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

Notice is given that the Meeting will be held at:

TIME: 1:00pm (AEDT)

DATE: Thursday, 26 November 2026

PLACE: Offices of CPA Australia, Level 20, 28 Freshwater Place, Southbank, Victoria

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Tuesday, 24 November 2026.

BUSINESS OF THE MEETING

AUDIT REPORT

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, comprising the Financial Report, Directors' Report, Remuneration Report and Auditor's Report.

No resolution is required for this item.

Shareholders will be given a reasonable opportunity to ask questions and make comments on the management of the Company and the Annual Report. Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions relevant to:

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026, as contained in the Directors' Report, be adopted."

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

2. RESOLUTION 2 – RE-ELECTION OF BEN BARLOW AS A DIRECTOR

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

"That, for the purposes of Article 7.3 of the Constitution, and for all other purposes, Ben Barlow, who retires by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. RESOLUTION 3 – ELECTION OF TIM WATSON AS A DIRECTOR

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

"That, for the purposes of Article 7.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Tim Watson, who was appointed by the Board as a Director with effect from 1 October 2026, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

4. RESOLUTION 4 – ELECTION OF CHRISTOPHER RAMSEY AS A DIRECTOR

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

"That, for the purposes of Article 7.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Christopher Ramsey, who was appointed by the Board as a Director with effect from 1 October 2026, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

5. RESOLUTION 5 – ELECTION OF GREG HUNT AS A DIRECTOR

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

"That, for the purposes of Article 7.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Greg Hunt, who was appointed by the Board as a Director with effect from 1 October 2026, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

6. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

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

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

Dated: 15 October 2026

Voting Prohibition Statements

Resolution 1– Adoption of Remuneration Report

The Company will disregard any vote cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- (b) as proxy by a member of the Key Management Personnel at the date of the Meeting, or a Closely Related Party of such a member.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chair, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Important: If the Chair is appointed as a Shareholder's proxy and the Shareholder does not direct the Chair how to vote on Resolution 1, the Shareholder expressly authorises the Chair to exercise the proxy on Resolution 1, notwithstanding that the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting by poll

Each Resolution will be decided by poll.

The ASX Listing Rules require a proxy form to permit Shareholders to direct their proxy to vote for, against or abstain on each resolution.

Eligibility to vote

For the purposes of determining entitlement to attend and vote at the Meeting, the Directors have determined that persons registered as Shareholders at **7:00pm AEDT on Tuesday, 24 November 2026** will be entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining entitlement to attend and vote at the Meeting.

Voting in person

Shareholders who attend the Meeting in person may vote at the Meeting in accordance with the instructions provided by the Chair.

A corporation that is a Shareholder may appoint an individual to act as its representative at the Meeting. The representative should provide evidence of their appointment before the Meeting commences unless that evidence has previously been provided to the Company.

Appointment of proxies

A Shareholder entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on the Shareholder's behalf.

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the Shareholder's votes.

To be valid, the completed Proxy Form and any authority under which it is signed, or a certified copy of that authority, must be received by the Company no later than 1:00pm AEDT on Tuesday, 24 November 2026, being at least 48 hours before the commencement of the Meeting.

Proxy Forms may be lodged:

- Online
- By mail
- In Person
- By email
- By facsimile

Shareholders should follow the instructions contained in the Proxy Form below.

Undirected proxies

Subject to the voting prohibitions in this Notice, the Chair intends to vote all available undirected proxies in favour of each Resolution.

If a Shareholder appoints the Chair as proxy and does not direct the Chair how to vote, the Chair may vote the Shareholder's proxy as the Chair determines, subject to the Corporations Act and the voting prohibitions set out in this Notice.

Questions from Shareholders

Shareholders may submit written questions to the Company or the Company's auditor before the Meeting by sending them to:

Company Secretary

RLF AgTech Ltd
143 Mollison Street
Kyneton Victoria 3444
Email: cosec@rlfagtech.com

Written questions should be received no later than **10:00am AEDT on Tuesday, 24 November 2026**.

The Chair will endeavour to address relevant questions during the Meeting, subject to the orderly conduct of the Meeting and the time available.

Technical difficulties

The auditor will attend the Meeting via an online platform. Should technical difficulties arise, the Chair may pause, adjourn or postpone the Meeting in accordance with the Constitution and applicable law.

Dated: 15 October 2026

By order of the Board

Andrew Hunter FCPA

Chief Financial Officer and Company Secretary
RLF AgTech Ltd

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with information that the Directors consider relevant to the business to be considered at the Meeting.

This Explanatory Statement forms part of the Notice and should be read together with the Notice.

1. ANNUAL REPORT

The Corporations Act requires the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026 to be laid before the Annual General Meeting.

The Annual Report includes:

- (a) the Financial Report;
- (b) the Directors' Report, including the Remuneration Report;
- (c) the Directors' Declaration; and
- (d) the Auditor's Report.

There is no requirement for Shareholders to approve the Annual Report. Accordingly, no resolution will be put to Shareholders for this item.

Shareholders will be given a reasonable opportunity to ask questions and comment on the Annual Report and the management of the Company.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Background

The Remuneration Report is included in the Directors' Report for the financial year ended 30 June 2026.

The Remuneration Report describes the Company's remuneration arrangements for Directors and other members of the Key Management Personnel, including:

- (a) the Board's policies concerning the nature and amount of remuneration;
- (b) the relationship between remuneration policy and the Company's performance;
- (c) the remuneration of Directors and other members of the Key Management Personnel; and
- (d) any performance conditions applying to remuneration arrangements.

2.2 Advisory vote

Section 250R(2) of the Corporations Act requires a listed company to put a resolution to Shareholders that the Remuneration Report be adopted.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Board will consider the outcome of the vote and any comments made by Shareholders when reviewing the Company's future remuneration policies and practices.

2.3 Two-strikes rule

Under the Corporations Act, if 25% or more of the votes cast on the resolution to adopt the Remuneration Report are cast against adoption at two consecutive annual general meetings, Shareholders will be required to vote at the second annual general meeting on whether the Company must hold a further meeting to consider the election of Directors.

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

2.4 Board recommendation

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

As the Directors have an interest in the outcome of Resolution 1, they make no recommendation in relation to how a Director or their Closely Related Parties should vote on the Resolution where they are prohibited from voting.

The Chair intends to vote all available undirected proxies **in favour of Resolution 1.**

3. RESOLUTION 2: RE-ELECTION OF BEN BARLOW

3.1 Background

Ben Barlow was first appointed as a Director on 1 August 2024, was re-elected by Shareholders at the Company's annual general meeting held on 27 November 2024 and presently serves as the Company's independent Non-Executive Chairperson.

Article 7.3(c) of the Constitution requires one-third of the Directors, rounded down to the nearest whole number, to retire at each Annual General Meeting where the Company has three or more Directors.

Article 7.3(e) provides that the Directors required to retire are those who have held office for the longest period since their last election or appointment. A retiring Director is eligible for re-election.

Ben Barlow retires by rotation at the Meeting and, being eligible, offers himself for re-election.

3.2 Qualifications and experience

Ben Barlow has more than 25 years' experience in agribusiness investment management and has worked with agribusiness and agricultural biotechnology enterprises to improve profitability and investment readiness.

He is a Non-Executive Director of Australian Wool Network and Axioma Biologicals Pty Ltd, and Chairperson of ProAgni Holdings Pty Ltd, a livestock nutrition company with interests in Australia and the United States.

Ben Barlow holds:

- (a) a Master of Business in Agribusiness from Monash University;
- (b) a Bachelor of Economics from La Trobe University;
- (c) membership of the Australian Institute of Company Directors; and
- (d) fellowship of the Australian Rural Leadership Foundation.

He currently serves on the Audit and Risk Committee and has chaired the Remuneration and Nomination Committee since 15 July 2025.

3.3 Independence

The Board considers Ben Barlow to be independent having regard to the factors relevant to assessing director independence.

Ben Barlow or his associates holds 4,000,000 ordinary shares in the Company as at the date of this Notice.

3.4 Board recommendation

The Board, with Ben Barlow abstaining, recommends that Shareholders vote **in favour of Resolution 2.**

The Board considers that Ben Barlow's skills and experience are appropriate to the Company's requirements and that his re-election is in the best interests of Shareholders.

The Chair intends to vote all available undirected proxies **in favour of Resolution 2.**

4. RESOLUTION 3: ELECTION OF TIM WATSON

4.1 Background

The Board appointed Tim Watson as a Non-Executive Director with effect from 1 October 2026 and presently serves as Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee considered his qualifications, experience, industry knowledge, leadership capabilities and governance expertise before unanimously recommending his appointment.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Tim Watson, which did not reveal any information of concern.

Under Article 7.3(j), a Director appointed by the Board must retire at the next Annual General Meeting if the Director has not previously retired at an intervening general meeting. The Director is eligible for election by Shareholders.

Accordingly, Tim Watson retires at the Meeting and offers himself for election.

4.2 Qualifications and experience

Tim Watson has extensive experience in commercial farming, listed companies, agricultural policy and corporate governance.

He spent more than 30 years developing and managing Sunland Agriculture, a broadacre irrigated cropping and horticulture business in southern New South Wales. He subsequently served as a Non-Executive Director, Chairperson and Executive Chairperson of ASX-listed Namoi Cotton and led that company through its acquisition by Louis Dreyfus Company.

Tim Watson has also contributed to agricultural policy and industry development, including as Chairperson of the Lower Lachlan Water Users Association. He is a member of the Australian Institute of Company Directors.

4.3 Independence and interests

The Board considers Tim Watson to be independent.

Tim Watson participated in the placement of shares issued 3 September 2026. The issue, approved by Shareholders, comprised 892,858 ordinary shares to Tim Watson or his nominee. Tim Watson holds 892,858 ordinary shares in the Company as at the date of this Notice.

4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Tim Watson will be elected as a Director and will continue in his role as an independent Non-Executive Director.

If this Resolution is not passed, Tim Watson will cease to be a Director at the conclusion of the Meeting and will not continue in his role as an independent Non-Executive Director. The Board may seek nominations or otherwise identify suitably qualified candidates to join the Board.

4.5 Board recommendation

The Board, with Tim Watson abstaining, recommends that Shareholders vote **in favour of Resolution 3**.

The Board considers that Tim Watson has the skills and experience required to contribute effectively to the Board and that his election is in the best interests of Shareholders.

The Chair intends to vote all available undirected proxies **in favour of Resolution 3**.

5. RESOLUTION 4: ELECTION OF CHRISTOPHER RAMSEY

5.1 Background

The Board appointed Christopher Ramsey as a Non-Executive Director with effect from 1 October 2026 and presently serves as a member of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee considered his qualifications, experience, industry knowledge, leadership capabilities and governance expertise before unanimously recommending his appointment.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Christopher Ramsey, which did not reveal any information of concern.

Under Article 7.3(j) of the Constitution, Christopher Ramsey must retire at the AGM and is eligible for election by Shareholders.

Accordingly, Christopher Ramsey retires and offers himself for election.

5.2 Qualifications and experience

Christopher Ramsey is the founder of AgWorld and has more than 35 years' experience across agribusiness, agricultural technology, sales, marketing and commercial strategy.

He has founded and built multiple businesses, developed extensive relationships across Australia's agricultural sector, and worked with boards and executive teams to drive commercial growth and strategic execution.

Christopher Ramsey is a Non-Executive Director of:

- (a) Bio-Gene Technology Ltd, an ASX-listed company;
- (b) North West Phosphate; and
- (c) Zondii Pty Ltd.

5.3 Independence and interests

The Board considers Christopher Ramsey to be independent.

Neither Christopher Ramsey, nor any of his associates, holds ordinary shares in the Company as at the date of this Notice.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Christopher Ramsey will be elected as a Director and will continue in his role as an independent Non-Executive Director.

If this Resolution is not passed, Christopher Ramsey will cease to be a Director at the conclusion of the Meeting and will not continue in his role as an independent Non-Executive Director. The Board may seek nominations or otherwise identify suitably qualified candidates to join the Board.

5.5 Board recommendation

The Board, with Chris Ramsey abstaining, recommends that Shareholders vote **in favour of Resolution 4**.

The Board considers that Chris Ramsey has the skills and experience required to contribute effectively to the Board and that his election is in the best interests of Shareholders.

The Chair intends to vote all available undirected proxies **in favour of Resolution 4**.

6. RESOLUTION 5: ELECTION OF GREG HUNT

6.1 Background

The Board appointed Greg Hunt as a Non-Executive Director with effect from 1 October 2026 and presently serves as a member of the Audit and Risk Committee and Chair of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee considered his qualifications, experience, industry knowledge, leadership capabilities and governance expertise before unanimously recommending his appointment.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Greg Hunt, which did not reveal any information of concern.

Under Article 7.3(j) of the Constitution, Greg Hunt must retire at the AGM and is eligible for election by Shareholders.

Accordingly, Greg Hunt retires and offers himself for election.

6.2 Qualifications and experience

Greg Hunt has more than 35 years' leadership experience across the agriculture, agribusiness and industrial sectors.

He previously served as Chief Executive Officer and Managing Director of Nufarm Limited and as Managing Director of Elders Limited. He has also served as a Non-Executive Director and Chairperson of a range of listed and private companies.

Greg Hunt has extensive experience in strategy, capital allocation, international market development, governance and value creation.

Greg Hunt is a Non-Executive Director of Fasera Holdings Ltd.

6.3 Independence and interests

The Board considers Greg Hunt to be independent.

Greg Hunt participated in the placement of shares issued 3 September 2026. The issue, approved by Shareholders, comprised 535,714 ordinary shares to Greg Hunt or his nominee. Greg Hunt or his nominee holds 1,272,780 ordinary shares in the Company as at the date of this Notice.

6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Greg Hunt will be elected as a Director and will continue in his role as an independent Non-Executive Director.

If this Resolution is not passed, Greg Hunt will cease to be a Director at the conclusion of the Meeting and will not continue in his role as an independent Non-Executive Director. The Board may seek nominations or otherwise identify suitably qualified candidates to join the Board.

6.5 Board recommendation

The Board, with Greg Hunt abstaining, recommends that Shareholders vote **in favour of Resolution 5**.

The Board considers that Greg Hunt has the skills and experience required to contribute effectively to the Board and that his election is in the best interests of Shareholders.

The Chair intends to vote all available undirected proxies **in favour of Resolution 5**.

7. RESOLUTION 6: APPROVAL OF 7.1A MANDATE

7.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As at 29 September 2026, the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of \$17,978,526. The Company is therefore an Eligible Entity.

7.2 Technical information required by Listing Rule 14.1A

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

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

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

7.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for securing raw

REQUIRED INFORMATION	DETAILS																																							
	materials and inventory to fulfil customer orders, targeted capital expenditure, advancing joint venture opportunities and general working capital.																																							
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 29 September 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate. <table><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.014</th><th>\$0.027</th><th>\$0.041</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="6">Funds Raised</th></tr><tr><td>Current</td><td>665,871,333</td><td>66,587,133</td><td>\$932,219</td><td>\$1,797,852</td><td>\$2,730,072</td></tr><tr><td>50% increase</td><td>998,807,000</td><td>99,880,700</td><td>\$1,398,329</td><td>\$2,696,778</td><td>\$4,095,108</td></tr><tr><td>100% increase</td><td>1,331,742,666</td><td>133,174,266</td><td>\$1,864,439</td><td>\$3,595,705</td><td>\$5,460,144</td></tr></table> *The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1. The table above uses the following assumptions: - There are currently 665,871,333 Shares on issue. - The issue price set out above is the closing market price of the Shares on the ASX on 29 September 2026 (being \$0.027) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. - The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. - In the 12 months prior to the Meeting, the Company has issued 69,555,445 Shares using its placement capacity under Listing Rule 7.1 without Shareholder approval, which were subsequently ratified by Shareholders under Listing Rule 7.4 at the general meeting held on 28 August 2026. - The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.	Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.014	\$0.027	\$0.041	50% decrease	Issue Price	50% increase	Funds Raised						Current	665,871,333	66,587,133	\$932,219	\$1,797,852	\$2,730,072	50% increase	998,807,000	99,880,700	\$1,398,329	\$2,696,778	\$4,095,108	100% increase	1,331,742,666	133,174,266	\$1,864,439	\$3,595,705	\$5,460,144
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)					Shares issued – 10% voting dilution	DILUTION																																		
						Issue Price																																		
						\$0.014	\$0.027	\$0.041																																
		50% decrease	Issue Price	50% increase																																				
Funds Raised																																								
Current	665,871,333	66,587,133	\$932,219	\$1,797,852	\$2,730,072																																			
50% increase	998,807,000	99,880,700	\$1,398,329	\$2,696,778	\$4,095,108																																			
100% increase	1,331,742,666	133,174,266	\$1,864,439	\$3,595,705	\$5,460,144																																			

REQUIRED INFORMATION	DETAILS
	6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 26 November 2025 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 26 November 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

In this Notice and Explanatory Statement:

7.1A Mandate has the meaning given in Section 7.1.

AEDT means Australian Eastern Daylight Time.

Annual General Meeting, AGM or Meeting means the annual general meeting convened by this Notice.

Annual Report means the Company's annual report for the financial year ended 30 June 2026.

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.

ASX Listing Rules means the official listing rules of ASX.

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in the Corporations Act.

Company means RLF AgTech Ltd ACN 622 055 216.

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

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

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

Explanatory Statement means the explanatory statement accompanying this Notice.

Key Management Personnel has the meaning given in the Accounting Standards and generally includes the Directors and senior executives having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities.

Notice means this Notice of Annual General Meeting and the accompanying Explanatory Statement.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report contained in the Directors' Report for the financial year ended 30 June 2026.

Resolution means a resolution set out in this Notice.

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

Shareholder means a registered holder of a Share.

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

Your proxy voting instruction must be received by **1:00pm (AEDT) on Tuesday, 24 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

