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**NEW ZEALAND COASTAL SEAFOODS LIMITED**  
**ACN 124 251 396**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 2:00 pm (AEST)

**DATE:** 9 May 2025

**PLACE:** Automic, Deutsche Bank Tower, Level 5, 126 Phillip St, Sydney

***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 (AEST) on 7 May 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."*

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

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#### 3. RESOLUTION 2 – ELECTION OF MELINDA ORROCK

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

*"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Melissa Orrock, a Director who was appointed casually on 14 December 2023, retires, and being eligible, is elected as a Director."*

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#### 4. RESOLUTION 3 – ELECTION OF LEO ZUSSINO

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

*"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Leo Zussino, a Director who was appointed casually on 14 March 2025, retires, and being eligible, is elected as a Director."*

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

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

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

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#### 6. RESOLUTION 5 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

*"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Christian Fox Audit & Assurance, having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."*

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#### 7. RESOLUTION 6 – CHANGE OF COMPANY NAME

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

*"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **"Eco Fisheries Group Limited."***

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**8. RESOLUTION 7 – CONSOLIDATION OF CAPITAL**

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

*"That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:*

- (a) every 10 Shares be consolidated into 1 Share;*
  - (b) every 10 Options be consolidated into 1 Option; and*
  - (c) every 10 Convertible Notes be consolidated into 1 Convertible Note,*
- with fractional entitlements rounded down to the nearest whole Security."*

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**9. RESOLUTION 8 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR FEES TO PETER CHAI**

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

*"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 9,000,000 Shares (on a post-Consolidation basis) to Peter Chai (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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**10. RESOLUTION 9 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR FEES TO MELINDA ORROCK**

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

*"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Shares (on a post-Consolidation basis) to Melinda Orrock (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

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**11. RESOLUTION 10 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES TO ROBYN CHANDLER**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 8,400,000 Shares (on a post-Consolidation basis) to Robyn Chandler on conversion of Convertible Notes on the terms and conditions set out in the Explanatory Statement."*

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**12. RESOLUTION 11– APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES TO SSJE SUPER PTY LTD <NIKOLOVSKI FAMILY SUPER FUND>**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares (on a post-Consolidation basis) to SSJE Super Pty Ltd <Nikolovski Family Super Fund> on conversion of Convertible Notes on the terms and conditions set out in the Explanatory Statement."*

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**13. RESOLUTION 12 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES TO DARREN AND ANNIE FORD <FORD SUPERANNUATION FUND>**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,500,000 Shares (on a post-Consolidation basis) to Darren and Annie Ford <Ford Superannuation Fund> on conversion of Convertible Notes on the terms and conditions set out in the Explanatory Statement."*

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**14. RESOLUTION 13 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES TO CHRIS CHANDLER**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 8,900,000 Shares (on a post-Consolidation basis) to Chris Chandler on conversion of Convertible Notes on the terms and conditions set out in the Explanatory Statement.”*

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**15. RESOLUTION 14 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES TO ILWELLA PTY LTD**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 18,000,000 Shares (on a post-Consolidation basis) to Ilwella Pty Ltd on conversion of Convertible Notes on the terms and conditions set out in the Explanatory Statement.”*

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**16. RESOLUTION 15 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES TO OFFELBAR PTY LTD**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,000,000 Shares (on a post-Consolidation basis) to Offelbar Pty Ltd on conversion of Convertible Notes on the terms and conditions set out in the Explanatory Statement.”*

## Voting Prohibition Statements

|  |   |
|--|---|
| <b>Resolution 1 – Adoption of Remuneration Report</b>                                | <p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>  |
| <b>Resolution 8- Approval to issue Shares in lieu of Director fees to Peter Chai</b> | <p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 8 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul> |
| <b>Resolution 9 – Approval to issue Shares in lieu of Director to Melinda Orrock</b> | <p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 9 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul> |

## Voting Exclusion Statements

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

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|--|--|
| <b>Resolution 8 – Approval to issue Shares in lieu of Director to Peter Chai</b>   | Peter Chai (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.   |
| <b>Resolution 9 – Approval to issue Shares in lieu of Director to Melinda Orrock</b>   | Melinda Orrock (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.   |
| <b>Resolution 10 – Approval to Issue Shares on conversion of Convertible Notes to Robyn Chandler</b>   | Robyn Chandler or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).  |
| <b>Resolution 11– Approval to Issue Shares on conversion of Convertible Notes to SSJR Super Pty Ltd &lt;Nikolovski Family Super Fund&gt;</b> | SSJR Super Pty Ltd AFT <Nikolovski Family Super Fund> or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| <b>Resolution 12 – Approval to Issue Shares on conversion of Convertible Notes to Darren and Annie Ford &lt;Ford Superannuation Fund&gt;</b> | Darren and Annie Ford <Ford Superannuation Fund> or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).      |
| <b>Resolution 13 – Approval to Issue Shares on conversion of Convertible Notes to Chris Chandler</b>   | Chris Chandler or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).  |
| <b>Resolution 14 – Approval to Issue Shares on conversion of Convertible Notes to Ilwella</b>  | Ilwella Pty Ltd or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).                                       |
| <b>Resolution 15 – Approval to Issue Shares on conversion of Convertible Notes to Offelbar Pty Ltd</b>                                       | Offelbar Pty Ltd or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).                                      |

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

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

### **Voting by proxy**

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

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

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

Shareholders and their proxies should be aware that:

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

### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact Peter Chai, Director on +61 420 333 330.***

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## EXPLANATORY STATEMENT

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

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's ASX announcements platform (announced on 23 December 2024).

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

#### 2.1 General

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

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

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

#### 2.2 Voting consequences

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

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

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

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

#### 2.3 Previous voting results

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



### 3. RESOLUTION 2 – ELECTION OF MELINDA ORROCK

#### 3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Melinda Orrock, having been appointed by other Directors on 14 December 2023 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Melinda Orrock is set out below.

|  |   |
|--|---|
| <b>Qualifications, experience and other material directorships</b> | Melinda Orrock is a full member of CPA Australia and graduated from Macquarie University with a Bachelor of Commerce majoring in Professional Accounting. Melinda's experience extends over 30 years working as a forensic accountant and independent financial controller in a multitude of industries that include mergers and acquisitions, not-for-profit sector, telecommunications and public practice. For the past six years Melinda worked in the financial services sector as CFO and Company Secretary responsible for managing four AFSL entities covering over 200 authorised representative advisors nationally, one ACL mortgage aggregator with up to 100 brokers nationally, a registered Superannuation Master Trust, a licensed Managed Discretionary Account Administration Service, a Wholesale Investor Advisory, a Retail Fund and Wholesale Fund entities. Providing leadership, direction and management of the finance, accounting and commissions teams and strategic recommendations to Directors, the Board and the Executive Team, Melinda was a member of the Executive, Professional Standards and Risk & Compliance Committees and managed relationships with ASIC, AFCA, ATO and State Revenue Offices, AFSL and Special Purpose Financial Statement audits and reporting for US auditors for a NASDAQ listed merger. |
| <b>Term of office</b>  | Melinda Orrock has served as a Director since 14 December 2023.   |
| <b>Independence</b>  | If re-elected, the Board considers that Melinda Orrock will be an independent Director.   |
| <b>Other material information</b>                                  | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Melinda Orrock.   |
| <b>Board recommendation</b>  | Having received an acknowledgement from Melinda Orrock that they will have sufficient time to fulfil her responsibilities as a Director and having reviewed the performance of Melinda Orrock since her appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Melinda Orrock) recommend that Shareholders vote in favour of this Resolution.   |

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

If this Resolution is passed, Melinda Orrock will be elected to the Board as an independent Director.

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

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#### **4. RESOLUTION 3 – ELECTION OF LEO ZUSSINO**

##### **4.1 General**

As set out in Section 3.1, the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Leo Zussino, having been appointed by other Directors on 14 March 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Leo Zussino is set out below.

|  |  |
|--|--|
| <b>Qualifications, experience and other material directorships</b> | Mr Zussino has held senior executive and non-executive positions in both the private and public sector. In these roles, Leo has a strong track record of outstanding strategic and corporate planning, solid commercial outcomes, major economic infrastructure project facilitation and delivery, operational excellence, creating robust commercial partnerships, successful industrial relations and successful dealings with Government. Leo also has extensive experience as a non-executive Chairman of Australian and Queensland Government and Industry Boards. His major emphasis is on strategic planning, financial outcomes, enterprise cultural development and corporate governance. |
| <b>Term of office</b>  | Leo Zussino has served as a Director since 14 March 2025.  |
| <b>Independence</b>  | If re-elected, the Board considers that Leo Zussino will be an independent Director.   |
| <b>Other material information</b>                                  | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Leo Zussino.   |
| <b>Board recommendation</b>  | Having received an acknowledgement from Leo Zussino that they he have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Leo Zussino since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Leo Zussino) recommend that Shareholders vote in favour of this Resolution.   |

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

If this Resolution is passed, Leo Zussino will be elected to the Board as an independent Director.

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

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#### **5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

##### **5.1 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**). As of the date of this Notice, the Company's market capitalisation is less than \$300,000,000. The Company is therefore an Eligible Entity.

## 5.2 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.

## 5.3 Technical information required by Listing Rule 7.3A

| REQUIRED INFORMATION                              | DETAILS  |
|---|--|
| <b>Period for which the 7.1A Mandate is valid</b> | <p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li> </ul>   |
| <b>Minimum price</b>                              | <p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</li> <li>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul> |
| <b>Use of funds</b>                               | <p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:</p> <ul style="list-style-type: none"> <li>(a) advancing the Company's existing operations, including sales and marketing buildout, accelerating product development, expanding production capacity and capitalising on further opportunities;</li> <li>(b) the acquisition of new businesses, assets, and investments (including expenses associated with such an acquisition); and</li> <li>(c) general working capital.</li> </ul>  |

| REQUIRED INFORMATION   | DETAILS   |   |             |                                     |              |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
|--|---|---|-------------|-------------------------------------|--------------|---------|---------|-------------------------------------|-------------|--|--|---------|---------|---------|--------------|-------------|--------------|--------------|--|--|--|--|--|---------|--------------------|-------------------|-----------|-----------|-----------|--------------|--------------------|-------------------|-----------|-----------|-----------|---------------|--------------------|-------------------|-----------|-----------|-------------|
| Risk of economic and voting dilution   | <p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 20 March 2025 (on a post Consolidation basis).</p> <p>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 on a post Consolidation basis.</p> |   |             |                                     |              |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
|  | <table><tr><th colspan="2" rowspan="4">NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)</th><th colspan="4">DILUTION</th></tr><tr><th rowspan="3">SHARES ISSUED – 10% VOTING DILUTION</th><th colspan="3">ISSUE PRICE</th></tr><tr><th>\$0.010</th><th>\$0.020</th><th>\$0.030</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>216,101,006 Shares</td><td>21,610,100 Shares</td><td>\$216,101</td><td>\$432,202</td><td>\$648,303</td></tr><tr><td>50% increase</td><td>324,151,509 Shares</td><td>32,415,150 Shares</td><td>\$324,151</td><td>\$648,303</td><td>\$972,454</td></tr><tr><td>100% increase</td><td>432,202,012 Shares</td><td>43,220,201 Shares</td><td>\$432,202</td><td>\$864,404</td><td>\$1,296,606</td></tr></table>   | NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2) |             | DILUTION                            |              |         |         | SHARES ISSUED – 10% VOTING DILUTION | ISSUE PRICE |  |  | \$0.010 | \$0.020 | \$0.030 | 50% DECREASE | ISSUE PRICE | 50% INCREASE | FUNDS RAISED |  |  |  |  |  | Current | 216,101,006 Shares | 21,610,100 Shares | \$216,101 | \$432,202 | \$648,303 | 50% increase | 324,151,509 Shares | 32,415,150 Shares | \$324,151 | \$648,303 | \$972,454 | 100% increase | 432,202,012 Shares | 43,220,201 Shares | \$432,202 | \$864,404 | \$1,296,606 |
|  | NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)   |   |             | DILUTION                            |              |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
|  |   |   |             | SHARES ISSUED – 10% VOTING DILUTION | ISSUE PRICE  |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
|  |   |   |             |                                     | \$0.010      | \$0.020 | \$0.030 |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| 50% DECREASE   |   |   | ISSUE PRICE |                                     | 50% INCREASE |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| FUNDS RAISED   |   |   |             |                                     |              |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| Current  | 216,101,006 Shares  | 21,610,100 Shares   | \$216,101   | \$432,202                           | \$648,303    |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| 50% increase   | 324,151,509 Shares  | 32,415,150 Shares   | \$324,151   | \$648,303                           | \$972,454    |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| 100% increase  | 432,202,012 Shares  | 43,220,201 Shares   | \$432,202   | \$864,404                           | \$1,296,606  |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p>   |   |   |             |                                     |              |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |
| <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"><li>There are currently 216,101,006 Shares on issue (on a post Consolidation basis) comprising:<ol style="list-style-type: none"><li>166,701,006 existing Shares (on a post Consolidation basis) as at the date of this Notice; and</li><li>49,400,000 Shares (on a post Consolidation basis) which will be issued if Resolutions 8 to 15 are passed at this Meeting.</li></ol></li><li>The issue price set out above is the closing market price of the Shares on the ASX on 20 March 2025 (being \$0.02 on a post Consolidated basis) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li><li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li><li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li><li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li><li>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should</li></ol> |   |   |             |                                     |              |         |         |                                     |             |  |  |         |         |         |              |             |              |              |  |  |  |  |  |         |                    |                   |           |           |           |              |                    |                   |           |           |           |               |                    |                   |           |           |             |

| REQUIRED INFORMATION                               | DETAILS   |
|--|---|
|  | <p>consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>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%.</p> <p>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.</p> <p>Shareholders should note that there is a risk that:</p> <p>(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</p> <p>(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.</p>   |
| <b>Allocation policy under 7.1A Mandate</b>        | <p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(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;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p> |
| <b>Previous approval under Listing Rule 7.1A.2</b> | <p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2023 (<b>Previous Approval</b>).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 30 April 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>  |

## 6. RESOLUTION 5 – CONFIRMATION OF APPOINTMENT OF AUDITOR AT AGM

### 6.1 Background

On 3 June 2024, in accordance with section 327C of the Corporations Act 2001, the Company appointed Christian Fox Audit & Assurance (**Fox Audit**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Byron's Audit Pty Ltd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Fox Audit holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Fox Audit as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Fox Audit as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

Fox Audit has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Fox Audit as the Company's auditor will take effect at the close of this Meeting.

## **6.2 Board Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

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## **7. RESOLUTION 6 – CHANGE OF COMPANY NAME**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "**Eco Fisheries Group Limited**".

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

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## **8. RESOLUTION 7 – CONSOLIDATION OF CAPITAL**

### **8.1 Background**

This Resolution seeks Shareholder approval for the purposes of section 254 of the Corporations Act and all other purposes to consolidate the Company's issued capital on a 10:1 basis (**Consolidation**).

### **8.2 Legal requirements**

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;
- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22 provides that where an entity with options on issue undertakes a consolidation of its issued capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

### 8.3 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

|  | SHARES             | OPTIONS <sup>1</sup> | CONVERTIBLE NOTES      |
|--|--------------------|----------------------|------------------------|
| Pre-Consolidation                                  | 1,667,010,062      | 386,751,257          | 816,000                |
| Post Consolidation <sup>2,3</sup>                  | 166,701,006        | 38,675,126           | Nil                    |
| Resolutions 8 and 9                                | 11,500,000         | Nil                  | Nil                    |
| Resolutions 10 to 15                               | 40,800,000         | Nil                  | Nil                    |
| Options to be issued to cornerstone investors      | Nil                | 15,000,000           | Nil                    |
| <b>Completion of all Resolutions<sup>2,3</sup></b> | <b>219,001,006</b> | <b>53,675,126</b>    | <b>Nil<sup>4</sup></b> |

**Notes:**

1. The terms of these Options are set out in the table below.
2. Assumes no Shares are issued (including on the exercise or conversion of convertible securities).
3. Subject to rounding of fractional entitlements in accordance Section 8.4 below.
4. Assuming all Convertible Notes are converted into Shares pursuant to Resolutions 10 to 15.

The effect the Consolidation will have on the terms of the convertible securities that are currently on issue and those proposed to be issued as outlined in the table above (subject to rounding of fractional entitlements) is set out in the tables below:

#### Quoted Options

| CLASS | EXPIRY DATE  | PRE-CONSOLIDATION |                | POST-CONSOLIDATION |                |
|-------|--------------|-------------------|----------------|--------------------|----------------|
|       |              | NUMBER            | EXERCISE PRICE | NUMBER             | EXERCISE PRICE |
| NZSOB | 18 July 2025 | 180,000,000       | \$0.20         | 18,000,000         | \$2.00         |

#### Unquoted Options

| CLASS                     | EXPIRY DATE                        | PRE-CONSOLIDATION |                | POST-CONSOLIDATION |                |
|---------------------------|------------------------------------|-------------------|----------------|--------------------|----------------|
|                           |                                    | NUMBER            | EXERCISE PRICE | NUMBER             | EXERCISE PRICE |
| NZSAB                     | 28 February 2026                   | 206,751,257       | \$0.01         | 20,675,126         | \$0.10         |
| Unclassified <sup>1</sup> | Three years from the date of issue | 150,000,000       | \$0.003        | 15,000,000         | \$0.03         |

**Notes:**

1. Options proposed to be issued to cornerstone investors.

#### Convertible Notes

| CLASS        | PRE-CONSOLIDATION | POST-CONSOLIDATION     |
|--------------|-------------------|------------------------|
| Unclassified | 816,000           | Nil                    |
| <b>Total</b> | <b>816,000</b>    | <b>Nil<sup>1</sup></b> |

**Notes:**

1. Assuming all Convertible Notes are converted into Shares pursuant to Resolutions 10 to 15.

#### 8.4 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 10. Fractional entitlements will be rounded down to the nearest Security.

#### 8.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

| ACTION  | DATE         |
|---|--------------|
| Company announces Consolidation and releases Appendix 3A.3  | 9 April 2025 |
| Company sends out the Notice  | 9 April 2025 |
| Shareholders approve the Consolidation  | 9 May 2025   |
| Company announces Effective Date of Consolidation   | 9 May 2025   |
| Effective Date of Consolidation   | 9 May 2025   |
| Last day for pre-Consolidation trading  | 12 May 2025  |
| Post-Consolidation trading commences on a deferred settlement basis   | 13 May 2025  |
| Record Date   | 14 May 2025  |
| Last day for the Company to register transfers on a pre-Consolidation basis   |              |
| First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold  | 15 May 2025  |
| Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred | 21 May 2025  |

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

#### 8.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 8.5 above), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

#### 8.7 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

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### 9. RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE SHARES IN LIEU OF FEES TO DIRECTORS

#### 9.1 General

Resolutions 8 and 9 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 11,500,000 Shares to Peter Chai and Melinda Orrock (together, the **Related Parties**) (or their nominee(s)) on the terms and conditions set out below in lieu of cash fees payable to the Related Parties.



Further details in respect of issue are set out in the table below:

| RELATED PARTY  | RESOLUTION | DIRECTOR'S FEE/SALARY |  | SHARES                        |
|----------------|------------|-----------------------|--|-------------------------------|
|                |            | \$                    | ACCRUAL PERIOD   |                               |
| Peter Chai     | 8          | \$180,000             | 30 April 2023 to 31 October 2023 (\$40,000)<br>February 2024 to March 2025 (\$140,000) | 9,000,000 <sup>1</sup>        |
| Melinda Orrock | 9          | \$50,000              | 1 January 2024 to 31 December 2024   | 2,500,000 <sup>1</sup>        |
| <b>TOTAL</b>   |            | <b>\$230,000</b>      | <b>-</b>   | <b>11,500,000<sup>1</sup></b> |

**Notes:**

1. On a post Consolidation basis.

## 9.2 Director Recommendation

Leo Zussino (subject to the passing of Resolution 3) recommends that Shareholders vote in favour of these Resolutions to enable the Related Parties to be issued Shares in lieu of cash fees payable to the Related Parties.

Each Director (other than Leo Zussino) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Leo Zussino) (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors (other than Leo Zussino) do not believe that it is appropriate to make a recommendation on these Resolutions.

## 9.3 Chapter 2E of the Corporations Act

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

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Shares are proposed to be issued to all of the Directors other than Leo Zussino, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

## 9.4 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has

nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

## 9.5 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Shares and the accrued Director's fees will remain payable by the Company to the Related Parties in cash, unless an alternative means of remuneration is agreed between the Company and the Related Parties.

## 9.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

| REQUIRED INFORMATION   | DETAILS   |
|--|---|
| <b>Name of the persons to whom Shares will be issued</b>                                 | The Related Parties (or their nominees) as set out in Section 9.1 above.  |
| <b>Categorisation under Listing Rule 10.11</b>   | Each of the Related Parties fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director.<br><br>Any nominee(s) of the Related Parties who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.               |
| <b>Number of Shares and class to be issued</b>   | The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the Related Parties is set out in the table included at Section 9.1 above.  |
| <b>Terms of Shares</b>   | The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.   |
| <b>Date(s) on or by which the Shares will be issued</b>                                  | The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).                              |
| <b>Price or other consideration the Company will receive for the Shares</b>              | The Shares will be issued at a deemed issue price of \$0.02 per Share (on a post Consolidation basis) in lieu of outstanding directors' fees/salary as outlined in Section 9.1 above (being the same price as that at which the Convertible Notes the subject of Resolutions 10 to 15 are to be converted into Shares). |
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b> | The purpose of the issue is to satisfy accrued director's fees owed to the Related Parties for the periods outlined in Section 9.1 above.   |

| REQUIRED INFORMATION                                       | DETAILS  |   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
|--|--|---|---|---|---|---------------|------------|----------------|------------------------|----------------|----------|----------------|-----|-----|-----|-----|-----------|---------------------|---------|------------|------------|-----------|----------------|-----------|-----|
| Consideration of type and quantum of Security to be issued | <p>The issue price of the Shares was determined based on the price at which the Convertible Notes the subject of Resolutions 10 to 15 are to be converted into Shares which is also the last traded price of the Shares on ASX.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</p>   |   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Remuneration   | <p>The proposed and total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>PROPOSED REMUNERATION FOR THE CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025<sup>1</sup></th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024<sup>1</sup></th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2023<sup>1</sup></th></tr><tr><td>Peter Chai</td><td>\$120,000</td><td>\$120,000</td><td>\$24,000</td></tr><tr><td>Melinda Orrock</td><td>\$88,000</td><td>\$28,000</td><td>Nil</td></tr></table> <p><b>Notes:</b></p> <p>1. Exclusive of GST.</p>   | RELATED PARTY   | PROPOSED REMUNERATION FOR THE CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025 <sup>1</sup> | PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024 <sup>1</sup> | PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2023 <sup>1</sup> | Peter Chai    | \$120,000  | \$120,000      | \$24,000               | Melinda Orrock | \$88,000 | \$28,000       | Nil |     |     |     |           |                     |         |            |            |           |                |           |     |
| RELATED PARTY  | PROPOSED REMUNERATION FOR THE CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025 <sup>1</sup>  | PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024 <sup>1</sup> | PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2023 <sup>1</sup>                               |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Peter Chai   | \$120,000  | \$120,000   | \$24,000  |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Melinda Orrock   | \$88,000   | \$28,000  | Nil   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Valuation  | <p>The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.02 per Share (on a post Consolidation basis) being the last traded price of the Shares on ASX.</p> <table><tr><th>RELATED PARTY</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Peter Chai</td><td>9,000,000</td><td>\$180,000</td></tr><tr><td>Melinda Orrock</td><td>2,500,000</td><td>\$50,000</td></tr></table>  | RELATED PARTY   | SHARES  | VALUE   | Peter Chai  | 9,000,000     | \$180,000  | Melinda Orrock | 2,500,000              | \$50,000       |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| RELATED PARTY  | SHARES   | VALUE   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Peter Chai   | 9,000,000  | \$180,000   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Melinda Orrock   | 2,500,000  | \$50,000  |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Interest in Securities                                     | <p>The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice</b></p> <table><tr><th>RECIPIENT</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Peter Chai</td><td>23,715,226</td><td>9,303,807<sup>2</sup></td><td>10.51%</td><td>11.28%</td></tr><tr><td>Melinda Orrock</td><td>Nil</td><td>Nil</td><td>N/A</td><td>N/A</td></tr></table> <p><b>Post issue</b></p> <table><tr><th>RECIPIENT</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th></tr><tr><td>Peter Chai</td><td>32,715,226</td><td>9,303,807</td></tr><tr><td>Melinda Orrock</td><td>2,500,000</td><td>Nil</td></tr></table> <p><b>Notes:</b></p> <p>1 Fully paid ordinary shares in the capital of the Company (ASX: the Company) on a post Consolidation basis.</p> <p>2 Unquoted Options exercisable at \$0.01 each on or before 28 February 2026 (ASX: the Company) on a post Consolidation basis.</p> | RECIPIENT   | SHARES <sup>1</sup>   | OPTIONS   | UNDILUTED   | FULLY DILUTED | Peter Chai | 23,715,226     | 9,303,807 <sup>2</sup> | 10.51%         | 11.28%   | Melinda Orrock | Nil | Nil | N/A | N/A | RECIPIENT | SHARES <sup>1</sup> | OPTIONS | Peter Chai | 32,715,226 | 9,303,807 | Melinda Orrock | 2,500,000 | Nil |
| RECIPIENT  | SHARES <sup>1</sup>  | OPTIONS   | UNDILUTED   | FULLY DILUTED   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Peter Chai   | 23,715,226   | 9,303,807 <sup>2</sup>                                  | 10.51%  | 11.28%  |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Melinda Orrock   | Nil  | Nil   | N/A   | N/A   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| RECIPIENT  | SHARES <sup>1</sup>  | OPTIONS   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Peter Chai   | 32,715,226   | 9,303,807   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Melinda Orrock   | 2,500,000  | Nil   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |
| Dilution   | <p>If Resolutions 8 and 9 are passed, a total of 11,500,000 Shares will be issued. This will increase the number of Shares on issue from 207,501,006 (including the issue of Shares the subject of Resolutions 10 to 15 and being the post consolidated total number of Shares on issue as at the date of this Notice) to 219,001,006 (assuming that no other Shares are issued and no other convertible securities vest or</p>  |   |   |   |   |               |            |                |                        |                |          |                |     |     |     |     |           |                     |         |            |            |           |                |           |     |

| REQUIRED INFORMATION          | DETAILS   |               |       |      |         |          |           |        |          |           |      |          |               |
|-------------------------------|---|---------------|-------|------|---------|----------|-----------|--------|----------|-----------|------|----------|---------------|
|                               | are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.54%, comprising 4.33% by Peter Chai, and 0.96% by Melinda Orrock.   |               |       |      |         |          |           |        |          |           |      |          |               |
| Trading history               | <p>The Company has been suspended since 2 October 2023, meaning the trading price of its shares no longer accurately reflects their true value, as no trading has occurred since the suspension. The trading history of the Shares on ASX in the 12 months before the date of this Notice on a pre-Consolidation basis is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.0020</td><td>All dates</td></tr><tr><td>Lowest</td><td>\$0.0020</td><td>All dates</td></tr><tr><td>Last</td><td>\$0.0020</td><td>18 March 2025</td></tr></table> |               | PRICE | DATE | Highest | \$0.0020 | All dates | Lowest | \$0.0020 | All dates | Last | \$0.0020 | 18 March 2025 |
|                               | PRICE   | DATE          |       |      |         |          |           |        |          |           |      |          |               |
| Highest                       | \$0.0020  | All dates     |       |      |         |          |           |        |          |           |      |          |               |
| Lowest                        | \$0.0020  | All dates     |       |      |         |          |           |        |          |           |      |          |               |
| Last                          | \$0.0020  | 18 March 2025 |       |      |         |          |           |        |          |           |      |          |               |
| Other information             | The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.   |               |       |      |         |          |           |        |          |           |      |          |               |
| Voting exclusion statements   | Voting exclusion statements apply to these Resolutions.   |               |       |      |         |          |           |        |          |           |      |          |               |
| Voting prohibition statements | Voting prohibition statements apply to these Resolutions.   |               |       |      |         |          |           |        |          |           |      |          |               |

## 10. RESOLUTIONS 10 TO 15 - APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE NOTES

### 10.1 Background

On or various dates in 2024 and 2025, the Company entered into convertible note deeds (**Convertible Note Deeds**) pursuant to which it issued Convertible Notes with an aggregate face value of A\$816,000 (**Convertible Notes**) to sophisticated and professional investors (**Investors**).

Each Convertible Note is convertible into 1 Share at a conversion price of A\$0.002 (on a pre-Consolidation basis) (**Conversion Share**) subject to Shareholder approval. In the event that Shareholder approval is not obtained for the conversion of the Convertible Notes, the face value will be repayable in cash at maturity. A summary of the terms and conditions of the Convertible Notes Deeds is set out in Schedule 1.

Funds raised under the Convertible Notes Deeds were, and will be, applied towards general working capital. The Company is seeking Shareholder approval to issue an aggregate of 40,800,000 Conversion Shares to the Investors on the terms set out below.

Further details in respect of issue are set out in the table below:

| INVESTOR                   | RESOLUTION | CONVERTIBLE NOTES | SHARES            |
|----------------------------|------------|-------------------|-------------------|
| Robyn Chandler             | 10         | 168,000           | 8,400,000         |
| SSJE Super Pty Ltd         | 11         | 20,000            | 1,000,000         |
| Darren Ford and Annie Ford | 12         | 50,000            | 2,500,000         |
| Chris Chandler             | 13         | 178,000           | 8,900,000         |
| Ilwella Pty Ltd            | 14         | 360,000           | 18,000,000        |
| Offelbar Pty Ltd           | 15         | 40,000            | 2,000,000         |
| <b>Total</b>               |            | <b>816,000</b>    | <b>40,800,000</b> |

**Notes:**

1. On a post Consolidation basis.

A summary of Listing Rule 7.1 is set out in Section 5.1 above. The proposed issue of the Conversion Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## 10.2 Technical information required by Listing Rule 14.1A

If Resolutions 10 to 15 are passed, the Company will be able to proceed with the issue of the Conversion Shares. In addition, the issue of the Conversion Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 10 to 15 are not passed, the Company will not be able to proceed with the issue of the Conversion Shares (for the Resolution that is not passed) and the Convertible Notes will be redeemable in cash at maturity.

Resolutions 10 to 15 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Conversion Shares.

## 10.3 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION  | DETAILS   |
|---|---|
| <b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b> | The Conversion Shares will be issued to the Investors (or their nominees) as set out in Section 10.1.   |
| <b>Number of Securities and class to be issued</b>  | 40,800,000 Conversion Shares.   |
| <b>Terms of Securities</b>  | The Conversion Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.  |
| <b>Date(s) on or by which the Securities will be issued</b>   | The Company expects to issue the Conversion Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Conversion Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| <b>Price or other consideration the Company will receive for the Securities</b>   | The issue price of the Conversion Shares will be nil as the Conversion Shares will be issued on conversion of the Convertible Notes at a deemed issue price of \$0.02 (on a post Consolidation basis). The Company will not receive any other consideration in respect of the issue of the Conversion Shares.       |

| REQUIRED INFORMATION   | DETAILS   |
|--|---|
| <b>Purpose of the issue, including the intended use of any funds raised by the issue</b> | <p>The purpose of the issue of the Conversion Shares is to satisfy the Company's obligations under the Convertible Note Deeds.</p> <p>Funds raised under the Convertible Notes have and will be applied towards additional general working capital to support the Company's ongoing operations and strategic initiatives.</p> |
| <b>Summary of material terms of agreement to issue</b>                                   | <p>The Conversion Shares are being issued under the Convertible Note Deeds, a summary of the material terms of which is set out in Schedule 1.</p>  |
| <b>Voting exclusion statement</b>  | <p>A voting exclusion statement applies to this Resolution.</p>   |

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

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

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

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

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

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

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

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

**Company** means New Zealand Coastal Seafoods Limited (ACN 124 251 396).

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

**Consolidation** has the meaning given in Section 8.1.

**Conversion Share** has the meaning given in Section 10.1.

**Convertible Notes** has the meaning given in Section 10.1.

**Convertible Note Deeds** has the meaning given in Section 10.1.

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

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

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

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Fox Audit** refers to Christian Fox Audit & Assurance (ABN 81 371 017 260).

**Investors** has the meaning given in Section 10.1.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

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

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

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

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

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

**Related Parties** has the meaning given in Section 9.1.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

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

**Security** means a Share, Option and Convertible Note (where applicable).

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

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

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



## SCHEDULE 1 – SUMMARY OF CONVERTIBLE NOTE DEEDS

|                            |  |
|----------------------------|--|
| <b>SUBSCRIBERS</b>         | The Investors (each a <b>Subscriber</b> )  |
| <b>AGGREGATE PRINCIPAL</b> | \$816,000 ( <b>Principal Amount</b> )  |
| <b>FACE VALUE</b>          | \$1.00 per Convertible Note ( <b>Face Value</b> )  |
| <b>INTEREST RATE</b>       | <p>(a) Interest is payable on the Principal Amount at a rate of 12% (<b>Interest</b>).</p> <p>(b) Interest is only payable in the event of redemption.</p>   |
| <b>MATURITY DATE</b>       | 12 months from the date of issue of the Convertible Notes ( <b>Maturity Date</b> ).  |
| <b>SECURITY</b>            | The Convertible Notes are unsecured.   |
| <b>QUOTATION</b>           | The Convertible Notes will not be quoted on the ASX or any other financial market  |
| <b>CONVERSION PRICE</b>    | Each Convertible Note shall convert into Shares at a conversion price of \$0.002 (on a pre-Consolidation basis) ( <b>Conversion Price</b> ).   |
| <b>CONVERSION</b>          | <p>(a) The Convertible Notes are convertible at the Conversion Price (<b>Conversion</b>) before to the Maturity Date, subject at all times to the Company obtaining Shareholder approval for the Shares to be issued on conversion of the Convertible Notes and provided the Conversion will not be in breach the Corporations Act, the ASX Listing Rules or any other applicable laws or regulations.</p> <p>(b) The Shares issued upon the conversion will rank equally in all respects with all issued fully paid ordinary shares in the capital of the Company.</p>  |
| <b>REDEMPTION</b>          | <p>(a) In the event the Conversion does not occur before the Maturity Date, the Company will be required to redeem the Convertible Notes for their Face Value (plus any unpaid interest) within 14 days of the Maturity Date.</p> <p>(b) The Company will also be required to redeem the Convertible Notes for their face value (plus any unpaid interest) within 14 days of a demand by the Subscriber on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time.</p>  |
| <b>EVENT OF DEFAULT</b>    | <p>It is an event of default if, whether or not it is within the control of the Company:</p> <p>(a) <b>failure to perform:</b> the Company fails to perform or observe any material undertaking, obligation or agreement expressed or implied in the Convertible Note Deed and the Company does not remedy that failure within 10 business days, or such longer period as is determined by the Subscriber, after receipt by the Company of a notice from the Subscriber specifying the failure;</p> <p>(b) <b>misrepresentation:</b> any warranty, representation or statement by the Company is or becomes false, misleading or incorrect in a material respect when made or regarded as made by the Company under the Convertible Note Deed;</p> <p>(c) <b>receiver:</b> a receiver, receiver and manager, official manager, trustee, administrator or similar official is appointed, or steps taken for such appointment, over any of the assets or undertaking of the Company;</p> |

- |  |   |
|--|---|
|  | (d) <b>insolvency:</b> the Company is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act or is presumed to be insolvent under the laws of its place of its incorporation;   |
|  | (e) <b>arrangements:</b> the Company enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, its creditors or any class of them otherwise than while solvent and with the prior written consent of the Subscriber;   |
|  | (f) <b>administrator:</b> an administrator is appointed or a resolution is passed or any steps are taken to appoint, or to pass a resolution to appoint, an administrator to the Company;   |
|  | (g) <b>winding up:</b> an application or order is made for the winding-up or dissolution of the Company, which application is not dismissed or withdrawn within 21 days or a resolution is passed or any steps are taken to pass a resolution for the winding-up or dissolution of the Company otherwise than for the purpose of an amalgamation or reconstruction which has the prior written consent of the Subscriber, |
|  | (each an <b>Event of Default</b> ).   |

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**ANNEXURE A – NOMINATION OF AUDITOR LETTER**

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28-03-2025

New Zealand Coastal Seafoods Limited  
4 George Lee Place  
Clareville NSW 2107

I, Christopher Geoffrey Chandler being a member of New Zealand Coastal Seafoods Limited (**Company**), nominate Christian Fox Audit & Assurance in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated 28-03-2025



NEW ZEALAND COASTAL SEAFOODS LIMITED | ABN 16 124 251 396

Your proxy voting instruction must be received by **2.00pm (AEST) on Wednesday, 07 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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

