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## **ABUNDANT PRODUCE LIMITED**

**ABN 46 606 255 887**

### **NOTICE OF 2018 ANNUAL GENERAL MEETING**

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**TIME:** 10.00am (Sydney time)

**DATE:** Tuesday 20 November 2018

**PLACE:** Level 14, 60 Margaret Street Sydney NSW 2000 Australia

*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 0411713555*

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**II. IMPORTANT INFORMATION**

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**A. TIME AND PLACE OF MEETING AND HOW TO VOTE**

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The Annual General Meeting of the Shareholders of Abundant Produce Limited to which this Notice of Meeting relates will be held at 10.00am (Sydney time) on Tuesday 20 November 2018, at Level 14, 60 Margaret Street Sydney NSW 2000 Australia.

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**B. YOUR VOTE IS IMPORTANT**

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

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**C. VOTING IN PERSON**

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

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**D. VOTING ELIGIBILITY**

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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 7pm (AEST) on Sunday 18 November 2018.

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**E. VOTING BY PROXY**

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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:

Automic Pty Ltd  
GPO BOX 5193  
Sydney NSW 2001

so that it is received not later than 10.00am (AEST) on Sunday 18 November 2018.

**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.

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### III. NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Abundant Produce Limited will be held at Level 14, 60 Margaret Street Sydney NSW 2000 Australia at 10.00am (AEST) on Tuesday 20 November 2018.

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.

### AGENDA

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#### 1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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#### 2. 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 2018."*

**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.

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**3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ADAM HAJEK**

To consider and, if thought fit, to pass 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 Adam Hajek, a Director retires by rotation, and being eligible, is re-elected as a Director.”*

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**4. RESOLUTION 3 – ELECTION OF DIRECTOR – SEONA WALLACE**

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

*“That Seona Wallace, having been appointed a director since the last Annual General Meeting, retires in accordance with the provisions of the Company's Constitution and offers herself for election, be elected as a Director.”*

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**5. RESOLUTION 4 – 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 201,666 shares to Floraquest Pty Ltd at an issue price of 18 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 in favour of the resolution by or on behalf of Floraquest Pty Ltd or any associate of Floraquest Pty Ltd. However, 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.

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**6. RESOLUTION 5 – 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 128,333 shares to Top Cat Consulting Services Pty Ltd at an issue price of 18 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 in favour of the resolution by or on behalf of Top Cat Consulting Services Pty Ltd or any associate of Top Cat Consulting Services Pty Ltd. However, 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.

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**7. RESOLUTION 6 – ISSUE OF SHARES TO SEONA WALLACE**

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 116,666 shares to Seona Wallace at an issue price of 18 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 in favour of the resolution by or on behalf of Seona Wallace or any associate of Seona Wallace. However, 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.

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**8. RESOLUTION 7 – 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 256,666 shares to Boston First Capital Pty Ltd at an issue price of 18 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 in favour of the resolution by or on behalf of Boston First Capital Pty Ltd or any associate of Boston First Capital Pty Ltd. However, 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.

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**9. RESOLUTION 8 – ADDITIONAL SHARE ISSUE CAPACITY UNDER LISTING RULE 7.1A**

To consider and, if thought fit, to pass the following as a **special resolution**:

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Statement, which forms part of this Notice of Meeting.”*

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**10. RESOLUTION 9 – REMOVAL OF AUDITOR**

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

*“That Hall Chadwick be removed as Auditor of the Company, effective at the close of the Meeting.”*

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**11. RESOLUTION 10 – APPOINTMENT OF AUDITOR**

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

“That LNP Audit and Assurance Pty Limited, having been duly nominated in accordance with Section 328B(1) of the Corporations Act, be appointed as Auditor of the Company, effective at the close of the Meeting.

**BY ORDER OF THE BOARD**

**BRETT CROWLEY**  
**COMPANY SECRETARY**

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## **IV. EXPLANATORY STATEMENT**

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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 Level 14, 60 Margaret Street Sydney NSW 2000 Australia at 10.00am (AEST) on Tuesday 20 November 2018.

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.

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### **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 2018 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](http://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.

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### **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 2018.



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.

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### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ADAM HAJEK**

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.

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

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### **4. RESOLUTION 3 - ELECTION OF DIRECTOR - SEONA WALLACE**

Ms Wallace was appointed as a Director of the Company during the year. Pursuant to the Company's Constitution, Ms Wallace retires and, being eligible, offers herself for election as a Director.

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**5. RESOLUTION 4 - ISSUE OF SHARES TO FLORAQUEST PTY LTD**

Floraquest Pty Ltd provides the services of Mr Graham Brown as Chairman of Abundant Produce Limited. Floraquest currently charges \$3,000 per month, excl GST, for these services. The Company will owe Floraquest Pty Ltd \$36,300 for the services of Mr Brown as at 30 November 2018.

Floraquest Pty Ltd, Mr Brown and the Company have agreed to settle the payment of this outstanding amount through the issue of up to 201,666 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 18 cents per share. This is the closing price of the shares traded on the ASX on same price as the price of the Placement made on 26 September 2018.

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 no later than 1 month after the date of the Meeting.

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**6. RESOLUTION 5 - 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 \$23,100 for the services of Mr Crimmins through to 30 November 2018.

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 128,333 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 18 cents per share. This is the closing price of the shares traded on the ASX on same price as the price of the Placement made on 26 September 2018.

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 no later than 1 month after the date of the Meeting.

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**7. RESOLUTION 6 - ISSUE OF SHARES TO SEONA WALLACE**

Seona Wallace is entitled to \$3,000 per month, excl GST, as a Director. The Company will owe Ms Wallace \$21,000 for the services as at 30 September 2018.

Ms Wallace and the Company have agreed to settle the payment of this outstanding amount through the issue of up to 116,666 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 18 cents per share. This is the closing price of the shares traded on the ASX on same price as the price of the Placement made on 26 September 2018.

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 no later than 1 month after the date of the Meeting.

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#### **8. RESOLUTION 7 - 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 \$46,200 for the services of Mr Richardson through to 30 November 2018.

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 256,666 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 18 cents per share. This is the closing price of the shares traded on the ASX on same price as the price of the Placement made on 26 September 2018.

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 no later than 1 month after the date of the Meeting.

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#### **9. RESOLUTION 8 - ADDITIONAL SHARE ISSUE CAPACITY UNDER LISTING RULE 7.1A**

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12-month period (10% Placement Facility). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will also satisfy both these criteria at the date of the Meeting.

Accordingly, Resolution 8 seeks Shareholder approval by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3, to such persons as the Board may determine, on the terms as described in this Explanatory Statement, which forms part of the Notice of Meeting.

Resolution 8 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by shareholders entitled to vote on Resolution 8 must be in favour of the resolution.

If Resolution 8 is approved the Company will have the capacity to issue:

- (i) 8,236,125 equity securities under ASX Listing Rule 7.1; and
- (ii) 5,490,750 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 8 will be to allow the Directors to issue the equity securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

### **Information required by ASX Listing Rule 7.3A**

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
  - a) the date on which the price at which the securities are to be issued is agreed; or
  - b) if the securities are not issued within five trading days of the date referred to in paragraph (a), the date on which the shares are issued.
- If Resolution 8 is approved by Shareholders and the Company issues securities under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of shares which are the subject of this resolution, to the extent that such shares are issued; including:
  - a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
  - b) the shares may be issued at a price that is at a discount to the market price for those shares on the issue date, or the shares may be issued as part consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the shares.
- The following table gives examples of the potential dilution of existing ordinary shareholders based on the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue <sup>1</sup>	Dilution			
	Issue price (per Share)	\$0.09 50% decrease in Issue Price	\$0.18 Issue Price	\$0.36 100% increase in Issue Price
<b>54,907,500 (Current)</b>	<b>Shares issued</b>	<b>54,907,500</b>	<b>54,907,500</b>	<b>54,907,500</b>
	<b>Funds raised</b>	<b>\$4,941,675</b>	<b>\$9,883,350</b>	<b>\$19,766,700</b>
<b>82,361,250 (50% increase)</b>	<b>Shares issued</b>	<b>82,361,250</b>	<b>82,361,250</b>	<b>82,361,250</b>
	<b>Funds raised</b>	<b>\$7,412,513</b>	<b>\$14,825,025</b>	<b>\$29,650,050</b>
<b>109,815,000 (100% increase)</b>	<b>Shares issued</b>	<b>109,815,000</b>	<b>109,815,000</b>	<b>109,815,000</b>
	<b>Funds raised</b>	<b>\$9,883,350</b>	<b>\$19,766,700</b>	<b>\$39,533,400</b>

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under the 10% Placement Facility in Listing Rule 7.1A.
  - (ii) No options over ordinary shares are exercised before the date of issue of ordinary shares under Listing Rule 7.1A.
  - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (iv) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity available under ASX Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (vii) The issue price is \$0.18, being the price of the Shares on ASX on 26 September 2018.
- If any of the shares being approved by this resolution are issued, they will be issued during the Placement Period, that is, within 12 months of the date the AGM, i.e. by 20 November 2019, and the approval being sought by this resolution will cease to be valid if Shareholders approve a transaction under ASX Listing Rules 11.1.2 or 11.2 prior to 20 November 2019.
  - The shares will be issued to raise funds for increasing inventory and for working capital for the Company. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
  - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
  - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of any equity securities that may be issued have not been determined as at the date of this Notice, but may include existing Shareholders as well as new Shareholders who are not related parties or associates of the

<sup>1</sup> Variable "A" in Listing Rule 7.1A.2

Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company and balancing interest from potential allottees with the interests of existing Shareholders;
  - the effect of the issue of the Shares on the control of the Company. Allocation will be subject to takeover thresholds;
  - the financial situation and solvency of the Company and its projected need for working capital at any given time; and
  - advice from corporate, financial and broking advisors (if applicable).
- The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 8 by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity). However, the Company need not disregard a vote cast on Resolution 8 if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

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## **10. RESOLUTIONS 9 AND 10 – REMOVAL AND APPOINTMENT OF AUDITOR**

Resolution 9 is proposed as a result of a shareholder having requested that the current auditors be removed.

If Resolution 9 is passed, Resolution 10 will be proposed by the Board to appoint a new auditor. If Resolution 10 is not passed, the meeting may be adjourned for between 20 and 30 days after the Meeting.



Abundant Produce Limited | ABN 46 606 255 887

# AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.


Holder Number:

## Vote by Proxy: ABT

Your proxy voting instruction must be received by **10.00am (Sydney time) on Sunday 18<sup>th</sup> November 2018** being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES






If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

Contact	<b>Return your completed form</b>   <b>BY MAIL:</b> Automic GPO Box 5193 Sydney NSW 2001	 <b>IN PERSON:</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	<b>Contact us – All enquiries to Automic</b>   <b>WEBCHAT:</b> <a href="https://automic.com.au/">https://automic.com.au/</a>  <b>EMAIL:</b> <a href="mailto:hello@automic.com.au">hello@automic.com.au</a>  <b>PHONE:</b> 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)
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STEP 1: Appoint Your Proxy	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Abundant Produce Limited, to be held at <b>10.00 am (Sydney time) on Tuesday 20th November 2018 at Level 14, 60 Margaret Street, Sydney NSW 2000</b> hereby:  <b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.  <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
	<b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b> Unless indicated otherwise by ticking the “for,” against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.
	<b>AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS</b> Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 (except where I/we have indicated a different voting intention below) even though Resolutions 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction	<b>Resolutions</b> 1. Adoption of Remuneration Report 2. Re-Election of Director – Mr Adam Hajek 3. Election of Director – Seona Wallace 4. Issue of Shares to Floraquest Pty Ltd 5. Issue of Shares to Top Cat Consulting Services Pty Ltd	<b>For</b>     	<b>Against</b>     	<b>Abstain</b>     	<b>Resolutions</b> 6. Issue of Shares to Seona Wallace 7. Issue of Shares to Boston First Capital Pty Ltd 8. Additional Share Issue capacity under Listing Rule 7.1A 9. Removal of Auditor 10. Appointment of Auditor	<b>For</b>     	<b>Against</b>     	<b>Abstain</b>     
	<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>							

STEP 3: Sign Here + Contact Details	<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Date (DD/MM/YY)			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			



10 October 2018

The Secretary  
Abundant Produce Limited  
UNIT 23 376-380 EASTERN VALLEY WAY CHATSWOOD NSW 2067

By email: [brett@crowley.net.au](mailto:brett@crowley.net.au)

Dear Mr Crowley

I, being a shareholder of the Company, hereby nominate Bentleys NSW Audit Pty Limited for appointment as Auditor of the Company as required by Section 328B(3) of the Corporations Act.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Anthony Crimmins', with a stylized flourish at the end.

Anthony Crimmins  
Director