blackpearl

LODGE YOUR PROXY

Online:
https://nz.investorcentre.mpms.mufg.com/voting/BPG

Scan & email:
meetings.nz@cm.mpms.mufg.com

Deliver:
MUFG Pension & Market Services
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

Mail:
Use the reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

+64 9 375 5998 | enquiries.nz@cm.mpms.mufg.com

PROXY FORM FOR BLACK PEARL GROUP LIMITED'S 2025 SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a Special Meeting of Shareholders of Black Pearl Group Limited (the **Company**) will be held online via the Virtual Meeting Platform provided by the Company's share registrar, MUFG Pension & Market Services at www.virtualmeeting.co.nz/bpgsm25 **on Friday, 7 November 2025, commencing at 10am (NZ time) (Meeting).** If you attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting online but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Black Pearl Group Limited's share registry, MUFG Pension & Market Services, by no later than **10am, Wednesday, 5 November 2025.**

Appointment of proxy

All shareholders are entitled to attend online and vote at the meeting or to appoint a proxy and vote in their place, unless specifically excluded, or in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chair of the Meeting (Tim Crown) and any of the Directors are prepared to act as proxy. Where any Director is appointed as a discretionary proxy and is not prohibited from voting, each of the Directors intends to vote in favour of the Resolution.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of the resolution. If you return this form without directing the proxy how to vote on the particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting Restrictions

Under Rule 6.3.1 a voting restriction applies. Any shareholder, and their respective Associated Persons (as defined in the Rules), who acquired ordinary shares in BPG in the placements on 19 August 2025, 21 August 2025, and 9 October 2025 are prohibited from voting any shares that they hold on the resolution.
The Company will disregard any votes cast on the resolution by any person to whom the above restriction applies. Any discretionary proxies given to persons disqualified from voting under the requirements set out above will not be valid. "Associated Person" includes persons or legal entities who are able to directly or indirectly, exert a substantial degree of influence over the activities of another person or legal entity (or vice versa).

Attending the meeting

The Special Meeting will be held online only and shareholders can attend at www.virtualmeeting.co.nz/bpgsm25. A corporation may appoint a person to attend and vote online at the Meeting as its representative in the same manner as that in which it could appoint a proxy. A proxy does not need to be a shareholder of the Company.

Signing instructions for proxy forms

Individual
This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding
In the case of a joint shareholding, this Proxy Form may be signed by either, or on behalf of, the joint shareholder (or their duly authorised attorney).

Power of Attorney
This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of MUFG Pension & Market Services, in any manner as per the instructions below.

Corporate Shareholder
In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to https://nz.investorcentre.mpms.mufg.com/voting/BPG to appoint your proxy

CSN/Holder Number: «Holding_No»

«Barcode»

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of Black Pearl Group Limited hereby appoint:

______________________________ of ______________________________

(full name of proxy) *(E-mail address)*

Or

______________________________ of ______________________________

(full name of proxy) *(E-mail address)*

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of the Company to be held on **Friday, 7 November 2025** and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.
Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted computing the required majority, for that item.

BUSINESS

To consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION	For	*Tick (✓) in box to vote* Against	Abstain	Discretion
1. **Ratification of previous share issue under placement:** that, in accordance with NZX Listing Rule 4.5.1(c), shareholders ratify the issue of 9,267,979 fully paid ordinary shares of BPG on 19 August 2025, 21 August 2025, and 9 October 2025.	☐	☐	☐	☐

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Special Meeting of Shareholders (**Meeting**) online at www.virtualmeeting.co.nz/bpgsm25, will have the opportunity to ask questions during the Meeting. If you cannot attend the Meeting online but would like to ask a question, you can submit a question online by going to https://nz.investorcentre.mpms.mufg.com/voting/BPG and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services. Questions will need to be submitted by **10am on Wednesday, 5 November 2025**.The Board will address and answer questions at the Meeting.

Question:

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1	**Shareholder 2**	**Shareholder 3**
or duly authorised officer or attorney	or duly authorised officer or attorney	or duly authorised officer or attorney

Contact Name______________________ Contact Daytime Telephone______________________Date ____________

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.