



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

20 March 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:** 1:00pm (AWST) on Monday 20 April 2026

**Virtually:** via the following virtual meeting link :  
(<https://meeting.xcend.app/HTGGM2026>)

### **Notice of Meeting**

In accordance with the Corporations Act 2001 (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded from:

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

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

### **Participation and voting at the Meeting or by proxy**

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

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

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

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



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If you are eligible to vote at the Meeting, please login to the meeting portal (<https://meeting.xcend.app/HTGGM2026>) using your SRN/HIN and Postcode/Country. Once logged in click on the "Go to voting" icon to go to the Voting Screen. The resolutions will appear and be available to vote. To cast your vote, simply select For, Against or Abstain and click 'submit vote' to submit your vote.

Proxyholders will need to contact the Share Registry, Xcend on +61 2 8591 8509 or [meetings@xcend.co](mailto:meetings@xcend.co), at least 24 hours prior to the General Meeting to obtain proxy login details.

Shareholders are encouraged to vote by lodging a proxy form.

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

- vote by lodging a Proxy Form prior to 1:00pm (AWST) on Saturday 18 April 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](mailto:meetings@xcend.co)
- By mobile: Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. Proxies received after this time will be invalid.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Sincerely,

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



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

## **Notice of General Meeting**

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

**Time and date:** 1:00pm (AWST) on Monday, 20 April 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/HTGGM2026>

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 via a live webcast platform on **Monday, 20 April 2026 at 1:00pm (AWST) (Meeting)**.

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

The Explanatory Memorandum commencing on page 8 provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

#### ***How to participate and attend the Meeting online***

Shareholders can attend the Meeting online at the following link:

<https://meeting.xcend.app/HTGGM2026>.

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

- (a) Enter the link <https://meeting.xcend.app/HTGGM2026> into a web browser or to scan the QR code on the Proxy Form; and
- (b) Shareholders will need to enter their SRN or HIN (which is printed on the top of the Proxy Form) and their postcode.

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

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

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

#### ***Voting eligibility***

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders and are entitled to vote on the relevant resolution pursuant to article 6.8 of the Constitution on **Friday, 17 April 2026 at 5:00pm (AWST)**.

#### ***How to vote at the Meeting***

If you are a Shareholder and are entitled to vote at the Meeting (based on the eligibility criteria set out above), you may vote by:

- virtually attending and voting at the Meeting at the date and time referred to above and on the covering page of the Notice via the online platform at <https://meeting.xcend.app/HTGGM2026>; or
- appointing someone as your proxy, corporate representative or attorney to virtually attend and vote at the Meeting on your behalf (see instructions in relation to such appointments in the Explanatory Memorandum below).

The opening and closure of voting will be announced by the Chair during the Meeting.

In accordance with article 6.6(c)(i) of the Constitution, the Chair has determined that voting on all resolutions at the Meeting will be conducted by poll, and the online platform will enable Shareholders to lodge a vote in real time.

***Defined terms***

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

# Agenda

## 1. Resolutions

### **Resolution 1 – Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes**

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of a total of 3,106,555 fully paid ordinary shares at a deemed issue price of A\$0.01332 per share to Mr Ross Milner McKay and Ms Christine Stuart Babbage as trustee for McKay Superfund A/C and Skyline Corporation Pty Ltd, in lieu of the payment of \$41,342 in interest accrued on the convertible notes issued by the Company on 27 August 2024 and 28 August 2024, and otherwise on the terms and conditions set out in Section 3 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

### **Resolution 2 – Ratification of prior issue of Convertible Notes and Options to RiverFort**

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

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

- (a) *1,000,000 convertible notes with an aggregate face value and for an aggregate issue price of A\$1,000,000; and*
- (b) *17,824,676 attaching options, each exercisable into one fully-paid ordinary share in the issued capital of the Company at an exercise price of A\$0.0261 per option and expiring on 19 May 2028,*

*in each case, on the terms and conditions set out in Section 4 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

### **Resolution 3 – Ratification of prior issue of Shares and Options to Alto Capital**

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) and its nominees of a total of 1,782,425 fully-paid ordinary shares at an issue price of A\$0.0001 per share and 1,000,000 options at an issue price of A\$0.00001 per option, each exercisable into one fully-paid ordinary share in the issued capital of the Company at an exercise price of A\$0.03 per option and expiring on 19 December 2028, and otherwise on the terms and conditions set out in Section 5 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 4 – Ratification of prior issue of Spark Plus Success Fee Shares**

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to Spark Plus Pte Ltd and its nominees of a total of 1,782,425 fully-paid ordinary shares at an issue price of A\$0.0001 per share and otherwise on the terms and conditions set out in Section 6 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 5 – Ratification of prior issue of Shares to Citadel**

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to Eoz Pty Ltd (ACN 149 838 960) ATF Zeus A/C, being a nominee of Citadel Capital Pty Ltd (ACN 126 907 284), of a total of 821,638 fully-paid ordinary shares as consideration for the provision of company secretary services to the Company and otherwise on the terms and conditions set out in Section 7 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 6 – Ratification of prior issue of Placement Shares Under Listing Rule 7.1**

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

*'That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 9,049,075 fully paid ordinary shares at an issue price of A\$0.014 per share, to the parties and on the terms and conditions set out in Section 8 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 7 – Ratification of prior issue of Placement Shares Under Listing Rule 7.1A**

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

*'That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 107,505,211 fully paid ordinary shares at an issue price of A\$0.014, to the parties and on the terms and conditions set out in Section 8 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

#### **Resolution 8 – Approval to issue Placement Options**

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

*'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of up to 58,277,143 options, each exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of \$0.025 per option and expiring on the second anniversary of their date of issue, to the parties and on the terms and conditions set out in Section 9 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

## **Resolution 9 – Approval to issue Joint Lead Manager Shares and Joint Lead Manager Options**

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

*'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company to ACNS Capital Markets Pty Ltd trading as Alto Capital and SP Corporate Advisory Pty Ltd (or their respective nominees) of up to:*

- (a) *2,500,000 fully paid ordinary shares at a deemed issue price of A\$0.014 per share; and*
- (b) *23,310,857 options, each exercisable into one fully paid ordinary share in the issued capital of the Company at an exercise price of A\$0.025 per option and expiring on the second anniversary of the date of issue,*

*as part consideration under a Joint Lead Manager Mandate entered into by the Company on 12 February 2026, and otherwise on the terms and conditions set out in Section 10 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

## **Resolution 10 – Ratification of prior issue of Spark Mandate Shares**

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

*'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company to Spark Plus Pte Ltd and its nominees of a total of 2,777,778 fully-paid ordinary shares at an issue price of A\$0.018 per share and otherwise on the terms and conditions set out in Section 11 of the Explanatory Memorandum accompanying the Notice of this Meeting.'*

## **Required majority**

Each of the Resolutions 1 to 10 proposed in this Notice are ordinary resolutions and will be passed if, in each case, more than 50% of the votes cast by Shareholders entitled to vote on the relevant Resolution are cast in favour of that Resolution.

## **Voting exclusions and prohibitions**

- (a) **Resolution 1:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Mr Ross Milner McKay and Ms Christine Stuart Babbage as trustee for McKay Superfund A/C, Skyline Corporation Pty Ltd, any person who will receive a

material benefit as a result of the issue of Shares contemplated in Resolution 1 (other than a benefit solely by reason of being a Shareholder), or any of their respective Associates.

- (b) **Resolution 2:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of RiverFort, or any of their respective Associates.
- (c) **Resolution 3:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Alto Capital, each nominee of Alto Capital to whom the Shares contemplated in Resolution 3 were issued (being Epigene Pty Ltd and Syncopated Pty Ltd), any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 3 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (d) **Resolution 4:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Spark Plus, each nominee of Spark Plus to whom the Shares contemplated in Resolution 4 were issued (being Andrea Susan Cohen and Zhenxiang Zhang), any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 4 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (e) **Resolution 5:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Citadel, any nominee of Citadel to whom the Shares contemplated in Resolution 5 are issued, any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 5 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (f) **Resolution 6:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person (or their nominee) who participated in the issue of the Placement Shares contemplated in Resolution 6, any person who will receive a material benefit as a result of the issue of the Placement Shares contemplated in Resolution 6 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (g) **Resolution 7:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person (or their nominee) who participated in the issue of the Placement Shares contemplated in Resolution 7, any person who will receive a material benefit as a result of the issue of the Placement Shares contemplated in Resolution 7 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (h) **Resolution 8:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person (or their nominee) expected to participate in the issue of the Placement Options contemplated in Resolution 8, or who will obtain a material benefit as a result of the issue of the Placement Options contemplated in Resolution 8 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (i) **Resolution 9:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of the Joint Lead Managers (being Alto Capital and SP Corporate Advisory Pty Ltd), any of their respective nominees who will receive any of the Joint Lead Manager Shares and Joint Lead Manager Options contemplated in Resolution 9, any person who will obtain a material benefit as a result of the issue of the Joint Lead Manager Shares and Joint

Lead Manager Options contemplated in Resolution 9 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.

- (j) **Resolution 10:** Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Spark Plus, each nominee of Spark Plus to whom the Shares contemplated in Resolution 10 were issued (being Andrea Susan Cohen), any person who will receive a material benefit as a result of the issue of Shares contemplated in Resolution 10 (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.

The above voting exclusions do not apply to a vote cast in respect of the relevant Resolution by:

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

## **BY ORDER OF THE BOARD**

**George Lazarou**  
Company Secretary  
Harvest Technology Group Ltd  
Dated: 18 March 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/HTGGM2026> on Monday 20 April 2026 at 1:00pm (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes
Section 4	Resolution 2 – Ratification of prior issue of Shares, Convertible Notes and Options to RiverFort
Section 5	Resolution 3 – Ratification of prior issue of Shares and Options to Alto Capital
Section 6	Resolution 4 – Ratification of prior issue of Shares to Spark Plus
Section 7	Resolution 5 – Ratification of prior issue of Shares to Citadel
Section 8	Resolutions 6 and 7 – Ratification of prior issues of Placement Shares under Listing Rule 7.1 and 7.1A
Section 9	Resolution 8 – Approval to issue Placement Options
Section 10	Resolution 9 – Approval to issue Joint Lead Manager Shares & Joint Lead Manager Options
Section 11	Resolution 10 – Ratification of prior issue of Shares to Spark Plus
Schedule 1	Definitions
Schedule 2	Summary of Convertible Note terms (Resolution 1)

Schedule 3	Material terms summary of RiverFort Funding Agreement (Resolution 2)
Schedule 4	Material terms summary of RiverFort Convertible Notes and RiverFort Options (Resolution 2)
Schedule 5	Terms of issue of Alto Options (Resolution 3)
Schedule 6	Terms of issue of Placement Options (Resolution 8) and Joint Lead Managers Options (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.

### 2.0 Voting by attending the Meeting

Shareholders will have the opportunity to be present at the Meeting virtually via a live webcast and will be able to vote electronically and ask questions via an online platform (including lodging a vote in real time).

You can access the platform at <https://meeting.xcend.app/HTGGM2026>.

More information regarding online participation at the Meeting, including how to vote and ask questions, is set out in the “Important Information” section at the beginning of this Notice.

### 2.1 Voting by proxy

A Proxy Form is attached at the end of this Explanatory Memorandum at Annexure A. This is to be used by Shareholders if they wish to appoint a representative (a ‘proxy’) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

In accordance with articles 5.5 and 6.8 of the Constitution and section 249L(1)(d) of the Corporations Act, please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where

the proportion or number is not specified, each proxy may exercise half of the votes in accordance with section 249X(3) of the Corporations Act.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed;
- an instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chair; and
- if a Shareholder does not instruct its proxy on how to vote, the proxy may, subject to any voting exclusions applicable to each Resolution, vote as he or she sees fit at the Meeting.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- (e) 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;
- (f) the appointed proxy is not the chair of the meeting;
- (g) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (h) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## 2.2 **Voting as a corporate representative**

Corporate shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate shareholder's representative. The authorisation may be effective either for the Meeting only or for all meetings of the Company.

## 2.3 **Voting by power of attorney**

The appointment of an attorney for the Meeting is not effective unless the instrument appointing the attorney, and the original or an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company Secretary or delivered to the Company's registered office by no later than the commencement of the Meeting.

## 2.4 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. Without limiting the above, where you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on Resolutions 1 and 10 (except where you have indicated a different voting intention on your Proxy Form).

## 2.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [investor@harvest-tech.com.au](mailto:investor@harvest-tech.com.au) by 5:00pm (AWST) on Wednesday, 15 April 2026.

Shareholders will also have the opportunity to virtually submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their Shareholding and the number of Shares they hold).

## 3. **Resolution 1 – Ratification of prior issue of Shares in lieu of payment of interest accrued on Convertible Notes**

### 3.0 **General**

In the period from August 2025 to November 2025, a total of A\$41,342 in interest accrued on the convertible notes issued by the Company on 27 & 28 August 2024 (each, a **Convertible Note**). By agreement of the noteholders set out in the table below (**Noteholders**), the Company satisfied its obligations to pay that interest on 1 December 2025 by issuing a total of 3,106,555 Shares to the Noteholders in the proportions set out in the table below at a deemed issue price

of \$0.01332 per Share, without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

<b>Recipient</b>	<b>Convertible Notes</b>	<b>Total interest satisfied</b>	<b>Total Shares issued</b>
Mr Ross Milner McKay and Ms Christine Stuart Babbage ATF McKay Superfund A/C	200	\$6,822	515,659
Skyline Corporation Pty Ltd	1,200	\$34,520	2,590,896
<b>TOTAL:</b>	1,400	\$41,342	3,106,555

The Company intends to seek Shareholder ratification under Listing Rule 7.4 in respect of the issue of all 3,106,555 Shares contemplated above which, if approved, will restore approximately 1.98% of the Company's 15% Placement Capacity under Listing Rule 7.1.

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

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

The issue of the Shares contemplated in Resolution 1 did not qualify under any of the exceptions to the 15% Placement Capacity under Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1 without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 1.98%.

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

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

To this end, Resolution 1 seeks Shareholder approval to ratify the issue of 3,106,555 Shares in lieu of interest otherwise payable by the Company in respect of the Convertible Notes under and for the purposes of Listing Rule 7.4.

### 3.2 Specific information required by Listing Rule 7.5

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

Number and class of securities issued	3,106,555 fully paid ordinary shares ( <b>Shares</b> ).
Name of recipients or basis on which persons were identified	<p>The recipients of the Shares the subject of Resolution 1 are the Noteholders specified in Section 3.0, in the proportions set out in the table in that Section.</p> <p>None of the recipients of the Shares are considered to be Material Investors of the Company.</p> <p>Skyline Corporation Pty Ltd is a substantial shareholder of the Company and at the date of this Notice holds 80,202,537 Shares, which represents 6.67% of the Company's total issued share capital.</p>
Date securities were issued	1 December 2025.
Issue price	The Shares the subject of Resolution 1 were issued for nil cash consideration, at the deemed issue price of A\$0.01332. The Company has not and will not receive any cash funds for the issue of these Shares.
Purpose of issue	The Shares the subject of Resolution 1 were issued in lieu of interest accrued on the Convertible Notes issued by the Company that would otherwise have been payable by the Company to the Noteholders.
Material terms of agreement	A summary of the terms of the Convertible Notes to which this Resolution 1 relates, is set out at Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to Resolution 1 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

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

If Resolution 1 is passed, the 3,106,555 Shares issued in lieu of interest payments on the Convertible Notes will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Shares by approximately 0.26% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 1 is not passed, the 3,106,555 Shares issued in lieu of interest payments on the Convertible Notes will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Shares by approximately 0.26% in total based on the total issued share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity.

### 3.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

## 4. **Resolution 2 – Ratification of prior issue of Shares, Convertible Notes and Options to RiverFort**

### 4.0 **General**

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

The material terms of the Funding Agreement, including the terms of the RiverFort Convertible Notes and RiverFort Options, are set out in the Company's announcement to the ASX on 26 September 2025 and at Schedule 2 and Schedule 4 4 of this Explanatory Memorandum.

The Company completed a second drawdown under the Funding Agreement on 19 December 2025, receiving a total of A\$1,000,000 in loan proceeds. As consideration, the Company issued to RiverFort:

- (a) a total of 1,000,000 RiverFort Convertible Notes with an aggregate face value and for an aggregate issue price of A\$1,000,000; and
- (b) 17,824,676 attaching RiverFort Options at an exercise price of A\$0.0261 per RiverFort Option and expiring on 19 May 2028; and

(collectively, **RiverFort Securities**), in each case without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company intends to seek Shareholder ratification under Listing Rule 7.4 in respect of the issue of all of the RiverFort Securities contemplated above which, if approved, will restore approximately 87.06% of the Company's placement capacity under Listing Rule 7.1.

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

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

The issues of the RiverFort Securities contemplated in Resolution 2 did not qualify under any of the exceptions to the 15% Placement Capacity under Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1 without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 87.06%.

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

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

To this end, Resolution 2 seeks Shareholder approval to ratify the issue of the RiverFort Securities specified in Section 4.0 under and for the purposes of ASX Listing Rule 7.4.

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

The Company provides the following information with respect to Resolution 2 pursuant to ASX Listing Rule 7.5:

<p>Number and class of securities issued</p>	<p>The following Equity Securities were issued by the Company pursuant to its 15% Placement Capacity under Listing Rule 7.1:</p> <p>(a) 1,000,000 convertible notes (<b>RiverFort Convertible Notes</b>); and</p> <p>(b) 17,824,676 options exercisable into fully-paid ordinary shares (<b>RiverFort Options</b>),</p> <p>(collectively, <b>RiverFort Securities</b>).</p>
<p>Name of recipients or basis on which persons were identified</p>	<p>The RiverFort Securities were issued to RiverFort Global Opportunities PCC Ltd (<b>RiverFort</b>), a venture capital firm headquartered in the UK, pursuant to the terms of the Funding Agreement.</p>

	RiverFort is not considered to be a Material Investor of the Company. As at the date of this Notice, RiverFort holds 25,850,000 Shares, which represents 2.15% of the Company's total issued capital.
Date securities were issued	19 December 2025.
Issue price	<p>(a) The RiverFort Convertible Notes have a face value and were issued at an issue price of A\$1.00 each. The Company received a total of A\$1,000,000 from the issue of the RiverFort Convertible Notes.</p> <p>(b) The RiverFort Options were issued for nil additional cash consideration pursuant to the terms of the Funding Agreement. The number of RiverFort Options issued is equal to 30% of the total face value of the RiverFort Convertible Notes divided by the average VWAP of the Company's Shares over the last 5 days prior to their date of issue. The Company has not and will not receive any cash funds for the issue of these RiverFort Options.</p>
Purpose of issue	<p>The purpose of the issue of the RiverFort Securities the subject of Resolution 2 was to secure funding for the Company's working capital requirements and to support its business operations.</p> <p>The RiverFort Securities the subject of Resolution 2 were issued as part of the second drawdown under the Funding Agreement, from which the Company received a total of A\$1,000,000 (gross) in loan proceeds.</p>
Material terms of underlying agreement	A summary of the material terms of the Funding Agreement is set out at Schedule 2.
Material terms of securities	A summary of the material terms of the RiverFort Securities is set out at Schedule 4.
Voting exclusion statement	A voting exclusion statement applies to Resolution 2 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

#### 4.3 Effect of Resolution 2 being passed or not passed

If Resolution 2 is passed, a total of 1,000,000 Convertible Notes and 17,824,676 Options will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Equity

Securities by approximately 11.37% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 2 is not passed, the 1,000,000 RiverFort Convertible Notes and 17,824,676 RiverFort Options, the subject of Resolution 2 will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Convertible Notes by approximately 11.37% based on the total issued share capital of the Company as at the date of this Notice.

As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity under Listing Rule 7.1.

#### 4.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 2.

### 5. **Resolution 3 – Ratification of prior issue of Shares and Options to Alto Capital**

#### 5.0 **General**

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

On 19 December 2025, the Company completed its second drawdown of A\$1,000,000 (before fees) under the RiverFort Funding Agreement (**Second Drawdown**). In consideration for Alto Capital's assistance and coordination of the RiverFort Funding Agreement, a success fee of 6% of the total capital raised for the Company is payable to Alto Capital under the Corporate Advisory Mandate in respect of the Second Drawdown. In lieu of this fee, Alto Capital agreed to be issued the following Shares and Options:

- (a) 3,564,850 Shares at an issue price of A\$0.0001 per Share (excluding GST), of which:
  - (i) 1,782,425 Shares were to be issued to Alto Capital (**Alto Shares**); and
  - (ii) 1,782,425 Shares were to be issued to Spark Plus, as joint corporate adviser on the Capital Raising (see Resolution 4); and
- (b) 1,000,000 Options to Alto Capital at an issue price of A\$0.00001 per Option (excluding GST), each exercisable at A\$0.03 and expiring on 19 December 2028 (being 36 months from their date of issue) (**Alto Options**).

The Alto Shares were issued on 22 December 2025, and Alto Options were issued on 19 December 2025 without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of the Alto Shares and Alto Options which, if approved, will restore approximately 1.77% of the Company's 15% Placement Capacity under Listing Rule 7.1.

## 5.1 Application of Listing Rules 7.1 and 7.4

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

The issue of the Alto Shares and Alto Options did not qualify under any of the exceptions to the Company's 15% Placement Capacity under Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 1.77% for the 12-month period following the date of issue.

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

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

To this end, Resolution 3 seeks Shareholder approval to ratify the issue of 1,782,425 Alto Shares and 1,000,000 Alto Options under and for the purposes of Listing Rule 7.4.

## 5.2 Specific information required by Listing Rule 7.5

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

Identity of the persons to whom securities were issued	The Alto Shares and Alto Options were issued to ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital) ( <b>Alto Capital</b> ) and its nominees in the proportions set out below:		
	<b>Recipient</b>	<b>Alto Shares</b>	<b>Alto Options</b>
	ACNS Capital Markets Pty Ltd	356,485	200,000
	Epigene Pty Ltd	1,425,940	Nil
	Syncopated Pty Ltd	Nil	800,000
	<b>TOTAL:</b>	<b>1,782,425</b>	<b>1,000,000</b>
Number and class of	The Alto Shares comprises of 1,782,425 fully paid ordinary shares in the capital of the Company.		

securities issued	The Alto Options comprises of 1,000,000 Options exercisable into Shares.
Material terms of securities	<p>Each Alto Share is a fully-paid ordinary share in the issued capital of the Company.</p> <p>Each Alto Option is exercisable into one fully paid ordinary share in the issued capital of the Company on or before 19 December 2028 at an exercise price of A\$0.03 each. The Alto Options are transferrable and are not quoted on the ASX.</p> <p>The terms of issue of the Alto Options are set out at Schedule 5.</p>
Date securities were issued	<p>Alto Shares were issued on 22 December 2025.</p> <p>Alto Options were issued on 19 December 2025.</p>
Issue price (or other consideration)	<p>The Alto Shares were issued at an issue price of A\$0.0001 per Share (excluding GST) and the Alto Options were issued at an issue price of A\$0.00001 per Share (excluding GST), being A\$188.24 (excluding GST) in total.</p> <p>Upon exercise of all of the Alto Options, the Company will receive a total of A\$30,000.</p>
Purpose of the issue	<p>The Alto Shares and Alto Options were issued as consideration for corporate advisory services and capital raising services provided by Alto Capital to the Company in connection with the Second Drawdown under the RiverFort Funding Agreement.</p> <p>The total issue price received by the Company for the Alto Shares and Alto Options (A\$188.24) was used for the Company's general working capital.</p> <p>The cash amount to be received by the Company on the exercise of the Alto Options is (A\$30,000) and is currently proposed to be used for the Company's general working capital.</p>
Other material terms of agreement	Please refer to Section 5.3 for a summary of the material terms of the Corporate Advisory Mandate and Schedule 5 for a summary of the terms of issue of the Alto Options.
Voting exclusion statement	A voting exclusion statement applies to Resolution 3 and is included in the Notice of meeting preceding this Explanatory Memorandum.

### 5.3 Material terms of the Corporate Advisory Mandate

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

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

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

- (a) issue Alto Capital (or its nominees) with the following initial tranche of Equity Securities:
  - (i) 23,904,762 Shares, at a price of A\$0.00001 (excluding GST) each, upon execution of the Corporate Advisory Mandate; and
  - (ii) 22,000,000 Options, at a price of A\$0.0001 (excluding GST) each, upon the Company successfully raising A\$2 million, with each Option exercisable into 1 Share at a price of A\$0.02 per Option for a period of 3 years from their date of issue;
- (b) in respect of the Capital Raising, pay Alto Capital:
  - (i) a success fee of 6.0% of the total capital raised for the Company; and
  - (ii) a management fee of 1.0% on all funds raised for the Company where Alto Capital assists in coordinating the raising of such funds;
- (c) grant Alto Capital a right to participate in up to 25% of the funds raised in any capital raising;
- (d) a fee of 8.0% on funds raised under the Company's 2025 R&D Loan Note, of which 6.0% would be payable in cash and the balance 2.0% satisfied by way of the issue of Shares at a deemed issue price equal to the 10 day VWAP of the Company's Shares as at 28 August 2024; and
- (e) reimburse Alto Capital for all out-of-pocket expenses reasonably incurred in respect of its engagement under the Corporate Advisory Mandate.

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

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

If Resolution 3 is passed, the 1,782,425 Alto Shares and 1,000,000 Alto Options will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Alto Shares and Alto Options by approximately 0.23% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 3 is not passed, the 1,782,425 Alto Shares and 1,000,000 Alto Options will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Alto Shares and Alto Options by approximately 0.23% in total based on the total issued share capital of the

Company as at the date of this Notice. As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity.

## 5.5 **Board recommendation**

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

## 6. **Resolution 4 – Ratification of prior issue of Shares to Spark Plus**

### 6.0 **General**

As detailed in Section 5.0, Spark Plus Pte Ltd (**Spark Plus**) and Alto Capital acted as joint corporate advisers to the Company in relation to its entry into the RiverFort Funding Agreement.

In lieu of the success fee otherwise payable to Spark Plus in connection with the Second Drawdown under the RiverFort Funding Agreement, Spark Plus agreed to accept 1,782,425 Shares at an issue price of A\$0.0001 per Share (excluding GST) (**Spark Success Fee Shares**) as consideration for its services.

1,782,425 Spark Success Fee Shares were issued on 22 December 2025 without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of Spark Success Fee Shares which, if approved, will restore approximately 1.10% of the Company's 15% Placement Capacity under Listing Rule 7.1.

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

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

The issue of the Spark Success Fee Shares did not qualify under any of the exceptions to the Company's 15% Placement Capacity under Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 1.10% for the 12-month period following the date of issue.

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

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

To this end, Resolution 4 seeks Shareholder approval to ratify the issue of 1,782,425 Spark Success Fee Shares under and for the purposes of Listing Rule 7.4.

## 6.2 Specific information required by Listing Rule 7.5

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

Identity of the persons to whom securities were issued	<p>The Spark Success Fee Shares the subject of Resolution 4 were issued to Spark Plus Pte Ltd (<b>Spark Plus</b>) and its nominees in the proportions set out below:</p> <table border="1" data-bbox="751 546 1394 904"> <thead> <tr> <th data-bbox="751 546 1145 645">Recipient</th> <th data-bbox="1145 546 1394 645">Spark Plus Shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="751 645 1145 712">Spark Plus Pte Ltd</td> <td data-bbox="1145 645 1394 712">1,425,940</td> </tr> <tr> <td data-bbox="751 712 1145 779">Andrea Susan Cohen</td> <td data-bbox="1145 712 1394 779">178,242</td> </tr> <tr> <td data-bbox="751 779 1145 846">Zhenxiang Zhang</td> <td data-bbox="1145 779 1394 846">178,243</td> </tr> <tr> <td data-bbox="751 846 1145 904"><b>TOTAL:</b></td> <td data-bbox="1145 846 1394 904">1,782,425</td> </tr> </tbody> </table>	Recipient	Spark Plus Shares	Spark Plus Pte Ltd	1,425,940	Andrea Susan Cohen	178,242	Zhenxiang Zhang	178,243	<b>TOTAL:</b>	1,782,425
Recipient	Spark Plus Shares										
Spark Plus Pte Ltd	1,425,940										
Andrea Susan Cohen	178,242										
Zhenxiang Zhang	178,243										
<b>TOTAL:</b>	1,782,425										
Number and class of securities issued	The Spark Success Fee Shares comprises of a total of 1,782,425 fully-paid ordinary shares in the capital of the Company.										
Material terms of securities	Each Spark Success Fee Share is a fully-paid ordinary share in the issued capital of the Company.										
Date securities were issued	1,782,425 Spark Success Fee Shares were issued on 22 December 2025.										
Issue price (or other consideration)	The Spark Success Fee Shares issued on 22 December 2025 were issued at an issue price of A\$0.0001 (excluding GST) per Share and an aggregate issue price of A\$178.24 (excluding GST).										
Purpose of the issue	<p>The Spark Success Fee Shares were issued as consideration for the corporate advisory and capital raising services provided by Spark Plus to the Company in connection with the Second Drawdown under the RiverFort Funding Agreement.</p> <p>The total issue price received by the Company for the Spark Success Fee Shares (A\$187.50) was used for the Company's general working capital.</p>										
Other material terms of agreement	Other than as disclosed in Section 6.0 and this Section 6.2, there are no other material terms associated with the proposed issue of the Spark Success Fee Shares.										

Voting exclusion statement	A voting exclusion statement applies to Resolution 4 and is included in the Notice of Meeting preceding this Explanatory Memorandum.
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### 6.3 **Effect of Resolution 4 being passed or not passed**

If Resolution 4 is passed, the 1,782,425 Spark Success Fee Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Spark Success Fee Shares by approximately 0.15% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 4 is not passed, the 1,782,425 Spark Success Fee Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Spark Success Fee Shares by approximately 0.15% in total based on the total issued share capital of the Company as at the date of this Notice.

As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity.

### 6.4 **Board recommendation**

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

## 7. **Resolution 5 – Ratification of prior issue of Shares to Citadel**

### 7.0 **General**

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

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

On 5 January 2026, 821,638 Shares were issued to Citadel's nominee, Eoz Pty Ltd (ACN 149 838 960) ATF Zeus A/C, in satisfaction of A\$15,000 in fees otherwise payable to Citadel for its company secretarial services to the Company in the months of October, November and December 2025 (**Citadel Shares**), without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of 821,638 Citadel Shares which, if approved, will restore approximately 0.52% of the Company's 15% Placement Capacity under Listing Rule 7.1

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

<b>Recipient</b>	<b>Citadel Shares</b>	<b>Deemed issue price</b>	<b>Invoice date</b>
Eoz Pty Ltd (ACN 149 838 960) ATF Zeus A/C	263,499	A\$0.0190, being the 20-day VWAP on the date prior to the invoice date	31 October 2025
	271,115	A\$0.0184, being the 20-day VWAP on the date prior to the invoice date	30 November 2025
	287,024	A\$0.0174, being the 20-day VWAP on the date prior to the invoice date	31 December 2025
<b>TOTAL:</b>	821,638	-	-

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

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

The issue of the Citadel Shares did not qualify under any of the exceptions to the Company's 15% Placement Capacity under Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 0.07% for the 12-month period following the date of issue.

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

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

To this end, Resolution 5 seeks Shareholder approval to ratify the issue of the 821,638 Citadel Shares under and for the purposes of Listing Rule 7.4.

## 7.2 Specific information required by Listing Rule 7.5

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

Identity of the persons to whom securities were issued	The Citadel Shares the subject of Resolution 5 were issued to Eoz Pty Ltd (ACN 149 838 960) ATF Zeus A/C, being a nominee of Citadel Capital Pty Ltd (ACN 126 907 284) ( <b>Citadel</b> ).
Number and class of securities issued	821,638 fully paid ordinary shares ( <b>Citadel Shares</b> ).
Material terms of securities	Each Citadel Share is a fully paid ordinary share in the issued capital of the Company.
Date securities were issued	The Citadel Shares were issued on 5 January 2026.
Issue price (or other consideration)	The Citadel Shares were issued for nil cash consideration, at the deemed issue prices outlined in Section 7.0 above, and as part consideration for the company secretarial services provided by Citadel.  The Company has not and will not receive any cash funds for the issue of the Citadel Shares.
Purpose of issue	The Citadel Shares were issued in part consideration for the provision of company secretarial services provided by Citadel to the Company.
Material terms of agreement	Other than as disclosed in Section 7.0 and this section 7.2, there are no other material terms associated with the issue of the Citadel Shares the subject of Resolution 5.
Voting exclusion statement	A voting exclusion statement applies to Resolution 5 and has been included in the Notice of meeting preceding this Explanatory Memorandum.

## 7.3 Effect of Resolution 5 being passed or not passed

If Resolution 5 is passed, the 821,638 Citadel Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Citadel Shares by approximately 0.07% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 5 is not passed, the 821,638 Citadel Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Citadel Shares by approximately 0.07% in total based on the total issued share capital of the Company as at the date of this Notice.

As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity.

#### 7.4 **Board recommendation**

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

### 8. **Resolutions 6 and 7 – Ratification of prior issues of Shares under Listing Rule 7.1 and 7.1A**

#### 8.0 **General**

On 26 February 2026, the Company announced that it had secured commitments to raise a maximum of A\$1,631,760 (before costs), for the issue of up to 116,554,286 Shares at an issue price of A\$0.014 each (**Placement**). The Placement is comprised of the following:

- (a) 9,049,075 Shares were issued under the Company's 15% Placement Capacity under Listing Rule 7.1; and
- (b) 107,505,211 Shares were issued under the Company's Additional 10% Placement Capacity under Listing Rule 7.1A.

(together, the **Placement Shares**).

In addition, it is intended that subscribers for Placement Shares will also receive one (1) attaching Option for every two (2) Placement Shares issued, meaning that up to 58,277,143 Options are also proposed to be issued as part of the Placement (see Resolution 8 and Section 9.0 below).

On 4 March 2026, the Company issued the Placement Shares without Shareholder approval in reliance on the Company's placement capacity under Listing Rule 7.1 and Listing Rule 7.1A. The Placement Shares represent approximately 9.70% of the Company's total issued share capital at the date of this Notice.

Resolutions 6 and 7 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares in order to "refresh" the Company's placement capacity under Listing Rule 7.1 and Listing Rule 7.1A (as detailed in Section 8.1 below).

#### 8.1 **Application of Listing Rules 7.1, 7.1A and 7.4**

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

Under Listing Rule 7.1A, an eligible entity can increase its capacity to issue Equity Securities by an additional 10% of the Company's total issued share capital, by obtaining approval from its members, by way of a special resolution passed at its annual general meeting. The Company obtained such approval at its 2025 annual general meeting. Therefore, the Company may, in addition to its 15% Placement Capacity, issue or agree to issue Equity Securities totalling up to 10% of its issued capital at the time of issue or agreement, over a period ending no later than 28 November 2026, being 12 months after its last annual general meeting at which such approval was obtained (**Additional 10% Placement Capacity**).

The issues of the Placement Shares contemplated in Resolutions 6 and 7 did not qualify under any of the exceptions to the 15% Placement Capacity under Listing Rule 7.2 and, accordingly,

was issued in reliance on the Company's 15% Placement Capacity and Additional 10% Placement Capacity without Shareholder approval. This reduced the Company's 15% Placement Capacity under Listing Rule 7.1 by approximately 5.61% and the Company's Additional 10% Placement Capacity under Listing Rule 7.1A by approximately 100% in total for the 12-month period following the date of issue.

As noted in Section 3.1, 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 Listing Rule 7.1, thereby allowing the Company capacity to issue further Equity Securities equal to the number of Equity Securities ratified, without Shareholder approval, in reliance on the Company's placement capacity under Listing Rule 7.1 or 7.1A (as applicable).

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

To this end, Resolutions 6 and 7 seeks Shareholder approval to ratify the issue of Placement Shares under and for the purposes of Listing Rule 7.4 as follows:

- (a) 9,049,075 Placement Shares issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1; and
- (b) 107,505,211 Placement Shares issued pursuant to the Company's Additional 10% Placement Capacity under Listing Rule 7.1A.

## 8.2 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolutions 6 and 7 pursuant to ASX Listing Rule 7.5:

Number and class of securities issued	<ul style="list-style-type: none"> <li>(a) Resolution 6 relates to 9,049,075 Placement Shares issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1; and</li> <li>(b) Resolution 7 relates to 107,505,211 Placement Shares issued pursuant to the Company's Additional 10% Placement Capacity under Listing Rule 7.1A.</li> </ul>
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Name of recipients or basis on which persons were identified	<p>The Placement Shares the subject of Resolutions 6 and 7 were issued to sophisticated and wholesale investors identified by the Joint Lead Managers. In determining allocations, the Joint Lead Managers preferenced allocations to existing Shareholders but otherwise conducted a bookbuilding process customary for capital raisings of this nature.</p> <p>None of the investors who participated in the Placement are considered to be Material Investors of the Company.</p>
Date securities were issued	<p>(a) Resolution 6 relates to 9,049,075 Placement Shares issued on 4 March 2026.</p> <p>(b) Resolution 7 relates to 107,505,211 Placement Shares issued on 4 March 2026.</p>
Issue price	<p>The Placement Shares the subject of Resolutions 6 and 7 were issued at an issue price of A\$0.014 each. The Company received a total of A\$1,631,760 (before costs) as consideration for their issue.</p>
Purpose of issue	<p>The Placement Shares the subject of Resolutions 6 and 7 were issued to raise further capital to support the Company's core technology platforms and defence-aligned, mission-critical opportunities, the partial early redemption of the RiverFort Funding Facility in the amount of A\$200,000, and general working capital.</p>
Material terms of securities	<p>Other than as disclosed in Section 8.0 and this Section 8.2, there are no other material terms in relation to the issue of the Placement Shares.</p>
Voting exclusion statement	<p>A voting exclusion statement applies to Resolutions 6 and 7 and is set out in the Notice of meeting preceding this Explanatory Memorandum.</p>

### 8.3 Effect of Resolution 6 being passed or not passed

If Resolution 6 is passed, 9,049,075 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Placement Shares by approximately 5.61% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 6 is not passed, 9,049,075 Placement Shares will be included in calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Placement Shares by approximately 5.61% based on the total issued share capital of the Company as at the date of this Notice.

As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity under Listing Rule 7.1.

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

If Resolution 7 is passed, 107,505,211 Placement Shares will be excluded in calculating the Company's Additional 10% Placement Capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of those Placement Shares by approximately 8.94% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 7 is not passed, 107,505,211 Placement Shares will be included in calculating the Company's Additional 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of those Placement Shares by approximately 8.94% based on the total issued share capital of the Company as at the date of this Notice.

As at the date of this Notice, the Company has utilised 100% of its Additional 10% Placement Capacity under Listing Rule 7.1A.

#### **8.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolutions 6 and 7.

### **9. Resolution 8 – Approval to issue Placement Options**

#### **9.0 General**

Under the terms of issue of the Placement Shares detailed in Section 8.0 above, subscribers under the Placement will be issued one (1) attaching Option for every two (2) Placement Shares issued to them, exercisable into one (1) fully paid ordinary share at A\$0.025 each within 2 years from the date of issue of the Option (**Placement Option**).

A total of 116,554,286 Placement Shares were issued under the Placement. Accordingly, the Company is proposing to issue a total of 58,277,143 attaching Placement Options to participants under the Placement, subject to receiving the requisite Shareholder approval under Resolution 8 for the purposes of Listing Rule 7.1.

The Placement Options will, if issued and exercised, result in the issue of 58,277,143 Shares, which will represent approximately 4.04%<sup>1</sup> of the Company's issued share capital on a fully diluted basis based on the anticipated total issued capital of the Company immediately after the date of the Meeting (assuming that all Resolutions in this Notice are passed).

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<sup>1</sup> The fully diluted calculation assumes the exercise of all options currently on issue and the issue of securities proposed under this Notice. The calculation does not include Shares that may be issued on conversion of the Company's convertible notes, as the number of Shares that may be issued on conversion cannot presently be determined due to variable conversion prices and differing face values of the convertible notes.

**9.1 Application of Listing Rule 7.1**

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

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity under Listing Rule 7.1 and 7.1A to issue the Placement Options without first seeking Shareholder approval. Accordingly, the Company is seeking the approval of Shareholders to issue the Placement Options under Resolution 8.

The effect of Shareholders passing Resolution 8 will be to allow the Company to issue the Placement Options and otherwise retain the flexibility to issue further Equity Securities in the future in reliance on its 15% Placement Capacity under Listing Rule 7.1, to the extent available, without the requirement to obtain prior Shareholder approval.

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

Pursuant to and in accordance with Listing Rule 7.3, the Company provides the following information with respect to Resolution 8:

<p>Names of persons to whom the Company will issue the securities</p>	<p>The Placement Options the subject of Resolution 8 will be issued to the same sophisticated and professional investors who participated in and were issued Placement Shares under the Placement (as contemplated in Section 8.2 above). None of these investors is a Related Party of the Company.</p> <p>None of the proposed recipients of the Placement Options are considered to be Material Investors of the Company.</p>
<p>Number and class of securities to be issued</p>	<p>The maximum number of 58,277,143 Placement Options is proposed to be issued under Resolution 8.</p>
<p>Summary of material terms of the securities</p>	<p>The Placement Options are each exercisable into fully paid ordinary shares at an exercise price of A\$0.025 each within 2 years from its date of issue. The terms and conditions applying to the Placement Options are set out in Schedule 6.</p>
<p>Proposed date of issue</p>	<p>If Resolution 8 is approved, the Placement Options will be issued as soon as possible,</p>

	but in any case no later than 3 months, after the date of the Meeting.
Issue price, purpose of the issue and intended use of funds raised	<p>Under the terms of the Placement, each subscriber is entitled to receive one (2) attaching Placement Option for every two (2) Placement Shares issued to them for nil cash consideration. Accordingly, no funds will be raised from the issue of the Placement Options.</p> <p>However, if any of the Placement Options are exercised, the recipient will be required to pay the Company an exercise price of A\$0.025 per Placement Option. This will result in the Company receiving up to A\$1,456,929 (if all of the Placement Options are exercised).</p>
Summary of any other material terms	The terms of issue of the Placement Options are set out at Schedule 6. Other than as set out in Section 9.0, there are no other material terms in relation to the proposed issue of the Placement Options.
Voting exclusion statement	A voting exclusion statement applies to Resolution 8 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

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

If Resolution 8 is passed, the Company can proceed with the issue of the Placement Options in accordance with the terms of the Placement contemplated in Section 9.0. In addition, the Placement Options will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1. This effectively increases the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the attaching Placement Options by approximately 4.85% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 8 is not passed, the Board will consider alternative means to issue the Placement Options (such as, for example, using any available 15% Placement Capacity permitted under Listing Rule 7.1) or provide an equivalent benefit to the persons entitled to the Placement Options under the terms of the Placement.

### 9.4 **Board recommendation**

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

## 10. Resolution 9 – Approval to issue of Joint Lead Manager Shares and Joint Lead Manager Options

### 10.0 General

The Company entered into a joint lead manager mandate with Alto Capital and SP Corporate Advisory Pty Ltd (ACN 669 429 092) (Corporate Authorised Representative of Anadara Capital Pty Ltd, which holds AFSL 297950) (the **Joint Lead Managers**) on 12 February 2026 (**Joint Lead Manager Mandate**).

Pursuant to the Joint Lead Manager Mandate, the Company agreed to pay the Joint Lead Managers (or its nominees) the following consideration for their services:

- (a) a fee of A\$97,905.60 GST exclusive (equal to 6% of the capital raised in the Placement).
- (b) 2,500,000 Shares at a deemed issue price of A\$0.014 per Share (**Joint Lead Manager Shares**); and
- (c) 23,310,857 Options, each exercisable into one (1) fully paid ordinary share, at an exercise price of A\$0.025 each within two years after the date of issue (**Joint Lead Manager Options**).

The Joint Lead Manager Options will, if issued and exercised, result in the issue of 23,310,857 Shares, which will represent approximately 1.62%<sup>2</sup> of the Company's issued share capital on a fully diluted basis based on the anticipated total issued capital of the Company immediately after the date of the Meeting (assuming that all Resolutions in this Notice are passed).

Resolution 9 seeks the approval of Shareholders under and for the purposes of Listing Rule 7.1 in respect of the issue of the Joint Lead Manager Shares and Joint Lead Manager Options upon completion of the Placement.

### 10.1 Summary of Joint Lead Manager Mandate terms

The key terms of the Joint Lead Manager Mandate are set out below:

- (a) Scope of Joint Lead Manager services: The Joint Lead Manager will provide the following services in relation to the Placement:
  - (i) assist the Company with initial evaluation and scoping of the Placement, as well as introduction to and negotiations with sophisticated investors;
  - (ii) provide the Board with commercial advice on the merits of proceeding with the Placement, and consider and advise on structuring alternatives if required;
  - (iii) facilitate the efficient execution of the Placement and prepare a timetable;
  - (iv) assist in development of corporate presentations to investors; and

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<sup>2</sup> The fully diluted calculation assumes the exercise of all options currently on issue and the issue of securities proposed under this Notice. The calculation does not include Shares that may be issued on conversion of the Company's convertible notes, as the number of Shares that may be issued on conversion cannot presently be determined due to variable conversion prices and differing face values of the convertible notes.

- (v) other services as agreed with the Company.
- (b) Consideration for services: In consideration for providing the services under the Joint Lead Manager Mandate, the Company agrees to pay the Joint Lead Manager a fee equal to 6% of the total capital raised under the Placement, in addition to the issue of the Joint Lead Manager Options and Joint Lead Manager Shares (as noted above).
- (c) Exclusivity: The Company retains the Joint Lead Managers on an exclusive basis with respect to the matters under the Joint Lead Manager Mandate until it is terminated or the Placement is completed.
- (d) Indemnity and release: The Company indemnifies the Joint Lead Manager against all claims, liabilities, losses and expenses (including reasonable legal costs and expenses and the costs of investigating or defending any actual or threatened proceedings) which the Joint Lead Managers or its directors, employees and agents may incur in connection with the Joint Lead Manager Mandate, including after termination.

This Company also releases the Joint Lead Managers from all liability (direct or indirect) in connection with the Joint Lead Manager Mandate or the Placement.

The Company does not, however, indemnify or release the Joint Lead Managers for or from any liability to the extent that it is finally judicially determined to have resulted from a breach of law or contract by the Joint Lead Managers.

- (e) Termination: A party may terminate its outstanding obligations under the Joint Lead Manager Mandate at any time, with or without cause:
  - (i) in the case of the Joint Lead Managers, immediately, if the Company breaches the Joint Lead Manager Mandate; or
  - (ii) otherwise, by a party giving five Business Days' notice to the other parties

If the Company terminates this Agreement for cause, it must:

- (i) provide reasonable details of the conduct of the Joint Lead Managers giving rise to the termination for cause; and
- (ii) if the conduct or breach is capable of remedy, give the Joint lead manager a period of 10 Business Days to remedy the conduct or breach prior to the termination taking effect.

Termination will not release any party from its obligations accrued prior to termination, and in particular the Lead Manager will remain entitled to the fees set out at 10.1(b) above.

If the Company or its shareholders enter into a transaction similar to the Placement with any third party that the Joint Lead Manager (or a third party assisting the Joint Lead Manager) introduced to the Company during the term of the Joint Lead Manager Mandate, the fees set out at 10.1(b) above will be payable in respect of such additional transaction.

## 10.2 Application of Listing Rule 7.1

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

The proposed issue of the Joint Lead Manager Options and Joint Lead Manager Shares contemplated in Resolution 9 does not fit within any of the exceptions to the 15% Placement Capacity. As the issue of the Joint Lead Manager Shares and Joint Lead Manager Options will exceed the Company's 15% Placement Capacity under Listing Rule 7.1, it therefore requires the approval of the Company's Shareholders.

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.

The effect of Shareholders passing Resolution 9 will be to allow the Company to issue the Joint Lead Manager Shares and Joint Lead Manager Options and otherwise retain the flexibility to issue Equity Securities in the future up to its full Placement Capacity without the requirement to obtain prior Shareholder approval.

## 10.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Joint Lead Manager Shares and Joint Lead Manager Options:

Names of persons to whom the Company will issue the securities	The Joint Lead Manager Shares and Joint Lead Manager Options (the subject of Resolution 9) will be issued to the Joint Lead Managers and/or their nominees as specified in the following table, in the following proportions:		
	<b>Recipient</b>	<b>Joint Lead Managers Shares</b>	<b>Joint Lead Managers Options</b>
	ACNS Capital Markets Pty Ltd (Alto Capital)	250,000	1,616,800
	Mr Alan Peter Lawson <Lawson Family A/C> <sup>3</sup>	1,000,000	6,467,200
	Spark Plus Pte Ltd <sup>4</sup>	1,250,000	5,871,400

<sup>3</sup> Nominee of Alto Capital.

<sup>4</sup> Nominee of SP Corporate Advisory.

	<table border="1"> <tr> <td>Bilgola Nominees Pty Ltd<sup>5</sup></td> <td>Nil</td> <td>7,142,857</td> </tr> <tr> <td>Finrey Pty Ltd<sup>6</sup></td> <td>Nil</td> <td>1,212,600</td> </tr> <tr> <td>Ms Andrea Susan Cohen<sup>7</sup></td> <td>Nil</td> <td>1,000,000</td> </tr> <tr> <td><b>TOTAL:</b></td> <td><b>2,500,000</b></td> <td><b>23,310,857</b></td> </tr> </table> <p>The recipients of the Joint Lead Manager Shares and Joint Lead Manager Options are Material Investors of the Company by reason that:</p> <p>(a) they are or are associated with an adviser to the Company; and</p> <p>(b) the Joint Lead Manager Shares and Joint Lead Manager Options (if exercised) would together exceed 1% of the total issued capital of the Company as at the date of their issue.</p>	Bilgola Nominees Pty Ltd <sup>5</sup>	Nil	7,142,857	Finrey Pty Ltd <sup>6</sup>	Nil	1,212,600	Ms Andrea Susan Cohen <sup>7</sup>	Nil	1,000,000	<b>TOTAL:</b>	<b>2,500,000</b>	<b>23,310,857</b>
Bilgola Nominees Pty Ltd <sup>5</sup>	Nil	7,142,857											
Finrey Pty Ltd <sup>6</sup>	Nil	1,212,600											
Ms Andrea Susan Cohen <sup>7</sup>	Nil	1,000,000											
<b>TOTAL:</b>	<b>2,500,000</b>	<b>23,310,857</b>											
Number and class of securities to be issued	<p>The Joint Lead Manager Shares comprise a maximum of 2,500,000 fully-paid ordinary shares, to be issued at a deemed issue price of A\$0.014.</p> <p>The Joint Lead Manager Options comprise a maximum of 23,310,857 Options, each exercisable into a fully paid ordinary share at A\$0.025 each until the second anniversary of their date of issue.</p>												
Summary of material terms of the securities	<p>The Joint Lead Manager Shares will be fully paid ordinary Shares in the capital of the Company and will, upon their issue, rank equally with all other Shares on issue at that time in the capital of the Company.</p> <p>The Joint Lead Manager Options are each exercisable into one (1) Share at an exercise price of A\$0.025 each within 2 years from their date of issue. The terms of issue of the Joint Lead Manager Options are set out in Schedule 6.</p> <p>Shares issued upon the exercise of the Joint Lead Manager Options will rank equally with all other Shares on issue at that time in the capital of the Company.</p>												

<sup>5</sup> Nominee of SP Corporate Advisory.

<sup>6</sup> Nominee of SP Corporate Advisory.

<sup>7</sup> Nominee of SP Corporate Advisory.

Proposed date of issue	If Resolution 9 is approved, the Joint Lead Manager Shares and Joint Lead Manager Options will be issued as soon as possible, but in any case no later than 3 months, after the date of the Meeting.
Issue price	<p>Subject to the approval of Resolution 9:</p> <p>(a) the Joint Lead Manager Shares will be issued for nil cash consideration at a deemed issue price of A\$0.014 per Share (excluding GST); and</p> <p>(b) the Joint Lead Manager Options will be issued for nil cash consideration.</p> <p>If all of the Joint Lead Manager Options are exercised, the Company will receive up to A\$582,771.</p>
Purpose of the issue and intended use of funds raised	<p>The Joint Lead Manager Shares and Joint Lead Manager Options are proposed to be issued as part consideration for services provided by the Joint Lead Managers in assisting with the Placement under the Joint Lead Manager Mandate.</p> <p>As stated above, the Company has not received and will not be receiving any cash funds upon the issue of the Joint Lead Manager Shares or Joint Lead Manager Options.</p> <p>The Company proposes to use any cash funds received on exercise of the Joint Lead Manager Options towards funding the continued growth of the Company and general working capital purposes.</p>
Summary of any other material terms	A summary of the material terms of the Joint Lead Manager Mandate is set out in Section 10.1 above. The terms of issue of the Joint Lead Manager Options are set out at Schedule 6.
Voting exclusion statement	A voting exclusion statement applies to Resolution 9 and is set out in the Notice of meeting preceding this Explanatory Memorandum.

#### 10.4 Effect of Resolution 9 being passed or not passed

If Resolution 9 is passed, the Company can proceed to issue the Joint Lead Manager Shares and Joint Lead Manager Options in accordance with the terms of the Joint Lead Manager Mandate contemplated in Section 10.1. In addition, the Joint Lead Manager Shares and Joint Lead Manager Options will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1. This effectively increases the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the

Joint Lead Manager Shares and Joint Lead Manager Options by approximately 2.15% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 9 is not passed, the Board will consider alternative means to issue the Joint Lead Manager Shares (such as, for example, using any available 15% Placement Capacity permitted under Listing Rule 7.1) or provide an equivalent benefit to the Joint Lead Managers to pay the Joint Lead Managers for its services.

## 10.5 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 9.

## 11. **Resolution 10 – Ratification of prior issue of Spark Mandate Shares**

### 11.0 **General**

On 9 January 2026, the Company entered into a mandate engaging Spark Plus as its corporate advisor on a non-exclusive basis in relation to a twelve-month roadshow package (**Spark Mandate**).

In consideration for the work outlined in the Spark Mandate, the Company agreed to the following fees to Spark Plus:

- A\$100,000 in fully paid ordinary shares of which A\$50,000 was to be issued upfront at the closing price of Shares traded on the ASX on 1 January 2026 (being A\$0.018 per Share) and the balance of A\$50,000 is to be issued on 1 July 2026 at the closing price of Shares traded on the ASX on that day;
- economy flight airfares, venue/ facility cost and reasonable meals for Spark Plus staff; and
- accommodation for Spark Plus staff during the roadshow.

In satisfaction of the first tranche of Shares agreed to be issued to Spark Plus under the Spark Mandate, 2,777,778 Shares were issued to Spark Plus and its nominees on 13 January 2026 (collectively, **Spark Mandate Shares**) without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of Spark Mandate Shares which, if approved, will restore approximately 1.72% of the Company's 15% Placement Capacity under Listing Rule 7.1.

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

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

The issue of the Spark Mandate Shares did not qualify under any of the exceptions to the Company's 15% Placement Capacity under Listing Rule 7.2 and, accordingly, was issued in reliance on the Company's 15% Placement Capacity. This reduced the Company's 15%

Placement Capacity under Listing Rule 7.1 by approximately 1.72% for the 12-month period following the date of issue.

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

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

To this end, Resolution 10 seeks Shareholder approval to ratify the issue of 2,777,778 Spark Mandate Shares under and for the purposes of Listing Rule 7.4.

## 11.2 Specific information required by Listing Rule 7.5

The Company provides the following information with respect to Resolution 10 pursuant to Listing Rule 7.5:

Identity of the persons to whom securities were issued	<p>The Spark Mandate Shares the subject of Resolution 10 were issued to Spark Plus Pte Ltd (<b>Spark Plus</b>) and its nominees in the proportions set out below:</p> <table border="1" data-bbox="746 1115 1390 1379"> <thead> <tr> <th data-bbox="746 1115 1121 1182">Recipient</th> <th data-bbox="1121 1115 1390 1182">Spark Plus Shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="746 1182 1121 1249">Spark Plus Pte Ltd</td> <td data-bbox="1121 1182 1390 1249">2,500,000</td> </tr> <tr> <td data-bbox="746 1249 1121 1317">Andrea Susan Cohen</td> <td data-bbox="1121 1249 1390 1317">277,778</td> </tr> <tr> <td data-bbox="746 1317 1121 1379"><b>TOTAL:</b></td> <td data-bbox="1121 1317 1390 1379"><b>2,777,778</b></td> </tr> </tbody> </table>	Recipient	Spark Plus Shares	Spark Plus Pte Ltd	2,500,000	Andrea Susan Cohen	277,778	<b>TOTAL:</b>	<b>2,777,778</b>
Recipient	Spark Plus Shares								
Spark Plus Pte Ltd	2,500,000								
Andrea Susan Cohen	277,778								
<b>TOTAL:</b>	<b>2,777,778</b>								
Number and class of securities issued	The Spark Mandate Shares comprises of a total of 2,777,778 fully-paid ordinary shares in the capital of the Company.								
Material terms of securities	Each Spark Mandate Share is a fully-paid ordinary share in the issued capital of the Company.								
Date securities were issued	13 January 2026.								
Issue price (or other consideration)	<p>The Spark Mandate Shares were issued for nil cash consideration, at a deemed issue price of A\$0.018 per Share, being the closing price of Shares traded on the ASX as at 1 January 2026.</p> <p>The Company has not and will not receive any cash funds for the issue of the Spark Mandate Shares.</p>								

Purpose of the issue	The Spark Mandate Shares were issued in part consideration for the provision of corporate advisory services by Spark Plus to the Company under the Spark Mandate.
Other material terms of agreement	Other than as disclosed in Section 11.0 and this Section 11.2, there are no other material terms associated with the proposed issue of the Spark Mandate Shares.
Voting exclusion statement	A voting exclusion statement applies to Resolution 10 and is included in the Notice of Meeting preceding this Explanatory Memorandum.

### 11.3 **Effect of Resolution 10 being passed or not passed**

If Resolution 10 is passed, the 2,777,778 Spark Mandate Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Spark Mandate Shares by approximately 0.23% in total based on the total issued share capital of the Company as at the date of this Notice.

If Resolution 10 is not passed, the 2,777,778 Spark Mandate Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Spark Mandate Shares by approximately 0.23% in total based on the total issued share capital of the Company as at the date of this Notice.

As at the date of this Notice, the Company has utilised 97.34% of its 15% Placement Capacity.

### 11.4 **Board recommendation**

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

## Schedule 1 Definitions

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

<b>15% Placement Capacity</b>	has the meaning given in Section 3.1 of the Explanatory Memorandum.
<b>A\$</b>	means Australian Dollars.
<b>ASX Listing Rules or Listing Rules</b>	means the listing rules of ASX.
<b>Additional 10% Placement Capacity</b>	has the meaning given in Section 8.1 of the Explanatory Memorandum.
<b>Alto Capital or Adviser</b>	means ACNS Capital Markets Pty Ltd (ACN 088 503 208) (AFSL no. 279099 trading as Alto Capital).
<b>Alto Options</b>	has the meaning given in Section 5.0 of the Explanatory Memorandum.
<b>Alto Shares</b>	has the meaning given in Section 5.0 of the Explanatory Memorandum.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>Associate</b>	has the meaning given in the Listing Rules.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Australian Western Standard Time.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Citadel</b>	means Citadel Capital Pty Ltd (ACN 126 907 284).
<b>Citadel Mandate</b>	has the meaning given in Section 7.0 of the Explanatory Memorandum.
<b>Citadel Shares</b>	has the meaning given in Section 7.0 of the Explanatory Memorandum.
<b>Company</b>	means Harvest Technology Group Ltd (ACN 149 970 445).
<b>Convertible Notes or Notes</b>	has the meaning given in Section 3.0 of the Explanatory Memorandum.
<b>Constitution</b>	means the constitution of the Company effective from 8 November 2022.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporate Advisory Mandate</b>	has the meaning given in Section 5.0 of the Explanatory Memorandum.

<b>Director</b>	means a director of the Company.
<b>Equity Security</b>	has the same meaning given in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Funding Agreement or RiverFort Funding Agreement</b>	refers to the funding agreement between RiverFort and the Company dated 25 September 2025 the terms of which are detailed in Section 4.0 and Schedule 2 of the Explanatory Memorandum.
<b>Group</b>	means, collectively, the Company and its subsidiaries.
<b>Joint Lead Manager</b>	has the meaning given in Section 10.0 of the Explanatory Memorandum.
<b>Joint Lead Manager Options</b>	has the meaning given in Section 10.0 of the Explanatory Memorandum.
<b>Joint Lead Manager Shares</b>	has the meaning given in Section 10.0 of the Explanatory Memorandum.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company and any other member of the Group.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a Related Party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial holder (as that term is defined in the Listing Rules);</li> <li>(d) an adviser; or</li> <li>(e) any Associate,</li> </ul> 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.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Noteholder</b>	has the meaning given in Section 3.0 of the Explanatory Memorandum.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	has the meaning given in Section 8.0 of the Explanatory Memorandum.
<b>Placement Options</b>	has the meaning given in Section 9.0 of the Explanatory Memorandum.
<b>Placement Shares</b>	has the meaning given in Section 8.0 of the Explanatory Memorandum.

<b>Proxy Form</b>	means the proxy form attached to the Notice at Annexure A.
<b>related bodies corporate</b>	has the meaning given in section 50 of the Corporations Act.
<b>Related Party</b>	has the meaning given in the Listing Rules.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>RiverFort</b>	means RiverFort Global Opportunities PCC Ltd, a company incorporated in Gibraltar and whose principal office is at 6.20 World Trade Center, 6 Bayside Road, Gibraltar, GX11 1AA.
<b>RiverFort Convertible Notes</b>	has the meaning given in Section 4.0 of the Explanatory Memorandum.
<b>RiverFort Options</b>	has the meaning given in Section 4.0 of the Explanatory Memorandum.
<b>RiverFort Securities</b>	has the meaning given in Section 4.0 of the Explanatory Memorandum.
<b>RiverFort Shares</b>	has the meaning given in Schedule 3 of the Explanatory Memorandum.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Spark Plus</b>	means Spark Plus Pte Ltd.
<b>Spark Plus Shares</b>	has the meaning given in Section 6.0 of the Explanatory Memorandum.
<b>Spark Mandate</b>	has the meaning given in Section 11.0 of the Explanatory Memorandum.
<b>Spark Mandate Shares</b>	has the meaning given in Section 11.0 of the Explanatory Memorandum.
<b>Spark Success Fee Shares</b>	has the meaning given in Section 6.0 of the Explanatory Memorandum.

**Schedule 2 Summary of Convertible Note terms (Resolution 1)**

Type of Equity Security	Secured convertible loan notes, convertible into fully-paid ordinary shares ( <b>Shares</b> )
Face Value	\$1,000 per Convertible Note
Interest Rate	<p>15% per annum, accruing monthly on the Face Value from the Issue Date. Interest is calculated monthly based on actual months elapsed.</p> <p>(a) Interest is capitalised on the earlier of:</p> <ul style="list-style-type: none"> <li>(i) the Conversion Date;</li> <li>(ii) the Early Repayment Date; or</li> <li>(iii) the Maturity Date</li> </ul> <p>At the election of the noteholder, interest is payable as follows:</p> <p>(a) Option A Notes (Interest Bearing – Cash Interest):</p> <ul style="list-style-type: none"> <li>(i) Interest accrues at 15% p.a. and forms part of the Outstanding Amount, payable in cash on repayment.</li> </ul> <p>(b) Option B Notes (Interest Bearing – Election at Repayment):</p> <ul style="list-style-type: none"> <li>(i) On repayment, the noteholder may elect either: <ul style="list-style-type: none"> <li>1. cash payment of the Outstanding Amount; or</li> <li>2. issue of Shares equal to the Accrued Interest divided by \$0.022 (rounded down).</li> </ul> </li> </ul> <p>(c) Option C Notes (No Cash Interest):</p> <ul style="list-style-type: none"> <li>(i) No interest accrues.</li> <li>(ii) Instead, Shares equal to 15% of the Subscription Amount (priced at 90% of VWAP at Issue Date) are issued on the Issue Date.</li> </ul> <p>Each of the holders elected to receive interest under Option C.</p>
Maturity Date	12 months after the Issue Date of each Note.
Conversion Price	The Convertible Notes are convertible into that number of Shares obtained by dividing their Face Value and, if applicable, accrued interest by a conversion price of \$0.022.
Conversion	Noteholders may convert some or all Notes at any time prior to full repayment by giving a Voluntary Conversion Notice.

	<p>(a) Conversion is permitted only if:</p> <ul style="list-style-type: none"> <li>(i) the Conversion Amount is all Notes, or</li> <li>(ii) at least \$100,000.</li> </ul> <p>(b) Conversion shares issued = Outstanding Amount ÷ \$0.022 (rounded down).</p> <p>(c) Conversion is subject to:</p> <ul style="list-style-type: none"> <li>(i) Corporations Act (takeover restrictions); and</li> <li>(ii) ASX Listing Rules approvals.</li> </ul>
Redemption	<p>Early repayment is mandatory, not discretionary, and occurs only if a defined R&amp;D Event happens.</p> <p>(a) Upon the 2025 R&amp;D Event, the Company must redeem all Notes no later than 20 Business Days after that event (the “<b>Early Repayment Date</b>”).</p> <p>(b) Repayment mechanics differ by Note type:</p> <ul style="list-style-type: none"> <li>(i) <b>Option A:</b> cash repayment of Outstanding Amount.</li> <li>(ii) <b>Option B:</b> election between cash or Shares for interest.</li> <li>(iii) <b>Option C:</b> repayment of Face Value only.</li> </ul> <p>(c) If no R&amp;D Event occurs, Notes are repayable at Maturity.</p>
Voting Rights	<p>The Convertible Notes do not confer any voting rights. Shares issued on conversion of the Convertible Notes rank pari passu with existing Shares.</p>
Quotation	<p>The Convertible Notes will not be quoted on ASX or any other financial market or securities exchange.</p>
Events of Default	<p>An Event of Default occurs if, among other things:</p> <ul style="list-style-type: none"> <li>(a) the Company commits a material breach not remedied within 10 Business Days;</li> <li>(b) an insolvency event occurs; or</li> <li>(c) the Company fails to pay the Outstanding Amount on: <ul style="list-style-type: none"> <li>(i) the Early Repayment Date, or</li> <li>(ii) the Maturity Date.</li> </ul> </li> </ul> <p>Following an Event of Default:</p>

	(a) the Noteholder may declare the Outstanding Amount immediately due and payable.
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### Schedule 3      Material terms summary of RiverFort Funding Agreement (Resolution 2)

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

	<p>(b) a first ranking specific security against the Company's 2026 R&amp;D tax incentive, capped at A\$800,000 or as otherwise agreed between the parties.</p> <p>(c) corporate guarantees from relevant operating subsidiaries of the Company.</p>
<b>RiverFort Shares</b>	<p>In consideration of the Investor entering into the Funding Agreement and agreeing to provide the amounts under it for the Convertible Notes, the Company must issue to RiverFort A\$200,000 worth of Shares at the Reference Price (as defined below) (<b>RiverFort Shares</b>), on the First Drawdown Date, without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>If the market value of the RiverFort Shares falls below A\$25,000 at any time while any principal balance is outstanding, the Company must issue additional RiverFort Shares equal to the lesser of the total amount outstanding under the Funding Agreement and A\$200,000 (<b>Additional RiverFort Shares</b>).</p> <p>The RiverFort Shares will be issued without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>The RiverFort Shares will be set off against Shares payable to RiverFort upon the conversion or exercise of any Convertible Notes or attaching RiverFort Options, as elected by RiverFort.</p>
<b>Attaching RiverFort Options</b>	<p>On the date of each drawdown, RiverFort will be issued, for nil additional cash consideration, attaching Options on the following key terms (<b>RiverFort Options</b>):</p> <p>(a) <b>Number of Options:</b> 30% of the relevant drawdown amount divided by the reference price.</p> <p>(b) <b>Exercise price:</b> 55% premium of the Reference Price (as defined below).</p> <p>(c) <b>Expiration date:</b> 30 months after the date of issue of the Options.</p> <p>For a summary of the material terms of issue of the attaching RiverFort Options, see Schedule 4.</p> <p>The attaching RiverFort Options in respect of the first drawdown will be issued without Shareholder approval in reliance on the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>The issue of any subsequent attaching Options in respect of further drawdowns will be subject to Shareholder approval.</p>
<b>Reference Price</b>	The average of the VWAP of Shares over the 5 days immediately preceding the date of the relevant drawdown.
<b>First drawdown maximum dilution</b>	A maximum of 145,000,000 Shares (or as otherwise agreed by the parties) is to be issued in connection with the first drawdown (which includes Shares on conversion of RiverFort Convertible Notes, RiverFort Shares (including

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

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

## Schedule 4      Material terms summary of RiverFort Convertible Notes and RiverFort Options (Resolution 2)

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

<b>Terms of RiverFort Convertible Notes ('Notes')</b>	
<b>Face Value</b>	A\$1 per Note
<b>Interest rate</b>	No interest is payable, except if an event of default (set out at Schedule 2 above) occurs, in which case interest will accrue at a rate of 3% per month from the date of the Event of Default until the Company repays the Notes in full.
<b>Maturity date</b>	19 December 2027 (being 24 months after issue date)
<b>Early redemption rights</b>	<p>The Company may redeem the Notes early, provided that the average of the preceding 10 daily VWAPs and 3 daily VWAPs is less than 115% of the average of the 5 preceding daily VWAPs.</p> <p>In those circumstances, RiverFort may elect to convert the total amount outstanding under the Funding Agreement to Shares at the relevant Conversion Price and the remaining amount outstanding, if any, must be repaid by the Company to RiverFort plus an 8.5% fee on the remaining amount.</p>
<b>Conversion rights</b>	RiverFort may convert all or some of the Notes at any time, subject to a maximum conversion limit of A\$150,000 per month or 20% of monthly trade volume.
<b>Conversion ratio / formula</b>	The total principal and interest owing on the Notes will convert into Shares at the Conversion Price (as defined below), subject to the maximum dilution caps referred to in Schedule 2.
<b>Conversion Price</b>	<p>The lower of:</p> <ul style="list-style-type: none"> <li>• 115% of the average of the 5 preceding daily VWAPs; and</li> <li>• 90% of the 5 daily VWAPs chosen by RiverFort over the 15 trading days immediately preceding the conversion notice.</li> </ul>
<b>Transferability</b>	RiverFort may transfer the Notes without consent, on condition that that the transferee must execute a deed of covenant to be bound by the terms of the Funding Agreement.
<b>RiverFort Options ('Options')</b>	
<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon payment of the exercise price.
<b>Expiry date</b>	19 May 2028 (being 30 months after the issue date)

<b>Exercise price</b>	<p>\$0.0261 (being 155% of the average VWAP of Shares across the 5 days immediately preceding the relevant date of drawdown under the RiverFort Funding Agreement, being 29 September 2025).</p> <p>The Exercise Price may be offset against amounts owing by the Company under the RiverFort Funding Agreement.</p>
<b>Transferability</b>	<p>The Options are non-transferable.</p>
<b>Quotation</b>	<p>The Company will not apply to the ASX for quotation of the Options. However, the Company will apply to ASX for quotation of the Shares issued on exercise of the Options as soon as practicable after such Shares are issued.</p>
<b>New and bonus issues</b>	<p><b>New issues:</b> The optionholder is not entitled to participate in any new issue to Shareholders of Equity Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Equity Securities and participate as a result of holding Shares.</p> <p><b>Bonus issues:</b> If the Company makes a bonus issue of Shares or other Equity Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the optionholder would have received if the optionholder had exercised the Option before the record date for determining entitlements to the issue.</p>

## Schedule 5 Terms of issue of Alto Options (Resolution 3)

The key terms of the Alto Options are summarised below.

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Expiry Date)**: Each Option will expire at 5:00pm (WST) on 19 December 2028 (**Expiry Date**).
3. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date.
4. **(Exercise Price)**: The Options are exercisable at \$0.03 each (**Exercise Price**).
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability)**: The Options are not transferable.
7. **(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, if applicable, payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option 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 for each Option being exercised in cleared funds (**Exercise Date**).

8. **(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.
9. **(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.
10. **(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.
11. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
12. **(Takeovers prohibition)**:
  - (a) 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; and

- (b) 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.
13. **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
14. **(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.
15. **(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.
16. **(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.
17. **(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.
18. **(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.
19. **(Voting rights)**: The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
20. **(Constitution)**: Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.

## Schedule 6      **Terms of issue of Placement Options (Resolution 8) and Joint Lead Manager Options (Resolution 9)**

The key terms of the Placement Options and Joint Lead Managers Options are summarised below.

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Expiry Date)**: Each Option will expire at 5:00pm (WST) on the second anniversary of their date of issue (**Expiry Date**).
3. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date.
4. **(Exercise Price)**: The Options are exercisable at \$0.025 each (**Exercise Price**).
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability)**: The Options are not transferable.
7. **(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, if applicable, payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option 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 for each Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
  - (c) 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
  - (d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
9. **(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.
10. **(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.
11. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

12. **(Takeovers prohibition):**
- (c) 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; and
  - (d) 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.
13. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
14. **(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.
15. **(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.
16. **(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.
17. **(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.
18. **(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):
- (c) 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
  - (d) no change will be made to the Exercise Price.
19. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
20. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.



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



www.xcend.co  
+61 (2) 8591 8509  
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 intends to vote 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
<b>Individual shareholder</b>	Sign your name.
<b>Joint shareholders</b>	All must sign.
<b>Corporate shareholder</b>	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.
<b>Power of Attorney</b>	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.
<b>Nominee/Custodian</b>	Sign by authorised signatory(s). Attach a custodial certificate to this form.

### Attending the Meeting

<b>Date and time</b>	Monday, 20 April 2026 at 1:00pm (AWST)
<b>Online</b>	<a href="https://meeting.xcend.app/HTCGM2026">https://meeting.xcend.app/HTCGM2026</a> (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](mailto: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: Saturday, 18 April 2026 at 1:00pm (AWST)**  
*(48 hours before the meeting)*

**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 20 April 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 Monday, 20 April 2026 at 1:00pm (AWST) to be held virtually via registration at <https://meeting.xcend.app/HTGGM2026> (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.** Please refer to the Notice of Meeting for voting exclusions.

**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 in lieu of payment of interest accrued on Convertible Notes			
2 Ratification of prior issue of Convertible Notes and Options to RiverFort			
3 Ratification of prior issue of Shares and Options to Alto Capital			
4 Ratification of prior issue of Spark Plus Success Fee Shares			
5 Ratification of prior issue of Shares to Citadel			
6 Ratification of prior issue of Placement Shares Under Listing Rule 7.1			
7 Ratification of prior issue of Placement Shares Under Listing Rule 7.1A			
8 Approval to issue Placement Options			
9 Approval to issue Joint Lead Manager Shares and Joint Lead Manager Options			
10 Ratification of prior issue of Spark Mandate Shares			

**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.

## Online Meeting Guide

### Registration (Required)

Register in advance via our Virtual Meeting Portal: <https://meeting.xcend.app/HTGGM2026>

Or scan the QR code with your mobile device or tablet.



<b>You will need</b>	Your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) Your postcode (or country if outside Australia)
<b>Accessing the Meeting</b> 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
<b>Telephone Participation</b>	Shareholders joining by telephone can listen to the meeting but will not be able to ask questions.
<b>Voting</b>	Voting will take place during the meeting via our meeting portal: <a href="https://meeting.xcend.app/HTGGM2026">https://meeting.xcend.app/HTGGM2026</a> You will be prompted to vote at the appropriate time.
<b>Proxy Holders</b>	If you have been appointed as a proxy, please contact XCEND at least 24 hours before the General Meeting to obtain your login details.
<b>Need Help?</b>	Contact XCEND on +61 (2) 8591-8509 for assistance.