
ABUNDANT PRODUCE LIMITED

ABN 46 606 255 887

NOTICE OF 2017 ANNUAL GENERAL MEETING

TIME: 10.00am (AEST)

DATE: Monday, 27 November 2017

PLACE: c/- Hall Chadwick Level 40, 2 Park Street, Sydney NSW 2000

This Notice of Meeting 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 9571 8300

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II. IMPORTANT INFORMATION

A. TIME AND PLACE OF MEETING AND HOW TO VOTE

The Annual General Meeting of the Shareholders of Abundant Produce Limited to which this Notice of Meeting relates will be held at 10.00am (AEST) on Monday, 27 November 2017, at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney, New South Wales.

B. YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

C. VOTING IN PERSON

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

D. VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the annual general meeting are those who are registered Shareholders as at 10.00am (AEST) on Thursday 23 November 2017.

E. VOTING BY PROXY

You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:

- (a) post to Abundant Produce Limited, Level 4, Suite 6, 55 Miller Street, Pyrmont, NSW 2009;
- (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
- (c) email to the Company at admin@abundantproduce.com

so that it is received not later than 10.00am (AEST) on Thursday, 23 November 2017.

Proxy forms received later than this time will be invalid.

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Chair's intention

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Security Transfer Registrars on behalf of the Company. Security Transfer Registrars privacy policy is available at www.securitytransfer.com.au

III. NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Abundant Produce Limited will be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at 10.00am (AEST) on Monday, 27 November 2017.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

A. AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

1. 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 purpose 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 year ended 30 June 2017."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR TONY CRIMMINS

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 6.1(f)(i)(A) of the Constitution and for all other purposes, Mr Tony Crimmins, a Director retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ISSUE OF SHARES TO FLORAQUEST PTY LTD

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 20,000 shares to Floraquest Pty Ltd at an issue price of 40 cents per share, for the purpose and on the terms set out in the Explanatory Statement.”

Voting Restriction

The Company is required under the Corporations Act to disregard any votes cast on the proposed resolution by or on behalf of Floraquest Pty Ltd or any associate of Floraquest Pty Ltd. The Company is required under the ASX Listing Rules to notify shareholders of this exclusion.

In accordance with the ASX Listing Rules, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

4. RESOLUTION 4 – ISSUE OF SHARES TO TOP CAT CONSULTING SERVICES PTY LTD

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 52,500 shares to Top Cat Consulting Services Pty Ltd at an issue price of 40 cents per share, for the purpose and on the terms set out in the Explanatory Statement.”

Voting Restriction

The Company is required under the Corporations Act to disregard any votes cast on the proposed resolution by or on behalf of Top Cat Consulting Services Pty Ltd or any associate of Top Cat Consulting Services Pty Ltd. The Company is required under the ASX Listing Rules to notify shareholders of this exclusion.

In accordance with the ASX Listing Rules, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

5. RESOLUTION 5 – ISSUE OF SHARES TO BOSTON FIRST CAPITAL PTY LTD

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 60,000 shares to Boston First Capital Pty Ltd at an issue price of 40 cents per share, for the purpose and on the terms set out in the Explanatory Statement.”

Voting Restriction

The Company is required under the Corporations Act to disregard any votes cast on the proposed resolution by or on behalf of Boston First Capital Pty Ltd or any associate of Boston First Capital Pty Ltd. The Company is required under the ASX Listing Rules to notify shareholders of this exclusion.

In accordance with the ASX Listing Rules, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

6. RESOLUTION 6 – PLACEMENT OF SHARES

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to 810,750 shares at an issue price of 40 cents per share, for the purpose and on the terms set out in the Explanatory Statement within 90 days of the date of approval of this Resolution.”

Voting Restriction

The Company will disregard any votes cast on this resolution by any persons who may participate in the Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares and any associates of those persons, if this Resolution is passed. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

7. RESOLUTION 7 – ISSUE OF SHARES TO TOP CAT CONSULTING PTY LTD

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 100,000 shares to Anthony Stephen Crimmins <Top Cat Retirement Fund> and 75,000 shares to Top Cat Consulting Services Pty Ltd at an issue price of 40 cents per share to raise \$70,000, for the purpose and on the terms set out in the Explanatory Statement.”

Voting Restriction

The Company is required under the Corporations Act to disregard any votes cast on the proposed resolution by or on behalf of Top Cat Consulting Services Pty Ltd or any associate of Top Cat Consulting Services Pty Ltd. The Company is required under the ASX Listing Rules to notify shareholders of this exclusion.

In accordance with the ASX Listing Rules, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

8. RESOLUTION 8 – ISSUE OF SHARES TO JSR NOMINEES PTY LIMITED

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 64,250 shares to JSR Nominees Pty Limited <ATF Richardson Super Fund> and 250,000 shares to JSR Nominees Pty Limited <ATF Richardson Family Acc> at an issue price of 40 cents per share, to raise a combined \$125,700, for the purpose and on the terms set out in the Explanatory Statement.”

Voting Restriction

The Company is required under the Corporations Act to disregard any votes cast on the proposed resolution by or on behalf of JSR Nominees Pty Limited or any associate of JSR Nominees Pty Limited. The Company is required under the ASX Listing Rules to notify shareholders of this exclusion.

In accordance with the ASX Listing Rules, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

9. RESOLUTION 9 – RATIFICATION OF ISSUE OF 6,585,750 SHARES - 16 OCTOBER 2017

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 6,585,750 shares on 16 October 2017 at an issue price of 40 cents per share for the purpose and on the terms set out in the Explanatory Statement.”

Voting Restriction

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

BY ORDER OF THE BOARD

**GRAEME HOGAN
COMPANY SECRETARY**

IV. EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at 10.00am (AEST) on Monday, 27 November 2017.

This purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The table below shows the effect of passing of all resolutions to be put to this meeting on the number of fully paid ordinary shares of the Company: -

Current number of fully paid ordinary shares on issue	53,085,750
Plus: issue of shares (Resolution 3)	20,000
Plus: issue of shares (Resolution 4),	52,500
Plus: issue of shares (Resolution 5)	60,000
Plus: issue of shares (Resolution 6)	810,750
Plus: issue of shares (Resolution 7)	175,000
Plus: issue of shares (Resolution 8)	314,250
Number of fully paid ordinary shares on issue if all resolutions at this Meeting are passed	54,518,250

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

There is no requirement under the Corporations Act or the Constitution for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company. Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.abundantproduce.com.

The Chairman will also allow a reasonable opportunity for Shareholders as a whole to ask the Company's auditor questions relevant to:

- The preparation and content of the Auditor's Report;
- The conduct of the audit;

- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

In addition to asking questions at the Meeting, Shareholders entitled to cast a vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:

- The content of the Auditor's Report to be considered at the Meeting; or
- The conduct of the audit of the financial Report to be considered at the Meeting.

Written questions must be submitted no later than Thursday 23 November 2017 to:

Mr Graham Brown
Chairman
Abundant Produce Limited, Level 4, Suite 6, 55 Miller Street, Pyrmont, NSW 2009

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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 the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Pursuant to Section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Corporations act provides that if the resolution receives a "no" vote of 25% or more of votes cast at the Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take the outcome of the resolution into account when reviewing the remuneration practices and policies of the Company.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote.** Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TONY CRIMMINS

Clause 6.1(f)(i)(A) of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down in case of doubt), must retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 6.1(f)(i)(A) of the Constitution is eligible for re-election.

The Company currently has 4 directors and accordingly at least 1 must retire.

Mr Tony Crimmins will retire by rotation at this Annual General Meeting and seeks re-election.

The Directors (other than Mr Crimmins) recommend Shareholders vote in favour of re-electing Mr Crimmins.

4. RESOLUTION 3 - ISSUE OF SHARES TO FLORAQUEST PTY LTD

Floraquest Pty Ltd provides the services of Mr Graham Brown as a director and Chairman of Abundant Produce Limited. Floraquest currently charges \$1,000 per month, excl GST, for these services. The Company will owe Floraquest Pty Ltd \$8,000 for the services of Mr Brown through to 30 September 2017.

Floraquest Pty Ltd, Mr Brown and the Company have agreed to settle the payment of this outstanding amount through the issue of up to 20,000 fully paid shares in the Company. The shares upon issue will rank equally with existing ordinary fully paid shares.

It has been agreed that the Issue Price of the fully paid ordinary shares will be at 40 cents per share. This is the same price as the price of the Placement made on 16 October 2017.

The intended use of the funds under this issue of shares is to reduce creditors of the Company.

If this resolution is approved, the shares will be issued on 28 November 2017 and in any event no later than 1 month after the date of the Meeting.

5. RESOLUTION 4 - ISSUE OF SHARES TO TOP CAT CONSULTING SERVICES PTY LTD

Top Cat Consulting Services Pty Ltd provides the services of Mr Tony Crimmins as a director and Chief Executive Officer of Abundant Produce Limited. Top Cat Consulting Services Pty Ltd currently charges \$3,000 per month, excl GST, for these services. The Company will owe Top Cat Consulting Services Pty Ltd \$21,000 for the services of Mr Crimmins through to 30 September 2017.

Top Cat Consulting Services Pty Ltd, Mr Crimmins and the Company have agreed to settle the payment of this outstanding amount through the issue of up to 45,000 fully paid shares in the Company. The shares upon issue will rank equally with existing ordinary fully paid shares.

It has been agreed that the Issue Price of the fully paid ordinary shares will be at 40 cents per share. This is the same price as the price of the Placement made on 16 October 2017.

The intended use of the funds under this issue of shares is to reduce creditors of the Company.

If this resolution is approved, the shares will be issued on 28 November 2017 and in any event no later than 1 month after the date of the Meeting.

6. RESOLUTION 5 - ISSUE OF SHARES TO BOSTON FIRST CAPITAL PTY LTD

Boston First Capital Pty Ltd provides the services of Mr Stuart Richardson as a director of Abundant Produce Limited. Boston First Capital currently charges \$3,000 per month, excl GST, for these services. The Company will owe Boston First Capital Pty Ltd \$24,000 for the services of Mr Richardson through to 30 September 2017.

Boston First Capital Pty Ltd, Mr Richardson and the Company have agreed to settle the payment of this outstanding amount through the issue of up to 60,000 fully paid shares in the Company. The shares upon issue will rank equally with existing ordinary fully paid shares.

It has been agreed that the Issue Price of the fully paid ordinary shares will be at 40 cents per share. This is the same price as the price of the Placement made on 16 October 2017.

The intended use of the funds under this issue of shares is to reduce creditors of the Company.

If this resolution is approved, the shares will be issued on 28 November 2017 and in any event no later than 1 month after the date of the Meeting.

7. RESOLUTION 6 – PLACEMENT OF SHARES

The Company is seeking approval from shareholders to be able to issue up to 810,750 fully paid ordinary shares at an issue price of 40 cents per share. If all shares were placed then \$324,300 would be raised. No related party of the Company will participate in this issue

In accord with the requirements of ASX listing rule 7.3, the following information is provided:-

- The maximum number of shares to be issued is 810,750;
- If the resolution is approved, the shares would be issued within 90 days of the meeting, ie 25 February 2017;
- The issue price is 40 cents per share;

- The Company has not identified any parties to whom an offer to participate in any placement would be made at this time. However, the participants in any placement would be sophisticated or institutional investors and supportive of the Company's objectives and plans and wish to be a long-term shareholders;
- The shares upon issue will rank equally with existing ordinary fully paid shares;
- The intended use of the funds is for general working capital purposes including costs of office and corporate administration costs; and
- The issue date will be progressive within the 90 days of the date of approval of the resolution.

8. RESOLUTION 7 – ISSUE OF SHARES TO TOP CAT CONSULTING SERVICES PTY LTD

Anthony Stephen Crimmins <Top Cat Retirement Fund> and Top Cat Consulting Services Pty Ltd are prepared to subscribe for up to 175,000 shares to raise \$70,000. The Company has determined that Top Cat Consulting Services Pty Ltd is a related party of Abundant Produce Limited as a result of Mr Crimmins being the controller of Top Cat Consulting Services Pty Ltd.

If this Resolution and Resolution 4 are approved Anthony Stephen Crimmins and Top Cat Consulting Services Pty Ltd will be issued a total of 227,500 shares and will have settled outstanding invoices of \$21,000 and provided cash of \$70,000 – a total of \$91,000.

The shares upon issue will rank equally with existing ordinary fully paid shares. The Directors of Abundant Produce Limited other than Mr Crimmins, believe that the issue of the 175,000 shares are in the best interests of the Company.

It has been agreed that the Issue Price of the fully paid ordinary shares will be \$0.40 cents per share. This is the same price as the price of the Placement made on 16 October 2017.

The intended use of the funds under this issue of shares is for general working capital purposes, including the development and production of cosmetic products of Australian Natural Health Pty Ltd and costs of corporate and administration costs.

ASX listing rule 7.2 (exception 14) provides that approval under ASX listing rule 7.1 is not required where an issue of securities is made with the approval of holders of ordinary securities under listing rule 10.11.

If this resolution is approved, it is proposed the shares will be issued on 28 November 2017 and in any event no later than 1 month after the date of this Meeting.

9. RESOLUTION 8– ISSUE OF SHARES TO JSR NOMINEES PTY LIMITED

JSR Nominees Pty Limited is prepared to subscribe for up to 314,250 shares to raise \$125,700. The Company has determined that JSR Nominees Pty Ltd is a related party of Abundant Produce Limited as a result of Mr Stuart Richardson being the controller of JSR Nominees Pty Limited.

The shares upon issue will rank equally with existing ordinary fully paid shares. The Directors of Abundant Produce Limited other than Mr Richardson, believe that the issue of the 314,250 shares are in the best interests of the Company.

It has been agreed that the Issue Price of the fully paid ordinary shares will be \$0.40 cents per share. This is the same price as the price of the Placement made on 16 October 2017.

The intended use of the funds under this issue of shares is for general working capital purposes, including the development and production of cosmetic products of Australian Natural Health Pty Ltd and costs of corporate and administration costs.

ASX listing rule 7.2 (exception 14) provides that approval under ASX listing rule 7.1 is not required where an issue of securities is made with the approval of holders of ordinary securities under listing rule 10.11.

If this resolution is approved, it is proposed the shares will be issued on 28 November 2017 and in any event no later than 1 month after the date of this Meeting.

10. RESOLUTION 9 – RATIFICATION OF PLACEMENT OF SHARES ON 16 OCTOBER 2017

On 16 October 2017, the Company issued 6,585,750 shares to sophisticated investors at an Issue Price of 40 cents per share to raise \$2,634,300.

The shares upon issue ranked equally with existing ordinary fully paid shares.

The use of the funds is for general working capital purposes including development and production of cosmetics products of Australian Natural Health Pty Ltd and costs of office and corporate administration.

11. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 2 9571 8300 if they have any queries in respect of the matters set out in these documents.

PROXY FORM

**APPOINTMENT OF PROXY
ABUNDANT PRODUCE LIMITED
ABN 45 606 255 887**

GENERAL MEETING – 27 NOVEMBER 2017

I/We

being a member of Abundant Produce Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10.00am (Sydney time), on Monday, 27 November 2017 at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW, 2000 and at any adjournment thereof.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy please place a mark in this box.

The Chair of the General Meeting intends to vote undirected proxies in favour of all Resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 - Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of T Crimmins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Issue of shares – Floraquest Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Issue of shares – Top Cat Consulting Services Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Issue of shares – Boston First Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Issue of shares – Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 - Issue of shares – A S Crimmins & Top Cat Consulting Services P/L	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 - Issue of shares – JSR Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 - Issue of shares – Ratify Prior Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): _____ Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholders appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. The chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this enter "the Chairman" or the name of your proxy in the space allocated in this form. The chairman of the meeting will vote all undirected proxies in favour of the resolutions.
2. **(Voting of your holding):** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate Securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 1. (a) post to Abundant Produce Limited, Level 4, Suite 6, 55 Miller Street, Pyrmont, NSW 2009;
 2. (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
 3. (c) email to the Company at admin@abundantproduce.com ,
6. so that it is received not later than 10.00am (Sydney time) on Thursday, 23 November 2017.

Proxy forms received later than this time will be invalid.