



LODGE YOUR PROXY

Online:

<https://investorcentre.linkgroup.nz/voting/BPG>

Scan & email:

meetings@linkmarketservices.co.nz

Mail:

Use the reply paid envelope or address to:
Link Market Services
PO Box 91976
Auckland 1142

Deliver:

Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR BLACK PEARL GROUP LIMITED 2023 ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of Black Pearl Group Limited (the **Company**) will be held in person on **Monday 4 September 2023** at Duncan Cotterill, Level 5, 50 Customhouse Quay, Wellington Central, Wellington 6011, starting at **10am NZDT**. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting 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, Link Market Services, by no later than **3pm, Friday, 1 September 2023**.

Appointment of proxy

All shareholders are entitled to attend 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 Chairperson 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 all of the Resolutions. Tim Crown is prohibited from voting on resolutions 3, 4 and 5.

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 each resolution. If you return this form without directing the proxy how to vote on any 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 Chairperson 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

Pursuant to Rule 6.3.1, the following voting restrictions apply:

- In relation to Resolution 3, BPG Chair, Tim Crown, and his Associated Persons are prohibited from voting any Shares that they hold.
- In relation to Resolution 4, any shareholder, and their respective Associated Persons, who acquired Placement Shares, are prohibited from voting any Shares that they hold. This includes Crown BP Holdings LLC and its Associated Persons, including Tim Crown.
- In relation to Resolution 5, Crown BP Holdings, LLC and its Associated Persons, including Tim Crown, are prohibited from voting any Shares that they hold.
- In relation to Resolution 6, BPG executive Directors, Nick Lissette and Cheryl Pressley and their Associated Persons, are prohibited from voting as Shares that they hold.

The Company will disregard any votes cast on Resolutions 3, 4, 5 and 6 (as applicable) by any person to whom the above restrictions apply. Any discretionary proxies given to persons disqualified from voting under the requirements set out above will not be valid.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration.

A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as 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 Link Market Services Limited, 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://investorcentre.linkgroup.nz/voting/BPG> to appoint your proxy

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) (full address)

Or

_____ of _____
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on **Monday, 4 September 2023** 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 resolutions:

ORDINARY RESOLUTIONS	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. Auditor's Remuneration: That that the Board be authorised to fix the fees and expenses of the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Hugo Fisher: That Hugo Fisher, who retires as a Director in accordance with Rule 2.7.1, and being eligible, be elected as a Director of BPG.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Master Services Agreement and Statement of Work with Related Party: That the agreements for the supply of data and associated services entered into with Prospect Desk, LLC, on the basis described in the Explanatory Notes, are approved for the purposes of Rule 5.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Placement Share: That in accordance with Rule 4.5.1(c), the ratification of 5,250,407 Shares issued under the Placement on 26 June 2023 is approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Shares under the Equity Conversion Agreement: That the issue of 3,840,106 Shares to Crown BP Holdings, LLC under the Equity Conversion Agreement, be approved in accordance with Rules 4.2.1 and 5.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Restricted Share Units to Key Personnel: That, under Rule 4.2.1(a), the Board is authorised to offer to Key Personnel, up to 2,056,518 restricted share units (representing up to 5% of BPG's Shares on issue as at the date of this Notice if 100% of the restricted share units were to vest and convert to Shares on a one-for-one basis) on the terms of the Key Personnel Restricted Share Unit Plan described in the Explanatory Notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting will have the opportunity to ask questions during the Meeting. If you cannot attend the Annual Shareholders' Meeting but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/BPG> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 3pm on Friday 1 September 2023. The Board will address and answer questions at the Annual Meeting.

Question:

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

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

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.