



NEW ZEALAND'S EXCHANGE  
TE PAEHOKO O AOTEAROA

# Capital Change Notice

Updated as at June 2023

Section 1: Issuer information	
Name of issuer	Black Pearl Group Limited
NZX ticker code	BPG
Class of financial product	Ordinary Shares
ISIN (If unknown, check on NZX website)	NZBPGE0004S2
Currency	NZD
Section 2: Capital change details	
Number issued/ <del>acquired</del> / <del>redeemed</del>	232,606 Ordinary Shares.
Nominal value (if any)	N/A
Issue/ <del>acquisition</del> / <del>redemption</del> price per security	74,822 shares at \$1.25 per share. 157,784 shares at \$1.33 per share.
Nature of the payment (for example, cash or other consideration)	145,198 Ordinary Shares (74,822 Ordinary Shares at \$1.25 and 70,376 Ordinary Shares at \$1.33) were issued as part consideration for the purchase of NewOldStamp Inc in accordance with a pre-listing sale and purchase agreement dated 28 October 2022 (as amended).  87,408 Ordinary Shares at \$1.33 were issued as part consideration for services provided under independent contractor agreements with various contractors.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued/ <del>acquired</del> / <del>redeemed</del> (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence) <sup>1</sup>	0.37%
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/ <del>acquisition</del> / <del>redemption</del> and specific authority for issue/ <del>acquisition</del> / <del>redemption</del> (the reason for change must be identified here)	Pre-listing Sale and purchase agreement dated 28 October 2022 (as amended) and pre-listing independent contractor

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

	agreements dated 28 October 2022.
Total number of Financial Products of the Class after the issue/ <del>acquisition/redemption/Conversion</del> (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/ <del>acquisition/redemption</del> .	63,729,140
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, <del>acquisition, or redemption</del> , including a reference to the rule pursuant to which the issue, <del>acquisition, or redemption</del> is made	Board Resolution.
Terms or details of the issue, <del>acquisition, or redemption</del> (for example: restrictions, escrow arrangements)	Issue of new ordinary shares in BPG which rank equally with all other fully paid ordinary shares.
Date of issue/ <del>acquisition/redemption</del> <sup>2</sup>	4/11/2024
<b>Section 3: Authority for this announcement and contact person</b>	
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	<a href="mailto:Karen.cargill@blackpearl.com">Karen.cargill@blackpearl.com</a>
Date of release through MAP	4/11/2024

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<sup>2</sup> 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).