive dividends declared on Shares;</li> <li>(c) a return of capital, whether in a winding up, upon a reduction of capital or otherwise;</li> <li>(d) participate in the surplus profit or assets of the entity upon a winding up; and</li> <li>(e) participate in new issues of Equity Securities such as bonus issues or entitlement issues; and</li> <li>(f) the rights to receive dividends and returns of capital will be subject to the terms of the loan (see Schedule 9 for further details).</li> </ul> <p>The Loan Funded Shares will also be subject to a holding lock until satisfaction of the applicable vesting conditions.</p> <p>The Company will apply for and use all reasonable endeavours to seek official quotation of the Loan</p>

	Funded Shares on the ASX in accordance with the Listing Rules and the terms of the Plan.
Current remuneration of issuee	Mr Faenza's total remuneration package in respect of the current financial year ( <b>FY26</b> ) is A\$400,000 including superannuation.
Previous issues to Mr Faenza under the Plan	There have been no previous issues under the Plan to Mr Faenza.
Shareholding (not under the Plan)	Mr Faenza currently holds 1,400,000 Shares in the Company, being approximately 0.15% of the issued share capital of the Company.
Issue date	If Resolution 9 is approved, the 25,000,000 Loan Funded Shares will be issued to Mr Faenza (or his nominee) as soon as practicable, but in any case no later than 36 months after the date of the Meeting (or such longer period of time as ASX allows).

Terms of issue of Loan Funded Shares

- (a) **Performance criteria:** There is no performance criteria applicable to the Loan Funded Shares. The only vesting conditions applicable to the Loan Funded Shares are time-based, subject to Mr Faenza's continued engagement with the Company or its subsidiaries (see paragraph (b) immediately below);
- (b) **Vesting conditions:** the Loan Funded Shares issued to Mr Faenza will vest annually in equal tranches, for 3 years from the Grant Date as illustrated in the table below titled "Vesting Schedule". The vesting of each tranche of Loan Funded Shares will be subject to Mr Faenza holding office as a director of the Company or being otherwise employed or engaged by the Company or any of its subsidiaries for the period from the Grant Date to the relevant vesting date.

Vesting Schedule		
Tranche	Vesting date	Number of Loan Funded Shares to vest on each anniversary of the Grant Date
1.	First anniversary of the Grant Date	8,333,333
2.	Second anniversary of the Grant Date	8,333,334
3.	Third anniversary of the Grant Date	8,333,334
<b>Total</b>		<b>25,000,000</b>

Once vested, the relevant Loan Funded Shares will be capable of being freely traded subject to the Constitution, the Company's share trading and other applicable policies, the Listing Rules and the Corporations Act.



	<p>Until such time as vesting occurs, Mr Faenza will not be able to sell, encumber, grant options over or otherwise deal with or encumber those Loan Funded Shares, and the Company will be entitled to impose a holding lock on those Loan Funded Shares to ensure no trading occurs.</p> <p>(c) <b>Treatment on resignation from office:</b> in accordance with the Plan Rules, if Mr Faenza resigns from office as a Director and otherwise ceases to be employed or engaged by the Company or any of its subsidiaries, then the Company will have a right to sell:</p> <ul style="list-style-type: none"> <li>(i) all unvested Loan Funded Shares held by Mr Faenza, and apply the proceeds of sale in satisfaction of any outstanding loan amount in respect of those unvested Loan Funded Shares; and</li> <li>(ii) such number of vested Loan Funded Shares held by Mr Faenza as are required to satisfy the payment of any outstanding loan amount in respect of those vested Loan Funded Shares,</li> </ul> <p>and Mr Faenza will be entitled to retain any vested Loan Funded Shares that are not required to be sold in accordance with sub-paragraph (i) and (ii) above.</p> <p>If Mr Faenza's resignation from office or cessation of employment or engagement with the Company or any of its subsidiaries is caused by death or total and permanent disability, then the Board may exercise its discretion in accordance with the Plan Rules to waive any vesting conditions.</p>
Terms of employee incentive scheme	A summary of the material terms of the Loan Funded Share Plan Rules is set out in Schedule 8.
Terms of loan	<p>A summary of the material terms of the limited recourse loan that will fund the issue price for the 25,000,000 Loan Funded Shares, is set out in Schedule 9.</p> <p>It is proposed that the loan to fund Mr Faenza's acquisition of the Loan Funded Shares will be offered for a maximum term of 10 years. That is, Mr Faenza will be required to repay the full loan amount on the tenth anniversary of the Grant Date, or earlier on the</p>

	<p>occurrence of any other event specified at item 3 of Schedule 9.</p> <p>The loan is to be applied in satisfaction of the issue price required to be paid to the Company in respect of the Loan Funded Shares, and no cash amount will in fact be advanced to Mr Faenza.</p> <p>To secure its interest in the repayment of such loan, the Company is entitled under the Plan Rules to take a security interest over the Loan Funded Shares.</p>
Disclosure of issues under employee incentive scheme	<p>The Board confirms that each annual report of the Company relating to a period in which Loan Funded Shares are issued to a Director, an Associate of a Director or other person referred to in Listing Rule 10.14 pursuant to the Loan Funded Share Plan will include:</p> <ul style="list-style-type: none"> <li>(a) details of any such issue; and</li> <li>(b) a statement that approval for such issue was obtained under Listing Rule 10.14.</li> </ul> <p>Any additional persons who become entitled to participate in an issue of securities under the Loan Funded Share Plan after the Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p>

### 12.3 **Effect of Resolution 9 being passed or not passed**

If Shareholder approval is obtained for Resolution 9, the Company will issue up to 25,000,000 Loan Funded Shares to Mr Faenza on the terms and conditions contemplated in Section 12.2 above and subject to the Loan Funded Share Plan Rules.

### 12.4 **Consequences of Resolution 9 not being passed**

If Shareholder approval is not obtained for Resolution 9, the Company will not issue up to 25,000,000 Loan Funded Shares to Mr Faenza.

However, as noted in section 12.0 above, the Board intends to consider alternative options for rewarding Mr Faenza for his continued performance and service to the Company and its subsidiaries, which may include issuing Shares, Options and Performance Rights to Mr Faenza, subject to obtaining the requisite Shareholder approvals under the Corporations Act and Listing Rules, and/or paying him a cash equivalent.

### 12.5 **Voting exclusion**

A voting exclusion statement applies to Resolution 9 and has been included in the Notice of meeting preceding this Explanatory Memorandum.

The Chair intends to vote undirected proxies in favour of Resolution 9, subject to compliance

with the Corporations Act.

If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 9, by signing and returning the Proxy Form you are giving express authorisation for the Chair to vote the proxy in accordance with the Chair's intentions on Resolution 9 even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 12.6 **Board recommendation**

The Board (with Mr Faenza abstaining) recommends that Shareholders vote in favour of Resolution 9.

## 13. **Resolution 10 – Renewal of Shareholder Approval of Employee Incentive Plan**

### 13.0 **General**

Resolution 10 seeks Shareholder approval, pursuant to Listing Rule 7.2 (Exception 13), to renew the Employee Securities Incentive Plan approved by the Shareholders on 8 November 2022 (the **Employee Incentive Plan**) and to enable Equity Securities to continue to be issued under the Employee Incentive Plan to eligible persons and to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 10 is passed.

As at the date of the Notice, the Company has no immediate intention of issuing any Incentive Securities under the Employee Incentive Plan (subject to Resolution 10 being approved). However, the Company wishes to retain the flexibility to issue Incentive Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule, in order to have the ability to attract and incentivise key staff in the future.

A summary of the Employee Incentive Plan, to be adopted pursuant to Resolution 10, is set out in Schedule 10.

### 13.1 **Application of Listing Rules 7.1 and 7.2, Exception 13(b)**

As detailed in Section 6.1 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.

Listing Rule 7.2 (Exception 13(b)) is one of the exceptions to Listing Rule 7.1. Specifically, any issue of Equity Securities under the Employee Incentive Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1 if the Employee Incentive Plan has been approved by Shareholders for the purposes of Listing Rule 7.2, Exception 13(b) within 3 years before the relevant issue. Shareholder approval under Listing Rule 7.2, Exception 13(b) lasts for a period of three years.

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

The Company provides the following information with respect to Resolution 10 pursuant to Listing Rule 7.2, Exception 13(b):

Summary of the terms of the Employee Incentive Plan	A summary of the material terms of the Employee Incentive Plan is set out in Schedule 10.
Number of securities issued under the Employee Incentive Plan since its approval	<p>The Shareholders last approved the Employee Incentive Plan under Listing Rule 7.2, Exception 13(b) at the Company's annual general meeting on 8 November 2022. Between that date and the date of expiry of that last approval (8 November 2025), the Company issued the following Equity Securities under the Employee Incentive Plan:</p> <ul style="list-style-type: none"> <li>(a) on 9 December 2022, 4,437,399 Shares;</li> <li>(b) on 2 February 2023, 600,000 Shares;</li> <li>(c) on 21 February 2023, 500,000 Shares;</li> <li>(d) on 13 September 2023, 850,000 Shares;</li> <li>(e) on 22 September 2023, 2,000,000 Shares;</li> <li>(f) on 3 October 2023, 10,847,964 Shares;</li> <li>(g) on 7 August 2024, 550,000 Shares;</li> <li>(h) on 17 December 2024, 6,841,294 Shares;</li> <li>(i) on 8 April 2025, 5,336,906 Shares; and</li> <li>(j) on 2 July 2025, 13,071,574 Shares.</li> </ul>
Maximum number of Equity Securities proposed to be issued under the scheme	If Resolution 10 is approved by Shareholders, the maximum number of Equity Securities proposed to be issued under the Employee Incentive Plan until expiry of that approval (i.e. within 3 years of the date of the Meeting) is 95,551,595 Equity Securities (subject to adjustment in the event of reorganisation of capital and further subject to applicable laws and the Listing Rules). This is equivalent to 10% of the total number of Shares on issue in the capital of the Company as at the date of this Notice.
Voting exclusion statement	A voting exclusion statement applies to Resolution 10 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

### 13.3 Effect of Resolution 10 being passed or not passed

If Resolution 10 is passed, the Company will be able to issue up to a total of 95,551,595 Equity Securities under the Employee Incentive Plan to eligible participants over a period of three years after the date of the Meeting without relying upon the Company's 15% Placement Capacity. 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 Equity Securities by approximately 10% in total based on the total issued share capital of the Company as at the date of this Notice.

However, any future issues of Equity Securities under the Employee Incentive Plan to a related party or a person whose relationship with the Company or the related party, is in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 10 is not passed, any issue of Equity Securities pursuant to the Employee Incentive Plan must either be undertaken using the Company's 15% Placement Capacity under Listing Rule 7.1, the Company's Additional 10% Placement Capacity (if applicable) under and subject to complying with the conditions of Listing Rule 7.1A or with prior Shareholder approval.

#### 13.4 Board recommendation

The Board makes no recommendation in relation to Resolution 10 due to their personal interests in the outcome of that Resolution.

### 14. Resolution 11 – Approval to issue Shares and Options on conversion of February 2025 Convertible Notes

#### 14.0 General

On 28 February 2025, the Company announced that it had secured commitments to raise a maximum of A\$1,500,000 (**February 2025 Convertible Note Deed Poll**) through the issuance of secured convertible notes with a face value of A\$1,000 per note (each, a **February 2025 Convertible Note**) to a sophisticated investor of Alto Capital, Skyline Corporation Pty Ltd (ACN 125 471 089), (**Investor**), for the purpose of strengthening the Company's balance sheet and supporting business operations.

Pursuant to the February 2025 Convertible Note Deed Poll, on 7 March 2025, the Company issued 1,500 February 2025 Convertible Notes without Shareholder approval in reliance on Listing Rule 7.2, Exception 17.

Under the terms of issue of the February 2025 Convertible Notes, subject to Shareholder approval:

- (a) the total principal and interest amount owing under each February 2025 Convertible Note is convertible into Shares at a conversion price of A\$0.022, at the Investor's election (**February 2025 Conversion Shares**); and
- (b) if the February 2025 Convertible Notes are converted to February 2025 Conversion Shares prior to 7 March 2026 (being the first anniversary of their date of issue), then the Investor is to be issued one (1) attaching Option for every two (2) February 2025 Conversion Shares for no additional cash consideration (**February 2025 Options**).

In the event that Shareholder approval is not obtained for the conversion of the February 2025 Convertible Notes, the face value and interest accrued will be repayable in cash at maturity on 25 February 2027.

The Company intends to seek Shareholder approval under Listing Rule 7.1 and 7.2, Exception 17 in respect of the issue of up to a total of 78,212,952 February 2025 Conversion Shares and 39,106,476 attaching February 2025 Options if the February 2025 Convertible Notes are converted by the Investor as contemplated above.

A summary of the material terms and conditions of the February 2025 Convertible Note Deed Poll pursuant to which the February 2025 Convertible Notes were issued and the terms and conditions of the attaching February 2025 Options is set out in Schedule 11.

Resolution 11 seeks Shareholder approval under Listing Rule 7.1 for the Company to convert the February 2025 Convertible Notes and issue up to an aggregate of 78,212,952 February 2025 Conversion Shares and 39,106,476 attaching February 2025 Options to the Investor.

#### 14.1 **Application of Listing Rules 7.1 and 7.2, Exception 17**

As detailed in Section 6.1 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 proposed issue of the February 2025 Conversion Shares and attaching February 2025 Options contemplated in Resolution 11 does not fall within any of the exceptions to the 15% Placement Capacity under Listing Rule 7.1. The February 2025 Convertible Notes contemplated in Section 12.0 were 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 the February 2025 Convertible Notes and the issue of the February 2025 Conversion Shares and attaching February 2025 Options be approved by Shareholders under Listing Rule 7.1.

Resolution 11 seeks Shareholder approval for the issue of up to a total of 78,212,952 February 2025 Conversion Shares and 39,106,476 attaching February 2025 Options to the Noteholders, under and for the purposes of Listing Rules 7.1 and 7.2, Exception 17.

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

The Company provides the following information with respect to Resolution 4 pursuant to Listing Rule 7.3:

Name of proposed recipients	The February 2025 Conversion Shares and attaching February 2025 Options are proposed to be issued to Skyline Corporation Pty Ltd (ACN 125 471 089) ( <b>Investor</b> )
Number and class of securities to be issued	The February 2025 Conversion Shares comprise of 78,212,952 fully paid ordinary shares in the issued capital of the Company and the attaching February 2025 Options comprise of 39,106,476 attaching Options exercisable at A\$0.03 until the second anniversary of their date of issue.
Date by which securities will be issued	If Resolution 11 is approved, the Company expects to issue the February 2025 Conversion Shares and attaching February 2025 Options as soon as reasonably practicable after the date of the Meeting and subject to the Company's receipt of a notice

	to convert from the Investor and the date of conversion. In any event, the Company will not issue any February 2025 Conversion Shares (if approved) later than 3 months after the date of the Meeting. If the Company does not receive a notice to convert from the Investor prior to such date, the Company will re-seek Shareholder approval prior to issuing any Conversion Shares.
Issue price	<p>If Resolution 11 is approved:</p> <p>(a) the February 2025 Conversion Shares will be issued for nil cash consideration, on conversion of the February 2025 Convertible Notes; and; and</p> <p>the attaching February 2025 Options will be issued for nil additional cash consideration.</p>
Purpose of issue, including the intended use of any funds raised by the issue	<p>The purpose of the issue of the February 2025 Conversion Shares and attaching February 2025 Options is to enable the Company to satisfy its obligations to convert the February 2025 Convertible Notes contemplated in Section 14.0, in accordance with their terms of issue.</p> <p>Funds raised under the February 2025 Convertible Notes have been and will continue to be applied towards additional general working capital to support the Company's ongoing operations and strategic initiative. It is currently intended that funds raised on exercise of the attaching February 2025 Options (if exercised) 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 February 2025 Convertible Note Deed Poll pursuant to which the February 2025 Convertible Notes, February 2025 Conversion Shares and February 2025 Options the subject of Resolution 11 relate is set out in Schedule 11.
Voting exclusion statement	A voting exclusion statement applies to Resolution 11 and is set out in the Notice of

	meeting preceding this Explanatory Memorandum.
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#### 14.3 **Effect of Resolution 11 being passed or not passed**

If Resolution 11 is passed, the Company will be able to proceed with the issue of the February 2025 Conversion Shares and attaching February 2025 Options in accordance with the terms of the February 2025 Convertible Note Deed Poll contemplated in Section 14.0. In addition, the February 2025 Conversion Shares and attaching February 2025 Options will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1. 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 the February 2025 Conversion Shares and attaching February 2025 Options by approximately 12.28% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the February 2025 Conversion Shares and February 2025 Options, and the total principal and interest owing on the February 2025 Convertible Notes (which is estimated to be around A\$1,943,836 on maturity) will be repayable in cash to the Investor on 25 February 2027, being the maturity date.

#### 14.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 11.

### 15. **Resolution 12 – Approval of Additional 10% Placement Capacity**

#### 15.0 **General**

As noted in Section 6.1 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.

Under Listing Rule 7.1A, an Eligible Entity can increase its 15% placement 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 (**Additional 10% Placement Capacity**). By doing so, an Eligible Entity can, issue or agree to issue Equity Securities totalling up to 25% of its issued capital at the time of issue or agreement, for a period of 12 months from the date of its last annual general meeting at which such approval was obtained.

Pursuant to the Listing Rules, an 'Eligible Entity' refers to an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300,000,000 or less (**Eligible Entity**). The Company is an eligible entity for these purposes as, at the date of this Notice, the Company is not included in the S&P/ASX 300 Index and has a current market capitalisation of A\$19,110,319 (based on the number of Shares on issue and the closing price of Shares on the ASX on 15 October 2025).



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, Resolution 12 seeks Shareholder approval by way of special resolution for the Company to have the Additional 10% Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 12:

### (a) **Period for which the Additional 10% Placement Capacity is valid**

The Additional 10% Placement Capacity will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

### (b) **Minimum Price**

Any Equity Securities issued under the Additional 10% Placement Capacity must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in section 13.1(b)(i), the date on which the Equity Securities are issued.

### (c) **Use of funds raised under the Additional 10% Placement Capacity**

The Company intends to use funds raised from issues of Equity Securities under the Additional 10% Placement Capacity to provide further funding, if required, for assessment of future opportunities, ongoing administration and corporate costs, general working capital and/or for the acquisition of new businesses, assets or other investments.

The total amount raised by the issue of Equity Securities under the Additional 10% Placement Capacity will depend on the market price of the Company's quoted Equity Securities at the time of issue of the relevant Equity Securities. As at the date of this Notice, the Company has not formed any intention to offer Equity Securities under the Additional 10% Placement Capacity to any particular person or at any particular time (assuming that Resolution 12 is passed). Should an issue be made under the Additional

10% Placement Capacity, the specific purposes for which such issue is made will be disclosed by way of ASX announcement at the time of issue, in addition to the other information required to be disclosed under Listing Rule 7.1A.4.

(d) **Risk of economic and voting dilution**

Any issue of Equity Securities under the Additional 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 12 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the anticipated dilutionary effect of an issue of Shares on the relevant interest and voting power of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 15 October 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional 10% Placement Capacity.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Dilution			
		Shares issued – 10% voting dilution	Issue price		
			A\$0.01	A\$0.02	A\$0.04
			50% decrease	Issue price	100% increase
			Funds Raised		
<b>Current</b>	955,515,957 Shares	95,551,595 Shares	A\$955,516	A\$1,911,032	A\$3,822,064
<b>50% increase</b>	1,433,273,935 Shares	143,327,393 Shares	A\$1,433,274	A\$2,866,548	A\$5,733,096
<b>100% increase</b>	1,911,031,914 Shares	191,103,191 Shares	A\$1,911,032	A\$3,822,064	A\$7,644,128

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

**The table above uses the following assumptions:**

1. There are currently 955,515,957 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2025.

3. The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity. No existing Shareholder is issued with any Shares under the Additional 10% Placement Capacity – in other words, the maximum rate of dilution to existing Shareholders is assumed.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1.
5. The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. It is assumed that no Options or other convertible securities are exercised into Shares before the date of issue of the Equity Securities.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the maximum percentage dilution of the relevant interest and voting power of existing Shareholders in the Company, as a result of the issue of Equity Securities under the Additional 10% Placement Capacity, as against the relevant interest and voting power of existing Shareholders immediately before the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show the possible dilutionary effect on any one particular Shareholder by reason of placements under the Additional 10% Placement Capacity. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the issue date of any Equity Securities under the Additional 10% Placement Capacity as compared to the status quo or the market price of those Equity Securities on the date of the Meeting;
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue, but subject to the minimum price requirements referred to in Section 15.1(b) above;
- (iii) the price for the Company's Equity Securities is subject to fluctuation, which may result from a diverse range of factors, including non-company-specific influences such as global epidemics, hostilities and tensions, the general state of the economy, fluctuations in interest and/or foreign exchange rates; and
- (iv) the issued capital of the Company may be significantly larger on the date of issue of any Equity Securities under the Additional 10% Placement Capacity as compared to the status quo or the market price of those Equity Securities on the date of the Meeting,
- (v) all of which may result in the actual number of Equity Securities and amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity differing (possibly to a material extent) from the Company's

expectations in the circumstances that prevail at the date of this Notice or the date of the Meeting.

(e) **Allocation policy under the Additional 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the Additional 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both).

The Company will determine the recipients at the time of the issue under the Additional 10% Placement Capacity, having regard to the following factors:

- (i) If Resolution 12 is not passed, any issue of Equity Securities pursuant to the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 19 November 2024 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 28 November 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.

(g) **Information required by Listing Rule 7.3A.6**

In accordance with Listing Rule 7.3A.6, the Company advises that no Equity Securities have been issued under Listing Rule 7.1A during the 12 months preceding the date of this Meeting.

As such, no table of issues under Listing Rule 7.3A.6 has been included in this Notice.

## 15.2 **Consequences of Resolution 12 being passed**

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated as at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

Based on the issued capital of the Company as at the date of this Notice, the Company will be permitted to issue up to:

- (a) 12,587,926 Equity Securities under Listing Rule 7.1; and
- (b) 108,558,617 Equity Securities under Listing Rule 7.1A.

subject to any other Shareholder approvals required under the Corporations Act and Listing Rules (e.g. where the recipient is a related party).

### 15.3 **Consequences of Resolution 12 not being passed**

If Resolution 12 is not passed, the Company will not be able to access the additional 10% placement capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### 15.4 **Voting exclusion statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement in respect of Resolution 12 is not included in this Notice.

### 15.5 **Board recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 12.

## Schedule 1 Definitions

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

<b>15% Placement Capacity</b>	has the meaning given in Section 5.1 of the Explanatory Memorandum.
<b>2019 Noteholders</b>	means holders of the secured convertible notes issued by the Company pursuant to a convertible note deed poll dated 18 October 2019, with an aggregate face value of A\$4,000,000.
<b>A\$</b>	means Australian Dollars.
<b>ASX Listing Rules or Listing Rules</b>	means the listing rules of ASX.
<b>Additional 10% Placement Capacity</b>	has the meaning given in Section 15.0 of the Explanatory Memorandum.
<b>Alto Capital or Adviser</b>	means ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital).
<b>Alto Options</b>	has the meaning given in Section 9.0 of the Explanatory Memorandum.
<b>Alto Shares</b>	has the meaning given in Section 9.0 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>Citadel</b>	means Citadel Capital Pty Ltd (ACN 126 907 284).
<b>Citadel Mandate</b>	has the meaning given in Section 11.0 of the Explanatory Memorandum.
<b>Citadel Shares</b>	has the meaning given in Section 11.0 of the Explanatory Memorandum.
<b>Closely Related Party</b>	of a member of the Key Management Personnel means: (a) a spouse or child of the member;

- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is part of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed as such by the *Corporations Regulations 2001* (Cth).

<b>Company</b>	means Harvest Technology Group Ltd (ACN 149 970 445).
<b>Convertible Notes or Notes</b>	has the meaning given in Sections 6.0, 7.0 or 14.0 of the Explanatory Memorandum, as the context requires.
<b>Conversion Share</b>	has the meaning given in Sections 6.0, 7.0 or 14.0 of the Explanatory Memorandum.
<b>Constitution</b>	means the constitution of the Company effective from 8 November 2022.
<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 9.0 of the Explanatory Memorandum.
<b>Current Outstanding Amount</b>	has the meaning in Section 8 of the Explanatory Memorandum.
<b>Director</b>	means a director of the Company.
<b>Eligible Entity</b>	has the meaning given in Section 15.0 of the Explanatory Memorandum.
<b>Employee Incentive Plan</b>	has the meaning given in Section 12.0 of the Explanatory Memorandum.
<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>February 2025 Convertible Notes</b>	has the meaning given in Section 14.0 of the Explanatory Memorandum.
<b>February 2025 Convertible Note Deed Poll</b>	refers to the convertible note deed poll entered into by the Company on 25 February 2025, the terms of which are detailed in Section 14.0 and in Schedule 11 of the Explanatory Memorandum.

<b>February 2025 Options</b>	has the meaning given in Section 14.0 of the Explanatory Memorandum.
<b>February 2025 Conversion Shares</b>	has the meaning given in Section 14.0 of the Explanatory Memorandum.
<b>Funding Agreement or RiverFort Funding Agreement</b>	refers to the funding agreement between RiverFort and the Company dated 25 September 2025 the terms of which are detailed in Section 6.0 and Schedule 2 of the Explanatory Memorandum.
<b>Governance Principles</b>	has the meaning given in Section 5.1 of the Explanatory Memorandum.
<b>Group</b>	means, collectively, the Company and its subsidiaries.
<b>Investor</b>	has the meaning given in Section 14.0 of the Explanatory Memorandum.
<b>June 2025 Convertible Notes</b>	has the meaning given in Section 7.0 of the Explanatory Memorandum.
<b>June 2025 Convertible Note Deed Poll</b>	means the convertible note deed poll by the Company dated 27 June 2025, the terms of which are detailed in Section 7.0 and Schedule 4 of the Explanatory Memorandum.
<b>June 2025 Conversion Shares</b>	has the meaning given in Section 7.0 of the Explanatory Memorandum.
<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>Loan Conversion Shares</b>	has the meaning in Section 8.0 of the Explanatory Memorandum.
<b>Loan Funded Share Plan or Loan Funded Share Plan Rules or Plan Rules</b>	means the share plan of the Company, the key terms and conditions of which are summarised at Schedule 8.
<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 7.0, Schedule 2 or Schedule 10, of the Explanatory Memorandum, as the context requires.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Performance Right</b>	means a performance right, which, once vested, entitles the holder to the issue of a Share.
<b>Proxy Form</b>	means the proxy form attached to the Notice at Annexure A.
<b>related bodies corporate</b>	has the meaning given in section 50 of the Corporations Act.
<b>Related Party</b>	has the meaning given in the Listing Rules.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>RiverFort</b>	means RiverFort Global Opportunities PCC Ltd, a company incorporated in Gibraltar and whose principal office is at 6.20 World Trade Center, 6 Bayside Road, Gibraltar, GX11 1AA.
<b>RiverFort Convertible Notes</b>	has the meaning given in Section 6.0 of the Explanatory Memorandum.
<b>RiverFort Options</b>	has the meaning given in Section 6.0 of the Explanatory Memorandum.
<b>RiverFort Securities</b>	has the meaning given in Section 6.0 of the Explanatory Memorandum.
<b>RiverFort Shares</b>	has the meaning given in Section 6.0 of the Explanatory Memorandum.
<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>	means Spark Plus Pte Ltd.
<b>Spark Shares</b>	has the meaning given in Section 10 of the Explanatory Memorandum.
<b>Spill Resolution</b>	has the meaning given in Section 4.1 of the Explanatory Memorandum.
<b>Strike</b>	has the meaning given in Section 4.1 of the Explanatory Memorandum.

## Schedule 2      Material terms summary of RiverFort Funding Agreement (Resolution 3)

<b>Execution Date</b>	25 September 2025
<b>Lender</b>	RiverFort Global Opportunities PCC Ltd ( <b>RiverFort</b> )
<b>Facility cap</b>	A\$6,000,000
<b>Term</b>	Three (3) years commencing from the Execution Date.
<b>First drawdown</b>	A\$1,500,000 (before fees) in consideration for the issue by the Company to RiverFort of 1,500,000 Convertible Notes with a face value of A\$1.00 per Convertible Note on 29 September 2025 ( <b>First Drawdown Date</b> ) without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.
<b>Further drawdowns</b>	<p>Following the First Drawdown, RiverFort will advance to the Company up to \$4,500,000 in total (before fees) across three further drawdowns, subject to the facility cap of \$6,000,000.</p> <p>With the exception of an "extension drawdown" which is agreed to be A\$1,000,000, the further drawdowns will be in amounts and on dates to be agreed between the parties and subject to Shareholder approval.</p> <p>The Company will issue additional Convertible Notes to RiverFort on the date of every further drawdown, subject to Shareholder approval.</p>
<b>Permitted use</b>	Funds advanced under the Funding Agreement may only be used for working capital purposes.
<b>Interest</b>	Nil except where an Event of Default (defined below) occurs during the term of the Funding Agreement, in which case interest of 3% per month is payable on the amount outstanding.
<b>Facility fee</b>	<p>(a) 1% of \$1,500,000, deducted in cash from gross proceeds.</p> <p>(b) 3% of the amount issued on the second drawdown, deducted in cash from gross proceeds.</p> <p>(c) No facility fee is payable to RiverFort for the third drawdown or extension drawdown.</p>
<b>Maturity Date</b>	Each drawdown matures on the day which is 24 months after the date that the Convertible Notes in respect of that drawdown were issued, unless earlier redeemed or converted (see Schedule 3).
<b>Security</b>	<p>Repayment of all amounts outstanding under the Funding Agreement are secured by way of:</p> <p>(a) a third ranking charge over all present and after acquired property of the Company;</p>

	<p>(b) a first ranking specific security against the Company's 2026 R&amp;D tax incentive, capped at A\$800,000 or as otherwise agreed between the parties.</p> <p>(c) corporate guarantees from relevant operating subsidiaries of the Company.</p>
<b>RiverFort Shares</b>	<p>In consideration of the Investor entering into the Funding Agreement and agreeing to provide the amounts under it for the Convertible Notes, the Company must issue to RiverFort A\$200,000 worth of Shares at the Reference Price (as defined below) (<b>RiverFort Shares</b>), on the First Drawdown Date, without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>If the market value of the RiverFort Shares falls below A\$25,000 at any time while any principal balance is outstanding, the Company must issue additional RiverFort Shares equal to the lesser of the total amount outstanding under the Funding Agreement and A\$200,000 (<b>Additional RiverFort Shares</b>).</p> <p>The RiverFort Shares will be issued without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>The RiverFort Shares will be set off against Shares payable to RiverFort upon the conversion or exercise of any Convertible Notes or attaching RiverFort Options, as elected by RiverFort.</p>
<b>Attaching RiverFort Options</b>	<p>On the date of each drawdown, RiverFort will be issued, for nil additional cash consideration, attaching Options on the following key terms (<b>RiverFort Options</b>):</p> <p>(a) <b>Number of Options:</b> 30% of the relevant drawdown amount divided by the reference price.</p> <p>(b) <b>Exercise price:</b> 55% premium of the Reference Price (as defined below).</p> <p>(c) <b>Expiration date:</b> 30 months after the date of issue of the Options.</p> <p>For a summary of the material terms of issue of the attaching RiverFort Options, see Schedule 3.</p> <p>The attaching RiverFort Options in respect of the first drawdown will be issued without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>The issue of any subsequent attaching Options in respect of further drawdowns will be subject to Shareholder approval.</p>
<b>Reference Price</b>	The average of the VWAP of Shares over the 5 days immediately preceding the date of the relevant drawdown.
<b>First drawdown maximum dilution</b>	A maximum of 145,000,000 Shares (or as otherwise agreed by the parties) is to be issued in connection with the first drawdown (which includes Shares on conversion of RiverFort Convertible Notes, RiverFort Shares (including

	Additional RiverFort Shares) and Shares upon exercise of attaching RiverFort Options).
<b>Total maximum dilution</b>	A maximum of 480,000,000 Shares is to be issued under the Funding Agreement (whether Shares on conversion of Convertible Notes, RiverFort Shares (including Additional RiverFort Shares) or Shares upon the exercise of attaching Options).
<b>Event of Default</b>	<p>If, in RiverFort's reasonable opinion, an Event of Default or potential Event of Default has occurred:</p> <p>(a) RiverFort may investigate the event and the Company must co-operate with and pay all reasonable costs in connection with such investigation; and</p> <p>(b) if the Event of Default is either not capable of being remedied, is not remedied within 10 Business Days to RiverFort's satisfaction, or there have been two previous events of default, RiverFort may:</p> <p>(i) cancel conversion of Notes;</p> <p>(ii) terminate the Funding Agreement; and</p> <p>(iii) require conversion of the Notes at 80% of VWAP.</p> <p>Events of Default include:</p> <ul style="list-style-type: none"> <li>• failure to repay any amounts due and payable under the Funding Agreement;</li> <li>• materially breach or failure to comply with any of the Company's material obligations under the Funding Agreement or related transaction documents;</li> <li>• an insolvency event occurs in respect of the Company;</li> <li>• the Company suspends, disposes or indicates it may suspend or dispose, the conduct of its business or a substantial part of its assets respectively;</li> <li>• suspension of trading of Shares on the ASX;</li> <li>• failure to issue the agreed Equity Securities to RiverFort or quote RiverFort's Shares on the ASX within the agreed time;</li> <li>• a security interest being enforced against the Company's assets or failure to pay debts over A\$250,000 on time;</li> <li>• default under any other material or financial agreement; a lender or creditor enforces a security interest over its</li> <li>• a material adverse event on the Company's financial position or operations; or</li> <li>• the grant of a security interest without RiverFort's prior consent.</li> </ul>
<b>Termination rights</b>	<p>RiverFort may terminate the Funding Agreement for:</p> <p>(a) default (see above)</p>

	<p>(b) change of law which makes compliance with the Funding Agreement unlawful, materially varies obligations or rights of the parties; and</p> <p>(c) other material changes e.g. adverse changes affecting the Australian securities market.</p> <p>The Company may terminate the Funding Agreement for material breach by RiverFort which is not capable of remedy or not remedied to the Company's satisfaction within 10 business days.</p>
<b>First right of refusal</b>	<p>RiverFort has a first right to negotiate any prospective structured finance facility with the Company, being any debt facility where Shares may be used to settle obligations, in the 12 months following repayment of all amounts outstanding under the Funding Agreement.</p>
<b>Other</b>	<p>The Funding Agreement contains representations, warranties and undertakings customary for agreements of this nature.</p>

## Schedule 3      Material terms summary of RiverFort Convertible Notes and RiverFort Options (Resolution 3)

The key terms of the RiverFort Convertible Notes and RiverFort Options are summarised below.

Terms of RiverFort Convertible Notes ('Notes')	
<b>Face Value</b>	A\$1 per Note
<b>Interest rate</b>	No interest is payable, except if an event of default (set out at Schedule 2 above) occurs, in which case interest will accrue at a rate of 3% per month from the date of the Event of Default until the Company repays the Notes in full.
<b>Maturity date</b>	29 September 2027 (being 24 months after issue date)
<b>Early redemption rights</b>	<p>The Company may redeem the Notes early, provided that the average of the preceding 10 daily VWAPs and 3 daily VWAPs is less than 115% of the average of the 5 preceding daily VWAPs.</p> <p>In those circumstances, RiverFort may elect to convert the total amount outstanding under the Funding Agreement to Shares at the relevant Conversion Price and the remaining amount outstanding, if any, must be repaid by the Company to RiverFort plus an 8.5% fee on the remaining amount.</p>
<b>Conversion rights</b>	RiverFort may convert all or some of the Notes at any time, subject to a maximum conversion limit of A\$150,000 per month or 20% of monthly trade volume.
<b>Conversion ratio / formula</b>	The total principal and interest owing on the Notes will convert into Shares at the Conversion Price (as defined below), subject to the maximum dilution caps referred to in Schedule 2.
<b>Conversion Price</b>	<p>The lower of:</p> <ul style="list-style-type: none"> <li>• 115% of the average of the 5 preceding daily VWAPs; and</li> <li>• 90% of the 5 daily VWAPs chosen by RiverFort over the 15 trading days immediately preceding the conversion notice.</li> </ul>
<b>Transferability</b>	RiverFort may transfer the Notes without consent, on condition that that the transferee must execute a deed of covenant to be bound by the terms of the Funding Agreement.
RiverFort Options ('Options')	
<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon payment of the exercise price.
<b>Expiry date</b>	29 March 2028 (being 30 months after the issue date)

<b>Exercise price</b>	<p>\$0.0377 (being 155% of the average VWAP of Shares across the 5 days immediately preceding the relevant date of drawdown under the RiverFort Funding Agreement, being 29 September 2025).</p> <p>The Exercise Price may be offset against amounts owing by the Company under the RiverFort Funding Agreement.</p>
<b>Transferability</b>	The Options are non-transferable.
<b>Quotation</b>	The Company will not apply to the ASX for quotation of the Options. However, the Company will apply to ASX for quotation of the Shares issued on exercise of the Options as soon as practicable after such Shares are issued.
<b>New and bonus issues</b>	<p><b>New issues:</b> The optionholder is not entitled to participate in any new issue to Shareholders of Equity Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Equity Securities and participate as a result of holding Shares.</p> <p><b>Bonus issues:</b> If the Company makes a bonus issue of Shares or other Equity Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the optionholder would have received if the optionholder had exercised the Option before the record date for determining entitlements to the issue.</p>

## Schedule 4      Material terms summary of June 2025 Convertible Note Deed Poll (Resolution 4)

The key terms of the June 2025 Convertible Note Deed Poll and issue of the June 2025 Convertible Notes ('Notes') are summarised below.

<b>Total number of Notes issued</b>	500 Notes
<b>Total face value of Notes</b>	A\$500,000 (at A\$1,000 per Note)
<b>Interest rate</b>	Interest accrues on the principal amount of the Notes at a rate of 33% per annum, capitalised yearly.
<b>Maturity date</b>	20 December 2025.
<b>Security</b>	Repayment of the Notes is secured by a charge over the convertible notes held by the Company in Tru Recognition Holdings Limited ACN 631 171 796 ( <b>Tru</b> ) pursuant to a convertible note deed poll made by Tru in favour of the Company dated 7 February 2025. As at the date of this Notice, the Company holds convertible notes in Tru with an aggregate face value of A\$500,000.
<b>Conversion</b>	Each noteholder may, at any time before 30 days prior to the maturity date, convert some or all of their Notes (but only a whole number of Notes) by written notice to the Company.
<b>Conversion price</b>	A\$0.016 per Note.  If there is any reorganisation of the issued share capital of the Company prior to conversion, including any consolidation, subdivision, reduction, cancellation return or bonus issue, then the conversion price must be reconstructed in the same proportion and such that on conversion of any Note held by that Noteholder, the Noteholder is entitled to receive the same proportion of total Shares of the Company on issue as it would have been had the reorganisation not occurred.
<b>Shareholder approval on conversion</b>	The issue of Shares on conversion of the Notes is subject to Shareholder approval.
<b>Redemption</b>	On the maturity date, the Company must redeem all outstanding Notes by repayment of the total face value and interest accrued in respect of those Notes ( <b>Total Outstanding Amount</b> ) in cash.  A noteholder may only elect to redeem its Notes prior to the maturity date if an event of default (defined below) occurs and continues unremedied for 10 business days after the noteholder notifies the Company of the default.



<b>Events of default</b>	<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 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 Outstanding Amount on a 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 Notes held by it immediately payable.</p>
<b>No Shareholder rights</b>	<p>Prior to conversion, the Notes do not give its holder:</p> <ul style="list-style-type: none"> <li>(d) any voting rights at Shareholders' meetings of the Company, although noteholders may attend Shareholders' meetings of the Company;</li> <li>(e) a beneficial interest in any issued shares of the Company; or</li> <li>(f) any beneficial or other right to be paid or credited dividends or any other right to participate in a distribution of profits of the Company.</li> </ul>
<b>Transferability</b>	<p>Noteholders may not transfer any of their Notes without the prior written consent of the Company.</p>
<b>Quotation</b>	<p>The Notes will not be quoted on the ASX or any other financial market.</p>

## Schedule 5      Material terms summary of Director Loan Facility (Resolution 5)

Term	Summary of term
Maximum loan amount	Up to A\$500,000
Interest rate	Interest accrues on the principal amount of the loan at a rate of 15% per annum.
Security	The loan is unsecured.
Conversion	Subject to Shareholder approval, the parties agree to convert the total principal and interest owing on the loan into Shares at a conversion price of A\$0.016 per Share.
Repayment	If Shareholder approval for conversion of the loan is not received, the Company must repay the full outstanding amount (including all accrued interest) to Mr Faenza on 31 December 2027.

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## Schedule 6      Details of Alto Shares and Alto Options (Resolution 6)

Recipient	Alto Shares	Alto Options
ACNS Capital Markets Pty Ltd	375,000	300,000
Epigene Pty Ltd	1,500,000	Nil
Syncopated Pty Ltd	Nil	1,200,000
<b>TOTAL:</b>	1,875,000	1,500,000

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## Schedule 7 Terms of issue of Alto Options (Resolution 6)

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

- (a) **(Entitlement):** Each Alto Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The Alto Options will expire at 5.00pm (WST) on 7 October 2028. An Alto Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price):** The amount payable upon exercise of each Alto Option is A\$0.03 per Option.
- (d) **(Exercise):** A holder may exercise their Alto Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Alto Options specifying the number of Alto Options being exercised; and
  - (ii) an electronic funds transfer for the Exercise Price for the number of Alto 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 Alto 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 Alto Options specified in the Exercise Notice.
- (g) **(Transferability):** The Alto 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 Alto 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 Alto 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 Alto Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Alto Options without exercising the Alto Options.
- (k) **(Amendments):** An Alto 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 Alto Option can be exercised.

## Schedule 8      Material terms summary of Loan Funded Share Plan (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 Loan Funded Shares under the Plan; and</p> <p>any other person who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Loan Funded 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 Loan Funded 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 “Loan Funded Shares”, which are fully-paid ordinary shares in the issued capital of the Company. Loan Funded 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 a Loan Funded Share is vested or unvested.</p> <p>The Loan Funded 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 Loan Funded Shares that may be issued under the Plan is 90,901,830 Loan Funded Shares, which is equal to approximately 10% of the total number of Shares on issue as at 20 August 2025, being the date of the notice of meeting convening the general meeting of the Company at which the Loan Funded Share Plan was approved (on 24 September 2025).</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>

	Subject matter	Description
6.	Acquisition Price	<p>The acquisition price of each Loan Funded 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 Loan Funded Shares are issued. This means that the acquisition price of each Loan Funded Share will not be known until the date the Loan Funded Shares are issued.</p> <p>The acquisition of Loan Funded Shares may be funded by a limited recourse loan from the Company to the relevant Participant for the aggregate acquisition price of those Loan Funded Shares (<b>Loan</b>).</p>
7.	Loan and security interest	<p>The Loan will be a limited recourse loan, limited to any proceeds of disposal in relation to each Loan Funded Share. A detailed summary of the key terms of any such Loan is set out in Schedule 9</p> <p>Where a Loan is granted, the Company will have a first and paramount lien over the Loan Funded Shares to which that Loan relates. Those Loan Funded 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 Loan Funded 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 a Loan Funded Share is subject to performance criteria which is not fulfilled by the date specified for performance in the Participant's offer letter, then the Loan Funded Share will lapse and the Company will sell the Loan Funded 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 Loan Funded Share for the first year after that Loan Funded Share has been granted. Thereafter, a Loan Funded 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 holding lock which prevents Participants from selling or transferring any Loan Funded Shares to give effect to these disposal restrictions.</p>
10.	Quotation	<p>The Company must use all reasonable endeavours to obtain the grant of quotation of Loan Funded Shares on the ASX.</p>

	Subject matter	Description
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 Loan Funded 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 Loan Funded 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 such number of the Participant’s vested Loan Funded 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 Loan Funded Shares for nominal consideration.</p> <p>In these circumstances, the Company’s right to buy-back the Loan Funded Shares will be subject to any necessary Shareholder approvals in accordance with sections 257B(1) and 257C(1) of the Corporations Act.</p>

## Schedule 9      Material terms summary of Limited Recourse Loan (under Loan Funded Share Plan) (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 Loan Funded 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 Loan Funded Share will have nil interest; and</p> <p>an unvested Loan Funded Share will bear interest that will only accrue and become payable on the date that the unvested Loan Funded 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 Loan Funded Shares and zero.</p>
3.	Repayment	<p>Any outstanding Loan amount and accrued but unpaid interest (if any) in respect of a Loan Funded 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>the tenth anniversary of the issue of the Loan Funded Share;</p> <p>the date that the relevant Loan Funded Share is sold by the Participant;</p> <p>on termination of the Plan; and</p> <p>the date that a Participant commits an unremedied material breach of the Rules.</p> <p>Further, where a Participant's Loan Funded 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 Loan Funded Shares becomes immediately repayable on the date that the Company sells the lapsed Loan Funded 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 Loan Funded Shares.



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

## Schedule 10 Material terms summary of Employee Incentive Plan (Resolution 10)

The key terms of the Employee Incentive Plan are summarised below:

- (a) **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Employee Incentive Plan from time to time and is an “ESS Participant” as that term is defined in section 1100L of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
- (i) an employee or director of the Company or an individual who provides services to the Company;
  - (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
  - (iii) a prospective person to whom paragraphs (i) or (ii) apply.
  - (iv) a person prescribed by the relevant regulations for such purposes; or
  - (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).
- (b) **(Equity Securities)** The Company may offer Convertible Securities and Shares under the Employee Incentive Plan. Each ‘Convertible Security’ represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Employee Incentive Plan.
- (c) **(Eligibility):** The Board may from time to time determine that an Eligible Participant may participate in the Employee Incentive Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Employee Incentive Plan will comply with the disclosure obligations pursuant to Division 1A of the Corporations Act.
- An Eligible Participant must wait at least 14 days prior to making an application for Equity Securities for monetary consideration under the Employee Incentive, as required by the provisions of Division 1A of the Corporations Act.
- (d) **(Maximum allocation):** The Company is not permitted to make an offer of Equity Securities under the Employee Incentive Plan in respect of which monetary consideration is payable (either upfront, or on exercise) where:
- (i) the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus
  - (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Employee Incentive Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.

The maximum number of Equity Securities proposed to be issued under the Employee Incentive Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**Shareholder-approved Limit**). This means that, subject to paragraph (c) below, the Company may issue up to the Shareholder-approved Limit under the Employee Incentive Plan without reducing its 15% Placement Capacity under Listing Rule 7.1.

- (e) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation letter to Participants. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. If the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- (f) **(Exercise of Convertible Securities):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Employee Incentive Plan rules, or such earlier date as set out in the Employee Incentive Plan rules.

- (g) **(Cashless exercise)** At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the market value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

- (h) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Employee Incentive Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

- (i) **(Purpose):** The purpose of the Employee Incentive Plan is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to Shareholder value creation; and
- (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

- (j) **(Plan administration):** The Employee Incentive Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Employee Incentive Plan

rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Employee Incentive Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
  - (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares):** All Shares issued under the Employee Incentive Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security issued under the Employee Incentive Plan, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **(Disposal restrictions on Equity Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
- (o) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional

Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Employee Incentive Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Employee Incentive Plan and determine that any amendments to the Employee Incentive Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Employee Incentive Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (r) **(Plan duration):** The Employee Incentive Plan continues in operation until the earlier of the date the Board decides to end it and the Company's removal from the official list of ASX. The Board may from time to time suspend the operation of the Employee Incentive Plan for a fixed period or indefinitely, and may end any suspension. If the Employee Incentive Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

## Schedule 11 Material terms summary of February 2025 Convertible Note Deed Poll (Resolution 11)

The key terms of the February 2025 Convertible Note Deed Poll and the February 2025 Options are summarised below.

Terms of February 2025 Convertible Notes ('Notes')	
<b>Total number of Notes issued</b>	1,500
<b>Total face value of Notes</b>	A\$1,500,000 (at A\$1,500 per Note)
<b>Interest rate</b>	<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, being 9% per annum, is repayable quarterly in cash instalments and 40% of the interest, being 6% per annum, is repayable only on maturity, conversion or redemption of the Notes.</p> <p>(b) Option B: all interest is payable only on maturity, conversion or redemption of the Notes.</p> <p>All of the holders of the Notes elected to receive interest under Option B.</p>
<b>Maturity date</b>	25 February 2027.
<b>Security</b>	The Notes are unsecured.
<b>Subordination to 2019 Noteholders</b>	Except for interest payments due and payable, the total principal and interest accrued on the Notes is subordinated to the debt owed by the Company to the 2019 Noteholders. In other words, total principal and interest accrued on the Notes is not due and payable to the Noteholders until the date on which the debt owed to the 2019 Noteholders has been repaid in full, unless otherwise agreed by the 2019 Noteholders.
<b>Early redemption at Noteholders' election</b>	The Noteholders may redeem all of the Notes prior to the maturity date if an Event of Default (defined below) occurs and continues unremedied for 10 business days after the Noteholder provides the Company notice of an Event of Default.
<b>Early redemption at Company's election</b>	Subject to the subordination noted above, the Company may, at any time between 7 March 2026 and 25 February 2027, notify the Noteholder of the Company's intention to redeem some or all of the Notes held by the Noteholder by payment of the Outstanding Amount in respect of those Notes.

	<p>The relevant Noteholder can respond to the Company's notice by either:</p> <ul style="list-style-type: none"> <li>(a) accepting the Company's intention to redeem the relevant Notes, in which case the relevant Notes will be redeemed; or</li> <li>(b) instead elect to convert some or all of their Notes, in which case the relevant Notes will convert into Shares and any remaining Notes will be redeemed.</li> </ul>
<b>Early conversion at Noteholder's election</b>	Noteholder may convert the Notes at any time, including prior to the maturity date.
<b>Automatic conversion</b>	If a Noteholder fails to notify the Company at least 90 days prior to the maturity date, either electing to convert or redeem some or all of their Notes, the Noteholder will be deemed to have given a notice electing to convert all of their Notes on the maturity date unless the Company advises the Noteholder otherwise.
<b>Conversion Ratio / Formula</b>	Notes will convert into the number of Notes calculated by dividing the Outstanding Amount by the conversion price.
<b>Conversion price</b>	<p>A\$0.022 per Note.</p> <p>If there is any reorganisation of the issued share capital of the Company prior to conversion, including any consolidation, subdivision, reduction, cancellation return or bonus issue, then the conversion price must be reconstructed in the same proportion and such that on conversion of any Note held by that Noteholder, the Noteholder is entitled to receive the same proportion of total Shares of the Company on issue as it would have been had the reorganisation not occurred.</p>
<b>Shareholder approval on conversion</b>	The issue of Shares on conversion of the Notes is subject to Shareholder approval.
<b>Events of Default</b>	<p>The Company commits an event of default 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 Note that is not remedied within 10 business days;</li> <li>(b) suffers an insolvency event; or</li> <li>(c) fails to pay the Outstanding Amount on a Note on its maturity date,</li> </ul>
<b>No Shareholder rights</b>	Prior to conversion, the Notes do not give the Noteholder:

	<p>(a) any voting rights at Shareholders' meetings of the Company, although Noteholders may attend Shareholders' meetings of the Company;</p> <p>(b) a beneficial interest in any issued shares of the Company; and</p> <p>(c) any beneficial or other right to be paid or credited dividends or any other right to participate in a distribution of profits of the Company.</p>
<b>Transferability</b>	Noteholders may not transfer any of their Notes without the prior written consent of the Company.
<b>Quotation</b>	The Notes will not be quoted on the ASX or any other financial market, however, the Shares on conversion of the Notes will be quoted on the ASX.
<b>Terms of attaching February 2025 Options ('Options')</b>	
<b>Entitlement</b>	Each Option is exercisable into one fully-paid ordinary Share upon payment of the exercise price.
<b>Exercise price</b>	A\$0.03 per Option.
<b>Expiry date</b>	Second anniversary of their issue date.
<b>Ranking</b>	Shares issued on exercise of the Options will be fully paid, rank equally with all other Shares on issue at the time and will be subject to the provisions of the Constitution.
<b>New issues</b>	The optionholder is not entitled to participate in new issues of capital offered to Shareholders without first exercising the Options prior to the record date for the new issue.
<b>Shareholder approval for issue of Options and Shares</b>	The issue of the Options and the issue of Shares on exercise of the Options are subject to Shareholder approval.
<b>Transferability</b>	The Options are not transferrable without the prior written consent of the Company.
<b>Quotation</b>	The Options will not be quoted on the ASX or any other financial market, however the Shares issued on exercise of the Options will be quoted on the ASX.



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## Your Annual 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)

SRN/HIN: «AccountNumber»

Registered Name & Address

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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

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 Annual General Meeting of the Company to be held online via registration at <https://meeting.xcend.app/HTGAGM2025> on Friday , 28 November 2025 at 1:00pm (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 Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 **Wednesday, 26 November 2025 at 1:00pm (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		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Mr Marcus Machin as Director			
3	Ratification of prior issue of Shares, Convertible Notes and Options to RiverFort			
4	Approval to issue Shares on conversion of June 2025 Convertible Notes			
5	Approval to issue Shares on conversion of Director Loan Facility			
6	Ratification of prior issue of Shares and Options to Alto Capital			
7	Ratification of prior issue of Shares to Spark Plus			
8	Approval to issue Shares to Citadel as consideration for company secretarial services			
9	Approval to issue Loan Funded Shares to Mr Ilario Faenza under Loan Funded Share Plan			
10	Renewal of Shareholder Approval of Employee Incentive Plan			
11	Approval to issue Shares and Options on conversion of February 2025 Convertible Notes			
12	Approval of Additional 10% Placement Capacity (special resolution)			

Please Sign and  
Return

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:

SRN/HIN: «AccountNumber»

Registered Name & Address

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- «EntityRegistrationDetailsLine3Envelope»
- «EntityRegistrationDetailsLine4Envelope»
- «EntityRegistrationDetailsLine5Envelope»
- «EntityRegistrationDetailsLine6Envelope»

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/HTGAGM2025> 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 Annual 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/HTGAGM2025>

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.