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

16 June 2026

Dear Shareholder

General Meeting – Notice of Meeting and Proxies

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

Time and date: 11:00am (AWST) on Thursday 16 July 2026

Virtually: via the following virtual meeting link : (https://meeting.xcend.app/HTGGMJUL26)

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

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

Participation and voting at the Meeting or by proxy

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

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

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

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

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If you are eligible to vote at the Meeting, please login to the meeting portal (https://meeting.xcend.app/HTGGMJUL26) 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, at least 24 hours prior to the General Meeting to obtain proxy login details.

Shareholders are encouraged to vote by lodging a proxy form.

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

- vote by lodging a Proxy Form prior to 11:00am (AWST) on Tuesday 14 July 2026 (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
- 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

George Lazarou
Company Secretary
Harvest Technology Group Ltd

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Harvest Technology Group Ltd

ACN 149 970 445

Notice of General Meeting

and Explanatory Memorandum

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

Time and date:	11am (AWST) on Thursday, 16 July 2026
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/HTGGMJUL26

The business of the Meeting affects your shareholding and your vote is important. The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified adviser prior to voting. Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on ***+61 8 6370 6370****.*

Shareholders are urged to vote by lodging the Proxy Form

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Notice of General Meeting

Important Information

Time and place of the Meeting

Notice is hereby given that the general meeting of Shareholders of the Company will be held virtually on Thursday, 16 July 2026 at 11am (AWST) (**Meeting**).

Further information on how to participate in the Meeting is set out below.

The Explanatory Memorandum commencing on page 6 provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms 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/HTGGMJUL26**

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

(a) Enter the link https://meeting.xcend.app/HTGGMJUL26 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, 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 on Tuesday, 14 July 2026 at 5pm (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:

(a) 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/HTGGMJUL26; or

(b) 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 the Constitution, the Chair has determined that voting on all resolutions will be conducted by poll, and the online platform will enable Shareholders to lodge a vote in real time.

Defined terms

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

Agenda

Resolution 1 – Ratification of prior issue of Shares under Tranche 1 of the Placement - Listing Rule 7.1
To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following: *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 179,812,278 Shares to the Placement Participants, on the terms and conditions set out in Section 3 of the Explanatory Memorandum.'*

Resolution 2 – Ratification of prior issue of Shares under Tranche 1 of the Placement - Listing Rule 7.1A
To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following: *'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 120,187,722 Shares to the Placement Participants, on the terms and conditions set out in Section 5 of the Explanatory Memorandum.'*

Resolution 3 – Approval to issue of Shares under Tranche 2 of the Placement - Listing Rule 7.1
To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following: *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 350,000,000 Shares to the Placement Participants (or their nominees), on the terms and conditions set out in Section 5 of the Explanatory Memorandum.'*

Resolution 4 – Approval to issue Options to Alpine Capital Pty Ltd
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 of up to 120,000,000 Options to Alpine Capital Pty Ltd (or its nominees) on the terms and conditions set out in Section 6 of the Explanatory Memorandum.'*

Resolution 5 – Approval to issue of Shares to Citadel Capital Pty Ltd
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 of up to 971,468 Shares to Citadel Capital Pty Ltd (or its nominees) on the terms and conditions set out in Section 7 of the Explanatory Memorandum.'*

Resolution 6 – Approval to issue of Shares to Bickerstaff Investments Pty Ltd
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 of up to 2,127,508 Shares to Bickerstaff Investments Pty Ltd (or its nominee) on the terms and conditions set out in Section 8 of the Explanatory Memorandum.'*

Resolution 7 – Approval to issue of Shares to See Breeze Services Pty Ltd

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 of up to 3,100,502 Shares to See Breeze Services Pty Ltd (or its nominee) on the terms and conditions set out in Section 9 of the Explanatory Memorandum.'

Resolution 8 – Approval to issue of Shares to ACNS Capital Markets Pty Ltd (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 7.1 and for all other purposes, Shareholders approve the issue of 2,000,000 Shares to ACNS Capital Markets Pty Ltd (trading as **Alto Capital**) (or its nominees) on the terms and conditions set out in Section 10 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

Resolution 9 – Approval to issue Performance Rights to Mr Jeff Sengelman (Executive Chair)

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 for all other purposes, Shareholders approve the issue of 25,000,000 Performance Rights to Mr Jeff Sengelman (Executive Chair and a Director of the Company), or his nominee(s), under the Company's Equity Incentive Plan and in accordance with the long term incentive arrangements under his Executive Services Agreement, on the terms and conditions set out in Section 11 of the Explanatory Memorandum.'

Resolution 10 – Change of Company Name to "Nodestream Ltd"

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

'That, pursuant to section 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company's name be changed from "Harvest Technology Group Ltd" to "Nodestream Ltd" with effect from the date on which ASIC alters the details of the Company's registration to reflect the change of name.'

Resolution 11 – Amendment of Constitution

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

'That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company's constitution to be amended in the manner set out in the Explanatory Memorandum accompanying this Notice of Meeting, with effect from the end of this Meeting.'

Required Majority

Each of Resolutions 1 to 9 proposed in this Notice are **ordinary resolutions** and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the relevant Resolution are cast in favour of that Resolution.

Resolution 10 (Change of Company Name) and Resolution 11 (Amendment of Constitution) are **special resolutions** and will each be passed only if at least 75% of the votes cast by Shareholders entitled to vote are cast in favour of the respective Resolution.

Voting Prohibitions Statements

Resolution 9: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if: (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on Resolution 9. However, the above prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1: The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.

Resolution 2: The Placement Participants or any other person who participated in the issue or an associate of that person or those persons..

Resolution 3: The Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

Resolution 4: Alpine Capital Pty Ltd (or its nominees), or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). .

Resolution 5: Citadel Capital Pty Ltd (or its nominees), or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). .

Resolution 6: Bickerstaff Investments Pty Ltd(or its nominees), or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

Resolution 7: See Breeze Services Pty Ltd (or its nominees), or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

Resolution 8: ACNS Capital Markets Pty Ltd (trading as Alto Capital) (or its nominees), or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

Resolution 9: Mr Jeff Sengelman (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

Resolution 10: No voting exclusion applies to Resolution 10 (Change of Company Name).

Resolution 11: No voting exclusion applies to Resolution 11 (Amendment of Constitution).

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

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

(b) the Chair as proxy or attorney for a person entitled to vote on that Resolution, in accordance with a direction given 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 that:

(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) (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: 11 June 2026

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/HTGGMJUL26 on Thursday, 16 July 2026 at 11am (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	Background to Resolutions 1 to 4
Section 4	Resolutions 1 and 2 – Ratification of issue of Shares under Tranche 1 of the Placement - Listing Rules 7.1 and 7.1A
Section 5	Resolution 3 – Approval to issue Shares under Tranche 2 of the Placement - Listing Rule 7.1
Section 6	Resolution 4 – Approval to issue Options to Alpine Capital Pty Ltd
Section 7	Resolution 5 – Approval to issue of Shares to Citadel Capital Pty Ltd
Section 8	Resolution 6 – Approval to issue of Shares to Bickerstaff Investments Pty Ltd
Section 9	Resolution 7 – Approval to issue of Shares to See Breeze Services Pty Ltd
Section 10	Resolution 8 – Approval to issue of Shares to ACNS Capital Markets Pty Ltd (Alto Capital)
Section 11	Resolution 9 – Approval to issue Performance Rights to Mr Jeff Sengelman (Executive Chair)
Section 12	Resolution 10 – Change of Company Name to "Nodestream Ltd"
Section 13	Resolution 11 – Amendment of Constitution
Schedule 1	Definitions
Schedule 2	Terms of Options (Resolution 4)
Schedule 3	Material Terms of Equity Incentive Plan (Resolution 9)
Schedule 4	Monte Carlo Valuation of Performance Rights (Resolution 9)

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.

Voting by attending the Meeting

Shareholders will have the opportunity to attend 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/HTGGMJUL26

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.

Voting by proxy

A Proxy Form is attached at the end of this Explanatory Memorandum. 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, sign and return the Proxy Form 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.

In accordance with 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; 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:

(a) if proxy holders vote, they must cast all directed proxies as directed;

(b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed;

(c) 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

(d) 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.

3. Background to Resolutions 1 to 4

3.1 Placement

On 27 May 2026, the Company announced it had secured commitments from unrelated professional and sophisticated investors (**Placement Participants**) to raise up to A$6.5 million (before costs) through the issue of an aggregate of 650,000,000 Shares at an issue price of A$0.01 per Share (**Placement**).

The Placement was comprised of the following tranches:

(a) **Tranche 1**: the issue of an aggregate of 300,000,000 Shares utilising the Company's Placement Capacity under Listing Rules 7.1 and 7.1A (ratification of which is sought under Resolutions 1 and 2); and

(b) **Tranche 2**: subject to Shareholder approval, a further 350,000,000 Shares (approval of which is sought under Resolution 3).

3.2 Use of Funds

The total proceeds from the Placement of approximately A$6.5 million **(**before costs) are intended to be applied as follows:

Defence Sales and Business Development	A$2,000,000
Product Engineering	A$1,200,000
Validation and Accreditation	A$800,000
Working capital and general corporate purposes	A$2,110,000
Costs of the Capital Raising (estimated)	A$390,000
Total	**A$6,500,000**

3.3 Lead Manager

The Company has engaged Alpine Capital Pty Ltd (**Alpine Capital**) as lead manager and bookrunner to the Placement pursuant to a mandate dated 14 May 2026 (**Lead Manager Mandate**). As part consideration for the services provided under the Lead Manager Mandate, the Company has agreed to issue options to Alpine Capital (or its nominees), subject to Shareholder approval being sought under Resolution 4.

4. Resolutions 1 and 2 – Ratification of prior issue of Shares under Tranche 1 of the Placement - Listing Rules 7.1 and 7.1A

4.1 General

On 3 June 2026, the Company issued 179,812,278 Shares pursuant to its capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 120,187,722 Shares pursuant to the Company's capacity under Listing Rule 7.1A (being the subject of Resolution 2).

As set out above, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 300,000,000 Shares at an issue price of A$0.01 per Share to raise A$3 million under Tranche 1 of the Placement.

The proceeds raised from Tranche 1 of the Placement are intended to be applied as set out in Section 5.2 of this Explanatory Memorandum.

4.2 Application of Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period. Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained such approval at its 2025 Annual General Meeting and may therefore issue Equity Securities of up to 10% of its issued capital under Listing Rule 7.1A until 28 November 2026, being 12 months after its last annual general meeting at which such approval was obtained.

The issues of the Tranche 1 Placement Shares the subject of Resolutions 1 and 2 did not qualify under any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

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 or 7.1A without Shareholder approval. Once ratified, the issue is taken to have been approved under the relevant Listing Rule, thereby allowing the Company to issue further Equity Securities equal to the number of Equity Securities ratified, without Shareholder approval, in reliance on the Company's placement capacity under Listing Rule 7.1 or 7.1A (as applicable).

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

To this end, Resolutions 1 and 2 seek Shareholder approval to ratify the issue of the Shares the subject of Tranche 1 of the Placement.

4.3 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

4.4 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolutions 1 and 2 pursuant to Listing Rule 7.5:

Name of recipients or basis on which persons were identified	The Shares the subject of Tranche 1 of the Placement were issued to the Placement Participants, being professional and sophisticated investors as defined by section 708 of the *Corporations Act*, identified through a bookbuild process conducted by Alpine Capital. In determining allocations, Alpine Capital preferenced allocations to existing Shareholders but otherwise conducted a bookbuilding process customary for capital raisings of this nature. Regal Funds Management Pty Ltd were issued 125 million Shares, representing approximately 7.90% of the Shares currently on issue, and will therefore qualify as a Material Person. The Company confirms that, other than Regal Funds Management Pty Ltd, no Material Person was issued more than 1% of the Company's equity under Tranche 1 of the Placement.
Number and class of securities issued	Resolution 1 relates to 179,812,278 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1 and Resolution 2 relates to 120,187,722 shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A.
Date securities were issued	3 June 2026
Issue price	A$0.01 per Share for Shares issued pursuant to Listing Rules 7.1 and 7.1A. The Company received approximately A$3,000,000 in aggregate (before costs) from the issue of all Shares the subject of Tranche 1 of the Placement.
Purpose of issue	Refer to Section 3.2 for details of the proposed use of funds.
Material terms of securities	The Shares were fully paid ordinary shares and ranks equally with all existing Shares in the capital of the Company from the date of issue.

Summary of material terms of agreement to issue	The Shares were issued under customary placement agreements between the relevant Placement Participant and the Company.
Voting exclusion statement	Voting exclusion statements apply to Resolutions 1 and 2 respectively.
Compliance	The issue did not breach Listing Rule 7.1 or 7.1A.

5. Resolution 3 – Approval to issue Shares under Tranche 2 of the Placement - Listing Rule 7.1

5.1 Background

As set out in Section 3.1 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 350,000,000 Shares to raise up to an additional A$3,500,000 **(**before costs) under the Placement.

5.2 Application of Listing Rule 7.1

As detailed in Section 3.2 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, subject to certain exceptions.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be authorised to issue up to 350,000,000 Shares within 3 months of the Meeting, raising approximately A$3,500,000 (before costs). In addition, the Shares the subject of Tranche 2 of the Placement 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 under Listing Rule 7.1 over the 12-month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue and will be unable to raise the additional capital contemplated, which may impact the Company's ability to fund the activities described in Section 3.2 above.

5.4 Specific information required by Listing Rule 7.3

The Company provides the following information with respect to Resolution 3 pursuant to Listing Rule 7.3:

Allottees	The Placement Participants (or their nominees). The Company confirms that no Material Person will be issued more than 1% of the Company's equity under Tranche 2 of the Placement.
Maximum number of Tranche 2 Placement Shares	Up to 350,000,000 Shares will be issued.
Issue price	A$0.01 per Share.
Date of issue	The Shares will be issued as soon as practicable following the Meeting, and in any event within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)..
Purpose of issue	To raise additional capital to fund the purposes set out in Section 3.2 above.
Material terms	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Summary of material terms of agreement to issue	The Shares will be issued under customary placement agreements between the relevant Placement Participant and the Company.
Voting exclusion statement	A voting exclusion statement applies to Resolution 3

6. Resolution 4 – Approval to issue Options to Alpine Capital Pty Ltd

6.1 Background

As set out in Section 3.3, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 120,000,000 Options in part consideration for the provision of lead manager services provided by Alpine Capital.

6.2 Application of Listing Rule 7.1

As detailed in Section 5.2 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, subject to certain exceptions.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be authorised to issue up to 120,000,000 Options to Alpine Capital (or its nominees) within 3 months of the Meeting. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, pursuant to the Lead Manager Mandate the Company will be required to pay Alpine Capital a fixed cash amount of A$150,000 within 7 days of the date of the Meeting, in full and final satisfaction of any entitlement in respect of the Options.

6.4 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:

Allottee	Alpine Capital Pty Ltd or its nominees.
Maximum number of Options	Up to 120,000,000 Options will be issued.
Issue price	Nil consideration (issued as part consideration under the Lead Manager Mandate).
Date of issue	As soon as practicable following the Meeting, and in any event within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)..
Material terms	The material terms of the Options are set out in Schedule 2 to this Explanatory Memorandum.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate
Summary of material terms of agreement to issue	The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 3.3.
Voting exclusion statement	A voting exclusion statement applies to Resolution 4 and is set out in the Notice preceding this Explanatory Memorandum.

7. Resolution 5 – Approval to issue Shares to Citadel Capital Pty Ltd

7.1 Background

On 31 July 2025, 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.

7.2 Application of Listing Rule 7.1

As detailed in Section 3.2 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, subject to certain exceptions.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be authorised to issue up to 971,468 Shares to Citadel within 3 months of the Meeting. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not issue the Shares to Citadel and will be required to satisfy this payment obligation through the payment of cash under the Citadel Mandate.

7.4 Specific information required by Listing Rule 7.3

The Company provides the following information with respect to Resolution 5 pursuant to Listing Rule 7.3:

<table>
<tr><td>Allottee</td><td>Citadel Capital Pty Ltd (ACN 126 907 284) or its nominee.</td></tr>
<tr><td>Maximum number of Shares</td><td>Up to 971,468 Shares will be issued.</td></tr>
<tr><td>Price or other consideration the Company will receive</td><td>The Shares will be issued at the deemed issue prices set out below as part consideration for the company secretarial services provided by Citadel:
<table>
<tr><th>Shares</th><th>Deemed issue price</th><th>Invoice date</th></tr>
<tr><td>250,000</td><td>A$0.0200, being the 20-day VWAP on the date prior to the invoice date</td><td>31 January 2026</td></tr>
<tr><td>294,118</td><td>A$0.0170, being the 20-day VWAP on the date prior to the invoice date</td><td>28 February 2026</td></tr>
<tr><td>427,350</td><td>A$0.0117, being the 20-day VWAP on the date prior to the invoice date</td><td>31 March 2026</td></tr>
</table></td></tr>
<tr><td>Date of issue</td><td>As soon as practicable following the Meeting, and in any event within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)</td></tr>
<tr><td>Purpose of issue</td><td>Issued as consideration for company secretarial services provided to the Company under the Citadel Mandate.</td></tr>
<tr><td>Material terms</td><td>Each Share is a fully paid ordinary share ranking equally with all existing Shares from the date of issue.</td></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Shares are being issued under the Citadel Mandate, a summary of the material terms of which is set out in Section 7.1 above.</td></tr>
<tr><td>Voting exclusion statement</td><td>A voting exclusion statement applies to Resolution 5.</td></tr>
</table>

7.5 Board recommendation

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

8. Resolution 6 – Approval to issue Shares to Bickerstaff Investments Pty Ltd

8.1 Background

The Company engaged Bickerstaff Investments Pty Ltd (through its nominated representative, Hugh Bickerstaff) (**Bickerstaff Investments**) to provide consulting services to the Company. As part consideration for the services provided, the Company agreed to issue Shares to Bickerstaff Investments Pty Ltd (or its nominee), subject to Shareholder approval under Listing Rule 7.1.

On 16 September 2024, the Company entered into a contractor agreement with Hugh Bickerstaff (through his company Bickerstaff Investments Pty Ltd) for the provision of consultancy services to the Company, (**Bickerstaff Agreement**). It was also verbally agreed that a portion of the monthly fees would be satisfied by way of the issue of Shares. The equity component of fees outstanding for the period from March 2025 to May 2025 totals A$35,200, to be settled via the issue of Shares calculated based on the 20-day VWAP of the Company's shares traded over the 20 trading days ending on the relevant invoice date.

8.2 Application of Listing Rule 7.1

As detailed in Section 3.2 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, subject to certain exceptions.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be authorised to issue up to 2,127,508 Shares to Bickerstaff Investments within 3 months of the Meeting in satisfaction of the Bickerstaff Agreement. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not issue the Shares to Bickerstaff Investments and will be required to satisfy this payment obligation through the payment of cash under the Bickerstaff Agreement.

8.4 Specific information required by Listing Rule 7.3

The Company provides the following information with respect to Resolution 6 pursuant to Listing Rule 7.3:

Allottees	Bickerstaff Investments Pty Ltd (or its nominee).
Maximum number of Bickerstaff Shares	Up to 2,127,508 Shares will be issued.
Price or other consideration the Company will receive	The Shares will be issued at a deemed issue price equal to the 20-day VWAP of the Company's shares traded over the 20 trading days ending on the relevant invoice date in part consideration for the consultancy services provided by Bickerstaff Investments, as follows: 160,353 shares @ A$0.013720 (Invoice 7B, service period March 2025); 755,615 shares @ A$0.016013 (Invoice 8B, service period April 2025); 517,935 shares @ A$0.016991 (Invoice 9B, service period May 2025); 693,605 shares @ A$0.017445 (Invoice 10B, service period May 2025).
Date of issue	As soon as practicable following the Meeting, and in any event within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Purpose of issue	Issued as part consideration for consultancy services provided to the Company under the Bickerstaff Agreement.
Material terms	Each Share is a fully paid ordinary share ranking equally with all existing Shares from the date of issue.
Summary of material terms of agreement to issue	The Securities are being issued under the Bickerstaff Agreement, a summary of the material terms of which is set out in Section 8.1.

Voting exclusion statement	A voting exclusion statement applies to Resolution 6.

8.5 Board recommendation

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

9. Resolution 7 – Approval to issue Shares to See Breeze Services Pty Ltd

9.1 Background

On 27 October 2025, the Company entered into a services agreement with See Breeze Services Pty Ltd (ACN 620 164 703) (through its nominated representative, Jaroslav Boublik) for the provision of research, regulatory and compliance management services to the Company, including R&D tax administration, regulatory compliance and risk management (**See Breeze Agreement**). The services commenced on 1 August 2025. Pursuant to the See Breeze Agreement, the Company agreed to pay See Breeze Services Pty Ltd a fee of A$200,000 per annum (A$16,666.67 per month, excluding GST), comprising A$10,000 per month in cash and the remainder (A$6,666.67 per month) to be satisfied by the issue of Shares in the Company. The number of Shares to be issued each month is calculated based on the monthly VWAP of the Company's Shares traded over all trading days in the relevant calendar month.

9.2 Application of Listing Rule 7.1

As detailed in Section 3.2 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, subject to certain exceptions.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be authorised to issue up to 3,100,502 Shares to See Breeze within 3 months of the Meeting. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not issue the Shares to See Breeze and will be required to satisfy its payment obligation to See Breeze through the payment of cash under the See Breeze Agreement.

9.4 Specific information required by Listing Rule 7.3

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

Allottee	See Breeze Services Pty Ltd (ACN 620 164 703) or its nominee.
Maximum number of See Breeze Shares	Up to 3,100,502 Shares will be issued.
Price or other consideration the Company will receive	The monthly VWAP of the Company's shares traded over all trading days in the relevant calendar month as part consideration for the provision of research, regulatory and compliance management services, as follows: 409,167 shares @ A$0.016293 (August 2025); 308,710 shares @ A$0.021595 (September 2025); 347,847 shares @ A$0.019166 (October 2025); 361,487 shares @ A$0.018442 (November 2025); 382,700 shares @ A$0.017420 (December 2025); 332,489 shares @ A$0.020051 (January 2026); 391,325 shares @ A$0.017036 (February 2026); 566,777 shares @ A$0.011762 (March 2026).
Date of issue	As soon as practicable following the Meeting, and in any event within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Purpose of issue	Issued as consideration for research, regulatory and compliance management services provided to the Company under the See Breeze Agreement.

Material terms	Each Share is a fully paid ordinary share ranking equally with all existing Shares from the date of issue.
Summary of material terms of agreement to issue	The Shares are being issued under the See Breeze Agreement, a summary of the material terms of which is set out in Section 9.1.
Voting exclusion statement	A voting exclusion statement applies to Resolution 7.

9.5 Board recommendation

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

10. Resolution 8 – Approval to issue Shares to ACNS Capital Markets Pty Ltd (Alto Capital)

10.1 Background

On 29 November 2025, the Company entered into a Corporate Consultancy Mandate Agreement with ACNS Capital Markets Pty Ltd (ACN 088 503 208) (trading as **Alto Capital**) for the provision of capital markets and investor relations advisory services to the Company (**Alto Capital Mandate**). Pursuant to the Alto Capital Mandate, Alto Capital agreed to provide ongoing corporate and capital markets strategy, capital raising management, investor relations, and related advisory services to the Company.

As part consideration for services provided by Alto Capital under the Alto Capital Mandate, the Company agreed to issue to Alto Capital (or its nominees) part of the fees to be satisfied by the issue of ordinary shares in the Company totalling A$20,000 , subject to Shareholder approval under Listing Rule 7.1. The Shares will be issued at a deemed issue price of A$0.01 per Share (being the same price as those Shares issued under the Placement), resulting in 2,000,000 Shares.

10.2 Application of Listing Rule 7.1

As detailed in Section 3.2 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, subject to certain exceptions.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be authorised to issue 2,000,000 Shares to Alto Capital within 3 months of the Meeting. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not issue the Shares and will be required to satisfy its payment obligations to Alto Capital through the payment of cash under the Alto Capital Mandate.

10.4 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:

Allottee	ACNS Capital Markets Pty Ltd (ACN 088 503 208) trading as Alto Capital, or its nominees.
Maximum number of Shares	2,000,000 Shares will be issued.
Deemed issue price	the Shares will be issued at a deemed issue price of A$0.01 per Share (being the same price as the Shares issued pursuant to the Placement) as part consideration for the provision of capital markets and investor relations advisory services provided by Alto Capital

Date of issue	As soon as practicable following the Meeting, and in any event within 3 months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)..
Purpose of issue	Issued as part consideration for capital markets and investor relations advisory services provided to the Company under the Alto Capital Mandate.
Material terms	Each Share is a fully paid ordinary share ranking equally with all existing Shares from the date of issue.
Summary of material terms of agreement to issue	The Shares are being issued under the Alto Capital Mandate, a summary of the material terms of which is set out in Section 10.1.
Voting exclusion statement	A voting exclusion statement applies to Resolution 8 and is set out in the Notice preceding this Explanatory Memorandum.

10.5 Board recommendation

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

11. Resolution 9 – Approval to issue Performance Rights to Mr Jeff Sengelman (Executive Chair)

11.1 Background

The Company and Mr Jeff Sengelman entered into an executive services agreement dated 31 May 2026 (**Executive Services Agreement**), under which Mr Sengelman is employed as Executive Chair of the Company. Mr Sengelman is a Director of the Company and, accordingly, a Related Party of the Company for the purposes of the Corporations Act and the ASX Listing Rules.

Under the long term incentive arrangements contained in the Executive Services Agreement, the Company agreed to grant Mr Sengelman a long term incentive through the issue of 25,000,000 Performance Rights.

Each Performance Right is a right to be issued one Share for nil cash consideration on vesting, subject to satisfaction of the vesting conditions summarised in Section 11.6 below. The Performance Rights will be granted under the Company's Equity Incentive Plan (**Plan**) and the terms of the Executive Services Agreement and are subject to Shareholder approval under ASX Listing Rule 10.14.

Resolution 9 seeks Shareholder approval for the issue of the Performance Rights to Mr Sengelman (or his nominee(s)) for the purposes of ASX Listing Rule 10.14.

11.2 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The issue of the Performance Rights to Mr Sengelman involves the giving of a financial benefit and Mr Sengelman is a related party of the Company by virtue of being a Director. However, section 211 of the Corporations Act provides that member approval is not required to give a financial benefit if the benefit is remuneration to an officer of the company and to give the remuneration would be reasonable given the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office).

The Directors (other than Mr Sengelman, who has not participated in forming this view) consider that the grant of the Performance Rights constitutes reasonable remuneration in the circumstances, having regard to the responsibilities of the Executive Chair role, the Company's circumstances and strategic objectives, the performance hurdles attaching to the Performance Rights, and the fact that the Executive Services Agreement was negotiated on arm's length terms. Accordingly, the Company is relying on the exception in section 211 of the Corporations Act and is not seeking Shareholder approval for the grant of the Performance Rights under Chapter 2E. Shareholder approval is instead sought under ASX Listing Rule 10.14.

11.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders:

(a) a director of the company (Listing Rule 10.14.1);

(b) an associate of a director of the company (Listing Rule 10.14.2); or

(c) a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 or 10.14.2 is such that,

in ASX's opinion, the acquisition should be approved by shareholders (Listing Rule 10.14.3).

As Mr Sengelman is a Director of the Company, the proposed issue of the Performance Rights to Mr Sengelman (or his nominee(s)) falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

As approval is being obtained under ASX Listing Rule 10.14, the issue of the Performance Rights (and any Shares issued on their vesting) will not be included in, and will not reduce, the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A.

11.4 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to issue the 25,000,000 Performance Rights to Mr Sengelman (or his nominee(s)) in accordance with the terms of the Executive Services Agreement and the Company's Equity Incentive Plan within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolution 9 is not passed, the Company will not issue the Performance Rights to Mr Sengelman. In those circumstances, the Board will consider alternative arrangements to provide Mr Sengelman with long term incentive remuneration of equivalent value consistent with the terms of his Executive Services Agreement, which may include the payment of a cash equivalent or the grant of alternative incentives, subject to compliance with the Corporations Act and the ASX Listing Rules.

11.5 Specific information required by ASX Listing Rule 10.15

The Company provides the following information in relation to Resolution 9 in accordance with ASX Listing Rule 10.15:

Name of person	Mr Jeff Sengelman or his nominee(s).
Category under ASX Listing Rule 10.14	Mr Sengelman falls within ASX Listing Rule 10.14.1, being a Director of the Company. Any nominee(s) of Mr Sengelman who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number and class of securities	25,000,000 Performance Rights, each being a right to be issued one fully paid ordinary Share on vesting for nil cash consideration. A maximum of 25,000,000 Shares may be issued on vesting of the Performance Rights.
Current total remuneration package	Mr Sengelman's remuneration under the Executive Services Agreement comprises a base salary of A$250,000 per annum (exclusive of statutory superannuation, which is capped at the general concessional contributions cap for each financial year), and a short term incentive (STI) opportunity of 20% of Base Salary (A$50,000). STI outcomes are measured by reference to revenue and EBITDA performance against targets set by the Board. The Performance Rights the subject of Resolution 9 comprise the long term incentive component of Mr Sengelman's remuneration.
Number of securities previously issued under the Plan	No securities have previously been issued to Mr Sengelman under the Plan. No securities have been issued under the Equity Incentive Plan to all participants since the plan was last approved at the AGM on 28 November 2025.
Material terms of the Performance Rights	A summary of the material terms of the Performance Rights, including the vesting conditions, is set out in Sections 11.1 and 11.6 of this Explanatory Memorandum. The Performance Rights are otherwise issued on the terms of the Company's Plan and the Executive Services Agreement.

Consideration	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Mr Sengelman will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Sengelman; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
No funds raised	No funds will be raised from the issue of the Performance Rights. Accordingly, no use of funds statement is applicable.
Issue price of Securities	The Securities will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 3.
Loan in relation to the acquisition	No loan will be provided by the Company to Mr Sengelman in relation to the acquisition of the Performance Rights.
Valuation	The Company values the 25,000,000 Performance Rights at an aggregate of A$173,166 (being approximately A$0.0069 per Performance Right on a weighted average basis), based on the Monte Carlo Simulation Method assuming 100% vesting (consistent with TSR as the vesting condition). A summary of the valuation methodology and key assumptions is set out in Schedule 4.
Date by which securities will be issued	The Performance Rights will be issued as soon as practicable after the Meeting and, in any event, no later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Future participation	Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional person who becomes entitled to participate in the Plan after Resolution 9 is approved, and who was not named in this Notice, will not participate until approval is obtained under ASX Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to Resolution 9.
Voting prohibition statement.	A voting prohibition statement applies to Resolution 9.

11.6 Summary of vesting conditions

The Performance Rights will vest in three equal annual tranches of 8,333,333, 8,333,333 and 8,333,334 Performance Rights respectively. Each tranche will be tested against an absolute total shareholder return (**Absolute TSR**) hurdle measured over the relevant 12-month performance period. The proportion of each tranche that vests is determined by reference to the Absolute TSR achieved over the relevant performance period, as set out below:

Absolute TSR achieved over the performance period	Percentage of the relevant tranche that vests
Less than 50%	Nil
50%	25%
75%	50%
100% or more	100%

Where the Absolute TSR achieved falls between the levels specified above, the percentage of the relevant tranche that vests will be determined on a pro-rata (straight-line) basis between those levels. Performance Rights in a tranche that do not vest following testing will lapse and will not be re-tested, unless the Board determines otherwise.

For these purposes, Absolute TSR is measured by comparing the 20-day volume weighted average price (**VWAP**) of Shares at the end of the relevant performance period with the 20-day VWAP of Shares at the start of that period, taking into account dividends and other returns of capital to Shareholders over the period. For the first performance period, the starting price for the first Year 1 reference price will be the Placement price of A$0.01.

In addition, all unvested Performance Rights will vest immediately if the 20-day VWAP of Shares is equal to or greater than A$0.10 per Share for 20 consecutive trading days (**Override Condition**), representing a tenfold increase on the reference price of A$0.01 per Share. Vesting under the Override Condition remains subject to Mr Sengelman's continued employment and the receipt of all necessary Shareholder approvals.

Vesting of the Performance Rights is also subject to Mr Sengelman's continued employment with the Company (subject to customary good leaver and bad leaver provisions), the Board's discretion (including malus provisions), customary adjustment provisions for capital reorganisations, and compliance with the Corporations Act and the ASX Listing Rules.

11.7 Board recommendation

Mr Sengelman has a material personal interest in the outcome of Resolution 9 and, accordingly, makes no recommendation to Shareholders in relation to Resolution 9. The Directors other than Mr Sengelman recommend that Shareholders vote in favour of Resolution 9, on the basis that the grant of the Performance Rights is an appropriate and cost-effective means of aligning the interests of the Executive Chair with those of Shareholders and incentivising long term value creation, with vesting tied to demanding absolute total shareholder return hurdles.

12. Resolution 10 – Change of Company Name to "Nodestream Ltd"

12.1 Background

The Board proposes to change the name of the Company from "Harvest Technology Group Ltd" to "Nodestream Ltd" to better reflect the Company's strategic focus on its Nodestream™ embedded defence communications platform and its positioning as a specialist defence communications infrastructure company operating at the intersection of AI, autonomy and modern defence.

Under section 157(1) of the *Corporations Act*, a company may change its name by special resolution. A special resolution requires at least 75% of the votes cast by Shareholders entitled to vote to be cast in favour of the resolution.

If Resolution 10 is passed, the Company will apply to ASIC to alter the details of the Company's registration to reflect the change of name. The change of name will take effect from the date on which ASIC issues an altered certificate of registration. The Company will also notify ASX of the change of name and apply to have the name "Nodestream Ltd" reflected on the ASX. The Company has applied to ASX to reserve the ticker code "NS1" in connection with the proposed change of name to Nodestream Ltd. Subject to Shareholder approval of the change of name and confirmation by ASX, the Company's ASX code is expected to change from HTG to NS1. If Shareholders do not approve the change of name, the Company's existing ASX code HTG will remain unchanged.

The change of name does not affect the legal identity of the Company, its assets, rights, obligations, contracts or the rights of Shareholders. All shares currently on issue will remain validly issued shares in the renamed entity.

12.2 Required majority

Resolution 10 is a **special resolution** and requires the approval of at least 75% of votes cast by Shareholders entitled to vote.

12.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

13. Resolution 11 – Amendment of Constitution

13.1 Background

Under section 136(2) of the Corporations Act, a company may modify its constitution by special resolution of its shareholders. Resolution 11 is a special resolution which, if passed, will amend the Company's existing Constitution (**Existing Constitution**) to incorporate the amendments reflected in the marked-up version of the amended Constitution (**Amended Constitution**). The amendments are intended to ensure that the Constitution reflects current best practice governance standards for ASX-listed companies and changes to the *Corporations Act* since the Existing Constitution was adopted in November 2022, in particular the *Treasury Laws Amendment (Modernising Business Communications and Other Measures) Act 2023* (Cth) (**MBC Act**).

A copy of the Amended Constitution is available on the Company's website at www.harvest.technology. A marked-up copy of the Amended Constitution showing all changes to the Existing Constitution is also available on the Company's website. The Amended Constitution will be tabled at the Meeting and initialled by the Chair for the purposes of identification. Shareholders may obtain a copy of the Amended Constitution or the marked-up version by contacting the Company Secretary.

13.2 Key differences between the existing and updated Constitution

Provision	Nature of change
Art 5.2 – General meetings (virtual and hybrid)	Amended to clarify and strengthen the existing provision permitting the Company to hold general meetings using virtual meeting technology (including virtual-only meetings). The amended provision makes the permission for wholly virtual meetings express and unambiguous on the face of the Constitution, and adds a mandatory participation standard requiring that the technology used must give Members as a whole a reasonable opportunity to participate, including to ask questions and vote on resolutions. The existing constitution already permitted virtual meetings but did not include this explicit participation standard.
Art 5.5 – Proxy appointments	Updated to expressly permit proxy appointments to be made in physical or electronic form (including electronic signatures) and to be lodged electronically at any electronic address or by any electronic means made available by the Company for that purpose.
Art 6.5 – Conduct of meetings (virtual meeting conduct)	New provision added requiring the chair to ensure that virtual meeting technology gives Members a reasonable opportunity to participate, ask questions and vote. If virtual meeting technology fails or is substantially disrupted, the chair may adjourn the meeting to an appropriate time and venue or platform.
Art 8.9 – Seals	Updated to clarify that the Company is not required to have a common seal. If the Company has a common seal, the Directors must provide for its safe custody and it may only be used by authority of the Directors. This reflects the Corporations Act which makes company seals optional.
Art 10.1 – Directors' meetings (technology)	Updated to remove the requirement that all Directors consent to the technology used for a Directors' meeting. The amended provision requires only that the technology gives the Directors as a whole a reasonable opportunity to participate. A Director may object to the use of a particular technology within a reasonable period before the meeting. This aligns the Constitution with section 248D of the Corporations Act as amended by the MBC Act.
Art 10.9 – Circulating resolutions	Reference to "fax" removed. Directors may now consent to a resolution by written notice delivered by any electronic means (not limited to specified methods). The provision is also updated to permit documents to be in any written or electronic form, and to be signed or authenticated (rather than only signed).
Art 13.12 – Unclaimed dividends	Updated to expressly reference applicable State and Territory unclaimed money legislation, in addition to the Corporations Act, as the legislative framework governing the Company's obligations in respect of unclaimed dividends and other distributions.
Art 14.3 – Methods of service	Reference to "fax number" removed from the service methods. Documents may now be sent to an electronic address nominated by the Member.
Art 14.4 – Time of service	References to "fax" removed. Electronic service is now described as service by "electronic means", with the document taken to be given and received on the day after its transmission.

Art 14.5 – Deemed notice to uncontactable Members	Updated to align with section 110C of the Corporations Act as amended by the MBC Act. The Company is not required to send a document to a Member if all known addresses for that Member are not current, or if the Company is unable to ascertain a current address after exercising reasonable diligence. The Company must make reasonable efforts to ascertain a current address within 6 to 18 months of the conditions for relief first applying.
Art 14.6 – Evidence of service	Reference to "fax" removed from the certificate of service provision.
Art 14.9 – Member document format election (new)	New provision added giving Members the right to elect to receive documents from the Company in physical or electronic form. The Company must notify Members of this right at least once in each financial year or make that notification available on the Company's website. This reflects section 110K of the Corporations Act.

13.3 Effect of Resolution 11 being passed or not passed

If Resolution 11 is passed, the amendments to the Constitution set out in the Amended Constitution will take effect from the end of the Meeting. A copy of the Amended Constitution will be available at the Meeting and will be tabled and initialled by the Chair for the purposes of identification.

If Resolution 11 is not passed, the amendments will not be made and the Company will continue to operate under the Existing Constitution.

13.4 Board recommendation

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

Schedule 1 – Definitions

Term	Definition
A$	means Australian Dollars.
Absolute TSR	means absolute total shareholder return, measured in the manner described in Section 11.6 of the Explanatory Memorandum.
Alpine Capital	means Alpine Capital Pty Ltd, the Lead Manager to the Capital Raising.
Amended Constitution	has the meaning given in Section 13.1 of the Explanatory Memorandum.
ASIC	means the Australian Securities and Investments Commission.
ASX or ASX Listing Rules or Listing Rules	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited, and the listing rules of ASX respectively.
Associate	has the meaning given in the Listing Rules.
AWST	means Australian Western Standard Time.
Base Salary	means the base salary payable to Mr Sengelman under the Executive Services Agreement, being A$250,000 per annum (excluding superannuation).
Board	means the board of Directors.
Capital Raising	means the capital raising comprising the Tranche 1 Placement and Tranche 2 Placement as described in this Explanatory Memorandum.
Chair	means the person appointed to chair the Meeting.
Citadel	means Citadel Capital Pty Ltd (ACN 126 907 284).
Citadel Mandate	has the meaning given in Section 7.1 of the Explanatory Memorandum.
Closely Related Party	has the meaning given in section 9 of the Corporations Act and generally includes certain family members of, and entities controlled by, a member of the Key Management Personnel.
Company	means Harvest Technology Group Ltd (ACN 149 970 445).
Constitution	means the constitution of the Company as amended from time to time.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Plan	means the Company's equity incentive plan under which the Performance Rights are proposed to be issued, as referred to in Section 11 of the Explanatory Memorandum.
Equity Security	has the meaning given in the Listing Rules.
Executive Chair	means the executive chair of the Company.
Executive Services Agreement	has the meaning given in Section 11.1 of the Explanatory Memorandum.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company and any other member of the Group.
Lead Manager Mandate	has the meaning given in Section 3.3 of the Explanatory Memorandum.
Material Person	means, in relation to the Company, a Related Party, Key Management Personnel, a substantial holder, an adviser or any Associate who received or will receive Equity Securities in the Company that will constitute more than 1% of the Company's issued capital as at their date of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Nodestream	means the Nodestream™ embedded defence communications platform developed and commercialised by the Company.
Notice	means this notice of general meeting (including the Explanatory Memorandum).
Option	means an option to acquire a Share.
Override Condition	has the meaning given in Section 11.6 of the Explanatory Memorandum.

Term	Definition
Performance Rights	means the 25,000,000 performance rights proposed to be issued to Mr Jeff Sengelman (or his nominee(s)) the subject of Resolution 9, each being a right to be issued one Share on vesting, on the terms summarised in Section 11 of the Explanatory Memorandum.
Placement	has the meaning given in Section 3.1 of the Explanatory Memorandum.
Placement Participants	has the meaning given in Section 3.1 of the Explanatory Memorandum.
Proxy Form	means the proxy form attached to the Notice.
Related Party	has the meaning given in the Listing Rules.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1	has the meaning given in Section 3.1 of the Explanatory Memorandum.
Tranche 2	has the meaning given in Section 5.1 of the Explanatory Memorandum.
Vesting Period	means, in respect of a tranche of Performance Rights, the relevant 12-month performance period over which the applicable Absolute TSR hurdle is measured, as described in Section 11.6 of the Explanatory Memorandum.
VWAP	means volume weighted average price.

Schedule 2 – Terms of Options

The key terms of the Options (Resolution 4) are as follows:

Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
Exercise Price	A$0.02 per Option.
Expiry Date	Each Option will expire at 5:00pm (WST) on the second anniversary of their date of issue (Expiry Date).
Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date.
Notice of Exercise	The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise received by the Company will be deemed to be a notice of exercise as at the date of receipt of the Notice of Exercise and, if applicable, the date of receipt of the payment of the Exercise Price in cleared funds (Exercise Date).
Timing of issue of Shares on exercise	Within 5 Business Days after the Exercise Date the Company will: (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which, if applicable, cleared funds have been received by the Company; and (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
Restrictions on transfer of Shares	If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
Timing of application for quotation	If admitted to the official list of ASX at the time, the Company must apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options within such time period required by the Listing Rules.
Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
Takeovers prohibition	The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act. The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
Quotation	The Company will not apply for quotation of the Options on any securities exchange.
Transferability	The Options are not transferable.
Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
Entitlement to dividends	The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
Entitlement to capital return	The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
Adjustments for reorganisation	If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment): (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Exercise Price.
Voting rights	The Options do not confer any right to vote at meetings of Shareholders, except as required by law, during the currency of the Options without first exercising the Options.
Constitution	Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.

Schedule 3 – Material Terms of Equity Incentive Plan (Resolution 9)

The key terms of the Company's Equity Incentive Plan (**Plan**) are summarised below.

Eligible Participants	Eligible participants are persons determined by the Board to be eligible to participate in the Plan from time to time, and are "ESS Participants" as defined in section 1100L of the Corporations Act in relation to the Company or an associated entity. This relevantly includes employees, directors, contractors and other individuals who provide services to the Company or an associated entity, as well as prospective participants and certain related persons on their behalf.
Types of Equity Securities	The Company may offer Convertible Securities (including options and performance rights) and Shares under the Plan. Each Convertible Security represents a right to acquire one or more Shares subject to applicable vesting conditions, for nil or nominal cash consideration unless otherwise specified.
Invitations and Grants	The Board may from time to time determine that an eligible participant may participate in the Plan and make an invitation to that eligible participant to apply for securities on such terms and conditions as the Board decides. Any invitation issued under the Plan will comply with the applicable disclosure obligations under the Corporations Act.
Vesting of Convertible Securities	The vesting conditions applicable to a grant of Convertible Securities will be described in the invitation letter to participants. If all vesting conditions are satisfied and/or waived by the Board, a vesting notice will be issued. Convertible Securities will not vest unless and until the vesting notice is issued. If vesting conditions are not satisfied and/or waived, the Convertible Securities will lapse.
Exercise of Convertible Securities	To exercise a Convertible Security, the participant must deliver a signed notice of exercise and (if applicable) pay the exercise price to the Company at any time prior to the expiry date specified in the vesting notice. A Convertible Security may not be exercised unless and until it has vested. The Board may in its discretion permit cashless exercise of Convertible Securities.
Forfeiture on Cessation	Where a participant who holds Convertible Securities ceases to be an eligible participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited, unless the Board otherwise determines in its discretion. The Board may also deem all unvested Convertible Securities forfeited where it determines that a participant has acted fraudulently or dishonestly, or wilfully breached their duties to the Group.
Change of Control	If a change of control event occurs (or the Board determines such an event is likely to occur), the Board may in its discretion determine the manner in which any or all of a participant's Convertible Securities will be dealt with, including permitting the participant to participate in, or benefit from, the transaction arising from the change of control event.
Rights Attaching to Plan Shares	All Shares issued under the Plan (Plan Shares) will rank pari passu in all respects with the Shares of the same class. Participants will be entitled to any dividends declared on Plan Shares and may participate in any dividend reinvestment plan operated by the Company. Participants may exercise any voting rights attaching to Plan Shares.
Capital Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation), the rights of each participant holding Convertible Securities will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
Plan Administration	The Plan will be administered by the Board, which may exercise any power or discretion conferred on it by the 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 discretions. The Board may at any time amend any provisions of the Plan rules, provided that no amendment materially reduces the rights of any participant as they existed before the date of the amendment (other than as required to comply with legislation or to correct a manifest error or mistake), unless agreed in writing by all participants.

Schedule 4 – Monte Carlo Valuation of Performance Rights (Resolution 9)

1. Valuation Methodology

The 25,000,000 Performance Rights proposed to be issued to Mr Jeff Sengelman have been valued using the Monte Carlo Simulation Method. This method is appropriate for performance rights subject to market-based vesting conditions such as Total Shareholder Return (**TSR**), as it models the probability distribution of future share price outcomes and calculates the expected value of the rights accounting for both the likelihood of meeting the vesting hurdles and the payoff on vesting.

The valuation is based on 100% vesting, consistent with accounting standards applicable to market-based performance conditions (AASB 2 Share-based Payment), under which the grant date fair value is recognised regardless of whether the market condition is ultimately satisfied.

2. Key Assumptions

Assumption	Value / Input
Valuation date	22 May 2026
Grant date share price (S0) / starting TSR reference price	A$0.01 (Placement price, being the Year 1 TSR reference price as specified in the vesting conditions)
Annual volatility (σ)	120% per annum (reflecting the historical share price volatility of the Company as a micro-cap ASX-listed technology company)
Risk-free rate (r)	4.2% per annum (Australian Government bond rate at the valuation date)
Expected dividend yield (q)	0% (the Company does not currently pay dividends)
Override condition	Modelled explicitly: 100% vesting triggered if any simulated 20-day VWAP window ≥ A$0.10 per Share during the performance period

3. Simulation Approach

The Absolute TSR for each simulation was measured by comparing the 20-day VWAP of simulated prices at the end of the relevant performance period with the starting reference price of A$0.01. The vesting percentage for each simulation was then determined in accordance with the TSR vesting schedule set out in Section 11.6 of the Explanatory Memorandum. The Override Condition (100% vesting if any 20-day VWAP window ≥ A$0.10) was also applied to each simulated path.

The fair value per right for each tranche was calculated as the present value (discounted at the risk-free rate over the relevant term) of the expected payoff across all simulations.

4. Valuation Results by Tranche

Tranche	No. of Rights	Term (T)	Value per Right	Total Tranche Value
Tranche 1 (Year 1)	8,333,333	1 year	A$0.005574	A$46,450
Tranche 2 (Year 2)	8,333,333	2 years	A$0.006938	A$57,813
Tranche 3 (Year 3)	8,333,334	3 years	A$0.008268	A$68,903
Total (25,000,000 Performance Rights)			**A$0.0069 (wtd avg)**	**A$173,166**

5. Notes and Disclaimer

The valuation was performed by the Company. The above fair values have been calculated for disclosure purposes only in accordance with the requirements of ASX Listing Rule 10.15 and do not represent a price at which any person could acquire or dispose of Performance Rights. The actual value of the Performance Rights will depend on the Company's share price performance over the relevant performance periods and cannot be determined at the date of this Notice.

Consistent with AASB 2 Share-based Payment, the valuation assumes 100% vesting for the purposes of determining the grant date fair value, because the TSR hurdle is a market condition. The probability of the market condition being met is incorporated in the Monte Carlo simulation and is therefore already reflected in the fair value per right.

Harvest Technology Group Ltd
ACN 149 970 445

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support@xcend.co

Your General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

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

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Thursday, 16 July 2026 at 11:00am (AWST)
Online	https://meeting.xcend.app/HTGGMJUL26 (refer to the Online Meeting Guide)

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: Harvest Technology Group Ltd
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Tuesday, 14 July 2026 at 11:00am (AWST)
(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect
- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - Harvest Technology Group Ltd
General Meeting July 2026

Appointment of Proxy

I/We, being member(s) of Harvest Technology Group Ltd ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the General Meeting on Thursday, 16 July 2026 at 11:00am (AWST) to be held virtually via registration at https://meeting.xcend.app/HTGGMJUL26 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy (or where the Chair of the Meeting becomes proxy by default), I/we give the Chair of the Meeting express authority to vote on Resolution 9, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Ratification of prior issue of Shares under Tranche 1 of the Placement - Listing Rule 7.1			
2	Ratification of prior issue of Shares under Tranche 1 of the Placement - Listing Rule 7.1A			
3	Approval to issue of Shares under Tranche 2 of the Placement - Listing Rule 7.1			
4	Approval to issue Options to Alpine Capital Pty Ltd			
5	Approval to issue of Shares to Citadel Capital Pty Ltd			
6	Approval to issue of Shares to Bickerstaff Investments Pty Ltd			
7	Approval to issue of Shares to See Breeze Services Pty Ltd			
8	Approval to issue of Shares to ACNS Capital Markets Pty Ltd (Alto Capital)			
9	Approval to issue Performance Rights to Mr Jeff Sengelman (Executive Chair)			
10	Change of Company Name to "Nodestream Ltd"			
11	Amendment of Constitution			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

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

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Online Meeting Guide

Attending the Meeting Virtually

Registration (Required)

Register in advance via our Virtual Meeting Portal: https://meeting.xcend.app/HTGGMJUL26
Or scan the QR code with your mobile device or tablet.

You will need	Your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) Your postcode (or country if outside Australia)
Accessing the Meeting **Important - Please ensure the Zoom client is installed on your device to participate fully and ask questions during the meeting.**	Once registered, you will receive: A Zoom webinar link Telephone dial-in details
Telephone Participation	Shareholders joining by telephone can listen to the meeting but will not be able to ask questions.
Voting	Voting will take place during the meeting via our meeting portal: https://meeting.xcend.app/HTGGMJUL26 You will be prompted to vote at the appropriate time.
Proxy Holders	If you have been appointed as a proxy, please contact XCEND at least 24 hours before the General Meeting to obtain your login details.
Need Help?	Contact XCEND on +61 (2) 8591-8509 for assistance.