

16 October 2025

### Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

RLF AgTech Ltd ACN 622 055 216 (ASX: RLF or “the **Company**”), advises the 2025 Annual General Meeting will be held in person at Moore Australia Audit (WA), Level 15 Exchange Tower, 2 The Esplanade, Perth WA 6000 on Wednesday, 26 November 2025 at 10:00am (AWST) (**Meeting**).

#### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at [www.rlfagtech.com](http://www.rlfagtech.com) or the Company’s ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: RLF).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

<p><b>Online</b> scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"><li>1. Login to the Automic website using the holding details as shown on your holding statement.</li><li>2. Click on ‘View Meetings’ – ‘Vote’.</li></ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [cosec@rlfagtech.com](mailto:cosec@rlfagtech.com).

Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.



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**RLF AGTECH LTD**  
**ACN 622 055 216**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)  
**DATE:** Wednesday, 26 November 2025  
**PLACE:** Moore Australia Audit (WA)  
Level 15 Exchange Tower, 2 The Esplanade  
Perth WA 6000

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 24 November 2025.***

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## BUSINESS OF THE MEETING

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### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SHEN 'MIKE' LU

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

*“That, for the purpose of clause 7.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Dr Shen 'Mike' Lu, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 53,176,130 Shares that were issued to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 37,190,480 Shares that were issued to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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#### 6. RESOLUTION 6 – RATIFICATION OF PRIOR AGREEMENT TO ISSUE CONVERTIBLE NOTES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 1,500 Convertible Notes to Convertible Noteholders on the terms and conditions set out in the Explanatory Statement.”*

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**7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO DIRECTOR – BEN BARLOW**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Shares to Mr Ben Barlow (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 8 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing Schedule 5 for a period of three years from the date of approval of this Resolution.”*

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**Dated: 16 October 2025**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <p>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or</p> <p>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.</p> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <p>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the Chair and the appointment of the Chair as proxy:</p> <p style="margin-left: 20px;">(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p style="margin-left: 20px;">(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</p>
<b>Resolution 7 – Approval to issue Shares to Director – Ben Barlow</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="margin-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="margin-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

## Voting Exclusion Statements

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

<b>Resolution 4 – Ratification of prior issue of Placement Shares- Listing Rule 7.1</b>	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 5 – Ratification of prior issue of Placement Shares- Listing Rule 7.1A</b>	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 6 – Ratification of prior agreement to issue Convertible Notes</b>	Convertible Noteholders or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 7 – Approval to issue Shares to Director – Ben Barlow</b>	Mr Ben Barlow (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

## **Voting by proxy**

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

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

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

Shareholders and their proxies should be aware that:

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

## **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6187 0753 and/or [cosec@rlfagtech.com](mailto:cosec@rlfagtech.com).***

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## EXPLANATORY STATEMENT

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

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://www.rfagtech.com>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SHEN ‘MIKE’ LU

#### 3.1 General

Listing Rule 14.4 and clause 7.3 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Dr Shen ‘Mike’ Lu, who has held office without re-election since 23 November 2022 and being eligible retires by rotation and seeks re-election.

Further information in relation to Dr Lu is set out below.

<b>Qualifications, experience and other material directorships</b>	Dr Lu has significant management experience in Chinese plant nutrition markets and holds a PhD in Soil Science and Plant Nutrition. He has considerable senior level industry experience, including with Cargill Fertilizer Inc. (USA) and its Cargill Tianjin China (US-Sino Joint Venture) operations. Dr Lu is fluent in Mandarin and English.
<b>Term of office</b>	Dr Lu has served as a Director since 5 April 2019 and was last re-elected on 23 November 2022.
<b>Independence</b>	If re-elected, the Board does not consider that Dr Lu will be an independent Director.
<b>Board recommendation</b>	Having received an acknowledgement from Dr Lu that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Dr Lu since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dr Lu) recommend that Shareholders vote in favour of this Resolution.

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Lu will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Dr Lu will not continue in their role as executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

#### 4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$38,603,433. The Company is therefore an Eligible Entity.

#### 4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

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

#### 4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"><li>(a) the date that is 12 months after the date of this Meeting;</li><li>(b) the time and date of the Company's next annual general meeting; and</li><li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li></ul>
<b>Minimum price</b>	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"><li>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</li><li>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li></ul>
<b>Use of funds</b>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for ongoing sales, expanding into new markets and products for general working capital.</p>
<b>Risk of economic and voting dilution</b>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 14 October 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula)</p>

REQUIRED INFORMATION		DETAILS				
		changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.				
		<b>DILUTION</b>				
		<b>Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</b>	<b>Shares issued – 10% voting dilution</b>	<b>Issue Price</b>		
				<b>\$0.042</b>	<b>\$0.083</b>	<b>\$0.125</b>
				<b>50% decrease</b>	<b>Issue Price</b>	<b>50% increase</b>
<b>Funds Raised</b>						
<b>Current</b>	465,101,602	46,510,160	\$1,953,426	\$3,860,343	\$5,813,770	
<b>50% increase</b>	697,652,403	69,765,240	\$2,930,140	\$5,790,514	\$8,720,655	
<b>100% increase</b>	930,203,204	93,020,320	\$3,906,853	\$7,720,686	\$11,627,540	
<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 465,101,602 Shares on issue.</li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 14 October 2025 (being \$0.083) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li> <li>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</li> <li>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</li> <li>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</li> </ol> <p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</li> <li>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</li> </ol>						

REQUIRED INFORMATION	DETAILS								
<p><b>Allocation policy under 7.1A Mandate</b></p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>								
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 November 2024 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 27 November 2024 – 12 months prior to the Meeting, the Company issued an aggregate of 37,190,480 Shares pursuant to the Previous Approval (<b>Previous Issue</b>), which represent approximately 16.07% of the total diluted number of Equity Securities on issue in the Company on 27 November 2024 – 12 months prior to the Meeting, which was 231,409,622.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="660 1637 1386 2114"> <tbody> <tr> <td data-bbox="660 1637 892 1731"><b>Date of Issue and Appendix 2A</b></td> <td data-bbox="892 1637 1386 1731"><b>Date of Issue:</b> 1 September 2025 <b>Date of Appendix 2A:</b> 1 September 2025</td> </tr> <tr> <td data-bbox="660 1731 892 1834"><b>Number and Class of Equity Securities Issued</b></td> <td data-bbox="892 1731 1386 1834">37,190,480 Shares<sup>2</sup></td> </tr> <tr> <td data-bbox="660 1834 892 1966"><b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b></td> <td data-bbox="892 1834 1386 1966">\$0.05 per Share (at a discount of 15.3% to Market Price).</td> </tr> <tr> <td data-bbox="660 1966 892 2114"><b>Recipients</b></td> <td data-bbox="892 1966 1386 2114">Professional and sophisticated investors as part of a placement announced on 22 August 2025. The placement participants were identified through a bookbuild process, which involved Unified Capital</td> </tr> </tbody> </table>	<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 1 September 2025 <b>Date of Appendix 2A:</b> 1 September 2025	<b>Number and Class of Equity Securities Issued</b>	37,190,480 Shares <sup>2</sup>	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.05 per Share (at a discount of 15.3% to Market Price).	<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 22 August 2025. The placement participants were identified through a bookbuild process, which involved Unified Capital
<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 1 September 2025 <b>Date of Appendix 2A:</b> 1 September 2025								
<b>Number and Class of Equity Securities Issued</b>	37,190,480 Shares <sup>2</sup>								
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.05 per Share (at a discount of 15.3% to Market Price).								
<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 22 August 2025. The placement participants were identified through a bookbuild process, which involved Unified Capital								

REQUIRED INFORMATION	DETAILS		
	<p data-bbox="906 210 1378 293">Partners Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p data-bbox="906 309 1378 421">None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p> <table border="1" data-bbox="663 432 1386 678"> <tr> <td data-bbox="663 432 890 678"><b>Total Cash Consideration and Use of Funds</b></td> <td data-bbox="890 432 1386 678"> <p data-bbox="906 443 1193 465"><b>Amount raised:</b> \$1,859,524</p> <p data-bbox="906 488 1114 510"><b>Amount spent:</b> \$Nil</p> <p data-bbox="906 533 1098 555"><b>Use of funds:</b> N/A</p> <p data-bbox="906 577 1241 600"><b>Amount remaining:</b> \$1,859,524</p> <p data-bbox="906 622 1378 678"><b>Proposed use of remaining funds:</b><sup>3</sup> sales expansion and ongoing working capital.</p> </td> </tr> </table> <p data-bbox="663 696 730 719"><b>Notes:</b></p> <ol data-bbox="663 730 1394 1077" style="list-style-type: none"> <li data-bbox="663 730 1394 875">1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.</li> <li data-bbox="663 887 1394 943">2. Fully paid ordinary shares in the capital of the Company (ASX:RLF) (terms are set out in the Constitution).</li> <li data-bbox="663 954 1394 1077">3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</li> </ol>	<b>Total Cash Consideration and Use of Funds</b>	<p data-bbox="906 443 1193 465"><b>Amount raised:</b> \$1,859,524</p> <p data-bbox="906 488 1114 510"><b>Amount spent:</b> \$Nil</p> <p data-bbox="906 533 1098 555"><b>Use of funds:</b> N/A</p> <p data-bbox="906 577 1241 600"><b>Amount remaining:</b> \$1,859,524</p> <p data-bbox="906 622 1378 678"><b>Proposed use of remaining funds:</b><sup>3</sup> sales expansion and ongoing working capital.</p>
<b>Total Cash Consideration and Use of Funds</b>	<p data-bbox="906 443 1193 465"><b>Amount raised:</b> \$1,859,524</p> <p data-bbox="906 488 1114 510"><b>Amount spent:</b> \$Nil</p> <p data-bbox="906 533 1098 555"><b>Use of funds:</b> N/A</p> <p data-bbox="906 577 1241 600"><b>Amount remaining:</b> \$1,859,524</p> <p data-bbox="906 622 1378 678"><b>Proposed use of remaining funds:</b><sup>3</sup> sales expansion and ongoing working capital.</p>		
<b>Voting exclusion statement</b>	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.		

## 5. BACKGROUND TO RESOLUTIONS 4 AND 5

### 5.1 Background to Placement

On 22 August 2025 the Company announced that it had received commitments for a placement to professional and sophisticated investors to raise approximately \$4,500,000 million (before costs) through the issue of 90,366,610 Shares at an issue price of \$0.05 per Share (**Placement**).

The Shares issued under to the September Placement were issued under the Company's available Listing Rule 7.1 and 7.1A capacities. Specifically:

- (a) 53,176,130 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (the subject of Resolution 4); and
- (b) 37,190,480 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (the subject of Resolution 5).

The Shares were issued to unrelated new and existing institutional and sophisticated investors who were clients of the Lead Manager (as defined below) (**Unrelated Placement Participants**).

The Company has engaged Unified Capital Partners Pty Ltd (ACN 666 560 050) (**Unified Capital** or **Lead Manager**) as lead manager to the Placement pursuant to a lead manager mandate (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Company agreed to pay the Lead Manager:

- (a) a management fee of \$100,000 (plus GST); and

- (b) a capital raising fee of \$180,733, being, 4% of proceeds from the Placement (plus GST).

## **5.2 Use of funds**

Funds raised from the Placement will be applied towards funding raw materials and manufacturing costs to meet anticipated growth in product demand; expanding the Australian business by increasing sales and support personnel, and strengthening marketing and training systems; investing in upgrading existing manufacturing facilities to proactively support expected higher production volumes; and cancelling majority of the convertible notes.

For further information in respect of the Placement, refer to the Company's ASX announcement dated 22 August 2025.

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## **6. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES**

### **6.1 General**

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 90,366,610 Shares under the Placement.

As set out in Section 5.1, 53,176,130 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 37,190,480 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 5).

### **6.2 Listing Rules 7.1 and 7.1A**

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 this approval at its annual general meeting held on 27 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 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 Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

### **6.3 Listing Rule 7.4**

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

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

### **6.4 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.

## 6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The Unrelated Placement Participants who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest from the Unrelated Placement Participants to participate in the Placement.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	An aggregate of 90,366,610 Shares was issued on the following basis:  (a) 53,176,130 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and  (b) 37,190,480 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5).
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	1 September 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.05 per Share issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 5.2 for details of the proposed use of funds raised under the Placement.
<b>Summary of material terms of agreement to issue</b>	The Shares issued under the Placement were not issued under an agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

## 7. RESOLUTION 6 – RATIFICATION OF PRIOR AGREEMENT TO ISSUE CONVERTIBLE NOTES

### 7.1 Background

On 23 April 2025, the Company announced that it had entered into agreements (**Convertible Note Agreements**) with a group of unrelated institutional, professional and sophisticated investors (**Convertible Noteholders**) to issue 7,000 unsecured convertible notes with a face value of \$100 each at a conversion price of \$0.06, to raise a total of \$700,000 (**Convertible Notes**).

The Convertible Notes were issued on 24 April 2025, however, 5,500 Convertible Notes have subsequently been cancelled by the Company. The remaining 1,500 Convertible Notes have a face value of \$100 and a conversion price of \$0.06. If the Convertible Notes are converted, 2,500,000 Shares would be issued.

The agreement to issue the remaining 1,500 Convertible Notes used up part of the 15% limit in Listing Rule 7.1 and accordingly, the Company is seeking Shareholder ratification of the agreement.

The terms and conditions of the Convertible Notes are set out in Schedule 1.

The funds raised were used to support the Company's near-term operational priorities across both domestic and international markets, with a primary focus on inventory requirements for the then upcoming March–July sales period. A portion of the proceeds were also directed toward capital expenditure within the RLF LiquaForce business. Specifically, funds were used to acquire variable rate liquid fertiliser application machinery.

## 7.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue of 1,500 Convertible Notes to Convertible Noteholders with a face value of \$100 each to raise \$150,000.

## 7.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

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

## 7.4 Listing Rule 7.4

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

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

## 7.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the agreement to issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the agreement to issue.

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

## 7.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Convertible Noteholders. The Company confirms that no Material Persons were agreed to be issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	1,500 Convertible Notes were issued with a face value of \$100 and a conversion price of \$0.06.
<b>Terms of Securities</b>	The Convertible Notes were issued on the terms and conditions set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities were issued</b>	24 April 2025.
<b>Price or other consideration the Company received for the Securities</b>	The Convertible Notes were issued with a face value of \$100 each and a conversion price of \$0.06.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 7.1 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Convertible Notes were issued under the Convertible Note Agreements, a summary of the material terms of which is set out in Section 7.1.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## **8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO DIRECTOR – BEN BARLOW**

### **8.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 3,000,000 Shares to Mr Ben Barlow (or his nominees) on the terms and conditions set out below, as consideration for additional services performed by Mr Barlow beyond his ordinary duties, including strategic development, governance management and support for capital and operating initiatives.

### **8.2 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 constitutes giving a financial benefit and Mr Barlow is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Barlow who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue Shares, reached as part of the remuneration package for Mr Barlow, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### **8.3 Listing Rule 10.11**

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

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

unless it obtains the approval of its shareholders.

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

#### 8.4 Technical information required by Listing Rule 14.1A

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

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

#### 8.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Mr Ben Barlow (or his nominees)
<b>Categorisation under Listing Rule 10.11</b>	The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.  Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	3,000,000 Shares will be issued.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Securities will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide remuneration for additional services performed by Mr Barlow beyond his ordinary duties, including strategic development, governance management and support for capital and operating initiatives, and to provide cost effective remuneration to Mr Barlow, enabling the Company to spend a greater proportion of its cash reserves on its

REQUIRED INFORMATION	DETAILS
	operations than it would if alternative cash forms of remuneration were given to Mr Barlow.
<b>Remuneration package</b>	The current total remuneration package for Mr Barlow is \$100,000, comprising of directors' fees of \$89,285 and a superannuation payment of \$10,715. If the Shares are issued, the total remuneration package of Mr Barlow will increase by \$150,000 to \$250,000, being the value of the Shares (based on the deemed issue price of \$0.05 per Share).
<b>Summary of material terms of agreement to issue</b>	The Shares are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution.

## 9. RESOLUTION 8 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

### 9.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in Schedule 5 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of Schedule 5. The new Schedule 5 is in the same form as the existing Schedule 5.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

The Constitution was approved by Shareholders on 27 February 2019 and last amended by Shareholders on 26 July 2024. A copy is available for download from the Company's website: <https://www.rlfagtech.com/our-business#CompanyConstitution>.

### 9.2 Technical information required by section 648G(5) of the Corporations Act

<b>Overview</b>	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, the Company has included in the Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the</p>
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	<p>bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>This clause of the Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.</p>
<b>Effect of proposed proportional takeover provisions</b>	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.
<b>Reasons for proportional takeover provisions</b>	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
<b>Knowledge of any acquisition proposals</b>	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
<b>Potential advantages and disadvantages of proportional takeover provisions</b>	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>(b) assisting in preventing Shareholders from being locked in as a minority;</li> <li>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</li> <li>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</li> </ul> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) proportional takeover bids may be discouraged;</li> <li>(b) lost opportunity to sell a portion of their Shares at a premium; and</li> <li>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</li> </ul>
<b>Recommendation of the Board</b>	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Constitution is in the interest of

Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

**ASIC** means the Australian Securities & Investments Commission.

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

**ASX CGPR** means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition).

**Board** means the current board of directors of the Company.

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

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

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

**Company** means RLF AgTech Ltd (ACN 622 055 216).

**Constitution** means the Company's constitution.

**Convertible Notes** have the meaning given to that term in Section 7.1.

**Convertible Noteholders** have the meaning given to that term in Section 7.1.

**Convertible Note Agreements** have the meaning given to that term in Section 7.1.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying 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 Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager** has the meaning given to that term in Section 5.1.

**Listing Rules** means the Listing Rules of ASX.

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

**Meeting** means the meeting convened by the Notice.

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

**Option** means an option to acquire a Share.

**Placement** has the meaning given to that term in Section 5.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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

**Section** means a section of the Explanatory Statement.

**Security** means a Share, or Option (as applicable).

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

**Shareholder** means a registered holder of a Share.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

**Unified Capital** means Unified Capital Partners Pty Ltd (ACN 666 560 050).

**Unrelated Placement Participants** have the meaning given to that term in Section 5.1.

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

## SCHEDULE 1 – MATERIAL TERMS OF CONVERTIBLE NOTES

1.	<b>Issuer or Company</b>	RLF AgTech Ltd (ACN 622 055 216)
2.	<b>Face Value</b>	\$100 per Convertible Note
3.	<b>Repayment Date</b>	30 September 2025
4.	<b>Quotation</b>	The Convertible Notes will not be quoted on the ASX or any other financial market.
5.	<b>Security</b>	The Convertible Notes will be unsecured.
6.	<b>Conversion Price</b>	Each Convertible Note will be convertible into Shares at a conversion price of \$0.06.
7.	<b>Interest</b>	<p>(a) Interest shall be payable on the Principal Amount from the Subscription Date until the Convertible Notes are either redeemed or converted into Shares at the rate of 10% per annum accruing daily from the Subscription Date and computed on a daily basis on a year of 365 days.</p> <p>(b) Interest will be payable in cash in the event the Convertible Notes are redeemed at the Repayment Date or through an issue of Shares at a conversion price of \$0.06 in the event the Convertible Notes are converted.</p>
8.	<b>Redemption</b>	<p>The Company will be required to redeem the Convertible Notes for their Face Value (plus any unpaid interest) on the earlier of:</p> <p>(a) the Repayment Date; or</p> <p>(b) within 10 business days of a demand by the Noteholder on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time.</p>
9.	<b>Early Redemption</b>	The Company may redeem the whole or part of the Convertible Notes for their Face Value (plus any unpaid interest) on any day prior to the Repayment Date without penalty, on giving not less than 14 days prior written notice to the Noteholder ( <b>Prepayment Notice</b> ). However, after receipt of a Prepayment Notice, the Noteholder will have a right to issue a Conversion Notice in accordance with clause 10 below and convert the Convertible Notes into Shares prior to repayment.
10.	<b>Conversion</b>	<p>(a) The Noteholder may, at any time following the Subscription Date, but before the Repayment Date, elect that the Convertible Notes shall convert into Shares by providing the Company with written notice of the conversion (<b>Conversion Notice</b>).</p> <p>(b) Any Convertible Notes which remain on issue at the Repayment Date will be redeemed in accordance with this Agreement.</p>
11.	<b>Ordinary Shares Ranking</b>	Shares issued on conversion of the Convertible Notes will be fully paid, will be unencumbered and will rank equally in all respects with the fully paid ordinary shares in the Company on issue.
12.	<b>Voting Rights and Participation Rights</b>	(a) The Noteholder will be able to attend general meetings of the Company but is not entitled to vote prior to conversion of the Convertible Notes into Shares.

(b)

Before conversion, the Noteholder is not entitled to participate in rights issues returns of capital, bonus issues or capital reconstructions of the Company.

## PROXY FORM

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 24 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

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

