

Section 1: Issuer information	
Name of issuer	Black Pearl Group Limited
NZX ticker code	BPG
Class of financial product	Ordinary Shares (Shares)
ISIN (If unknown, check on NZX website)	NZBPGE0004S2
Currency	NZD
Section 2: Capital change details	
Number issued/ acquired/redeemed	795,070 ordinary shares
Nominal value (if any)	N/A
Issue/ acquisition/redemption price per security	In respect of 83,333 Shares: \$0.72 In respect of 211,765 Shares: \$0.85 In respect of 499,972 Shares: \$0.87
Nature of the payment (for example, cash or other consideration)	295,098 Shares have been issued fully paid to Tim Crown (Chair of BPG) in consideration for his specific period of service provided in accordance with his individual director appointment letter. 499,972 Shares have been issued as part consideration for the purchase of B2B Rocket Inc., in accordance with a sale and purchase agreement dated 14 July 2025 (as amended) (Placement Shares).
Amount paid up (if not in full)	Fully paid
Percentage of total class of Financial Products issued/ acquired/redeemed / (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) ¹	0.816%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	N/A
Reason for issue/ acquisition/redemption and specific authority for issue/ acquisition/redemption / (the reason for change must be identified here)	295,098 Shares issued as consideration for services provided to BPG as Chair of the BPG Board and in accordance with

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

	the terms of Tim Crown's individual director appointment letter. 499,972 Placement Shares issued pursuant to a sale and purchase agreement dated 14 July 2025, as announced on 14 July 2025. Authorised for issue by resolution of the BPG Board of Directors dated 14 July 2025.
Total number of Financial Products of the Class after the issue/ acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/ acquisition/redemption .	Ordinary Shares: 98,171,487
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Listing Rule 4.7: 295,098 Shares Listing Rule 4.5.1: 499,972 Shares
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Ordinary shares issued will rank equally with all other fully paid ordinary shares in BPG.
Date of issue/ acquisition/redemption ²	21/08/2026
Section 3 Disclosure required for Placements made under Rule 4.5.1	
Details of the approach in identifying investors who were able to participate in the offer and how their respective allocations in the offer were determined. The explanation must set out the key objectives and criteria the Issuer adopted in the allocation process, whether one of those objectives was a best effort to allocate on a pro-rata basis to existing holders of the Issuers' Equity Securities, and any significant exceptions or deviations from those objectives and criteria.	The Placement Shares were issued in accordance with a sale and purchase agreement dated 14 July 2025. The acquisition was a part of BPG's stated growth strategy and B2B Rocket Inc. has grown BPG's presence in the US SMB segment, its target market and continued to grow its ARR. It was not an objective of this issue to allocate shares on a pro rata basis to existing shareholders of BPG.
Section 4: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Karen Cargill
Contact person for this announcement	Karen Cargill
Contact phone number	+64 21 135 5183
Contact email address	Karen.cargill@blackpearl.com
Date of release through MAP	24/08/2026

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