



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Updated as at February 2025

Section 1: Issuer information	
Name of issuer	Blackpearl Group Limited
NZX ticker code	BPG
Class of financial product	Ordinary Shares
ISIN (If unknown, check on NZX website)	NZBPGE0004S2
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	4,183,052, being: <ul style="list-style-type: none">• 3,583,052 shares issued under the retail component of the capital raising announced on 12 August 2025 (Retail Entitlement Offer Shares).• 600,000 shares issued in accordance with a sale and purchase agreement between BPG and NewOldStamp Inc. dated 28 October 2022, as amended (NOS Shares)
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	The Retail Entitlement Offer Shares were issued at \$0.95. The NOS Shares were issued at \$1.25.
Nature of the payment (for example, cash or other consideration)	Retail Entitlement Offer Shares: Cash NOS Shares: Issued as part consideration for the purchase of NewOldStamp Inc. in accordance with a sale and purchase agreement dated 28 October 2022, as amended.
Amount paid up (if not in full)	Fully paid
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	5.42%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation	N/A

¹ The percentage is to be calculated immediately before the issue, acquisition, redemption or Conversion.

to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	
Reason for issue/ acquisition/redemption and specific authority for issue/ acquisition/redemption/ (the reason for change must be identified here)	<p>Retail Entitlement Offer Shares: Issue of ordinary shares under the Retail Entitlement Offer announced on 12 August 2025 to partly fund the acquisition of B2B Rocket, Inc. and for growth capital. Authorised for issue by resolution of the BPG Board of Directors dated 12 August 2025.</p> <p>NOS Shares: Issue of ordinary shares pursuant to a sale and purchase agreement dated 28 October 2022. Authorised for issue by resolution of the BPG Board of Directors.</p>
Total number of Financial Products of the Class after the issue/ acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/ acquisition/redemption .	81,427,631
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption , including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	<p>Listing Rule 4.3.1(a): 3,246,211</p> <p>Listing Rule 4.4.1(a): 336,841</p> <p>Board approval under section 47 of the Companies Act 1993: 600,000</p>
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Issue of ordinary shares which rank equally with all other fully paid ordinary shares in BPG.
Date of issue/ acquisition/redemption ²	01/09/2025
Section 4: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Karen Cargill
Contact person for this announcement	Karen Cargill
Contact phone number	+63 21 135 5183
Contact email address	karen.cargill@blackpearl.com
Date of release through MAP	01/09/2025

² Continuous issuers using this form in reliance on Rule 3.13.2, please indicate the period during which the relevant issue/~~acquisition/redemptions~~ were made (for example, 1 January 2019 to 31 January 2019).