



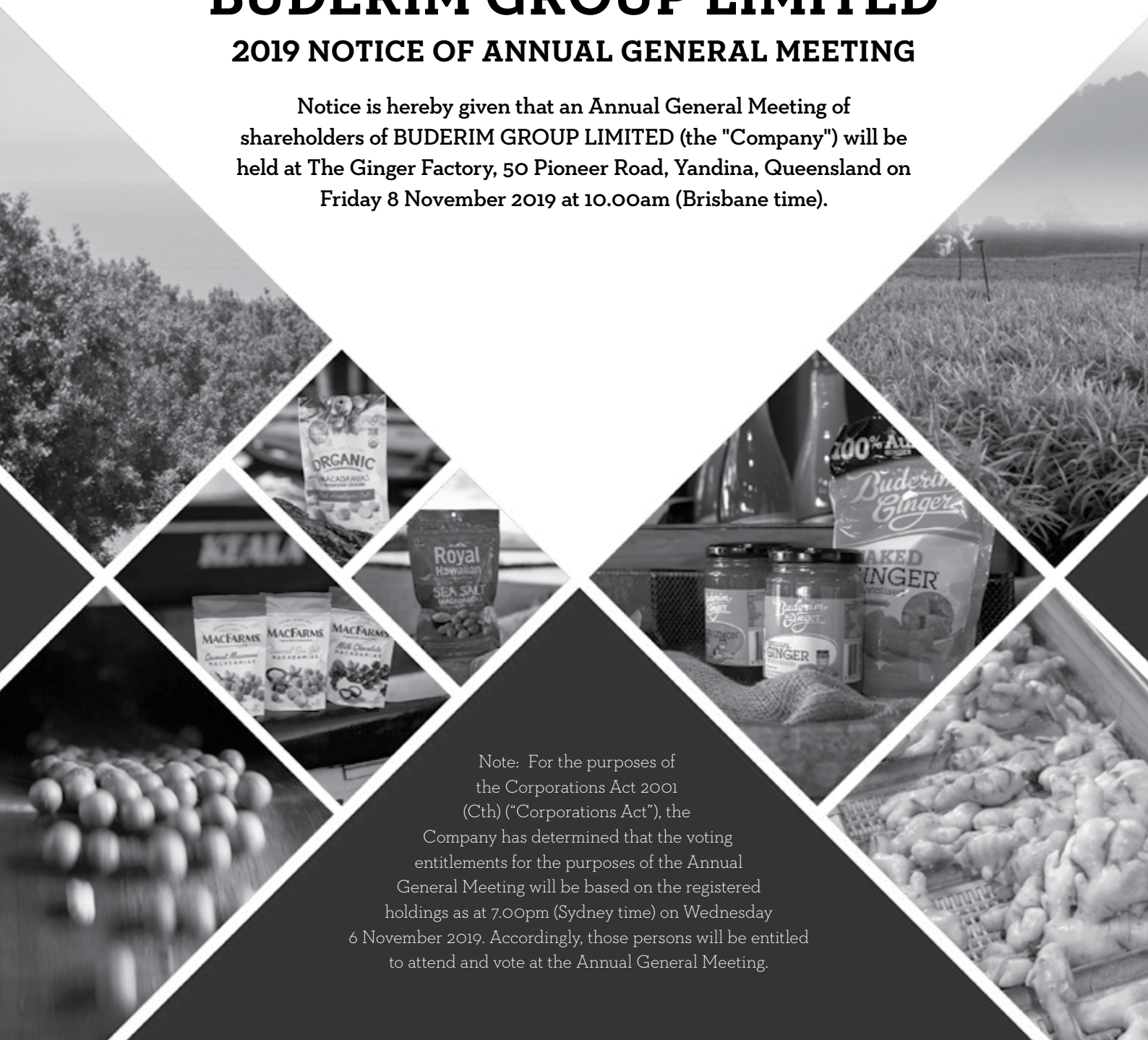
BUDERIM GROUP LIMITED

2019 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders of BUDERIM GROUP LIMITED (the "Company") will be held at The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Friday 8 November 2019 at 10.00am (Brisbane time).

Note: For the purposes of the Corporations Act 2001 (Cth) ("Corporations Act"), the

Company has determined that the voting entitlements for the purposes of the Annual General Meeting will be based on the registered holdings as at 7.00pm (Sydney time) on Wednesday 6 November 2019. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.



ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the following reports in respect of the financial year of the Company ended 30 June 2019:

The Financial Report (which includes the Statement of Financial Position, Statement of Comprehensive Income, Cash Flow Statement and Directors' Declaration); the Directors' Report and the Auditor's Report.

2 Resolution 1 – Election of Director – Ms Qi (Christina) Chen

To consider and, if thought fit, to pass the following Ordinary Resolution:

That Ms Chen, who retires by rotation in accordance with clause 18.3 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company.

3 Resolution 2 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following non-binding Ordinary Resolution under section 250R(2) of the Corporations Act:

That the section of the Directors' Report dealing with the remuneration of the Company's Directors and senior executives ('Remuneration Report') be adopted.

Notes:

- (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must stand for re-election*

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on Resolution 2 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel.*

unless:

(c) *the person*

(i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*

(ii) *is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*

(d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

SPECIAL BUSINESS

4 Resolution 3 – Constitution – Proportional Takeover Provisions Renewal

To consider and if thought fit, pass the following resolution as a Special Resolution:-

That the proportional takeover approval provisions contained in clause 10 of the Constitution of the Company be hereby renewed for a further period of 3 years from the date of this resolution pursuant to section 648G of the Corporations Act 2001.

Notes:

This resolution must be passed by at least 75% of members voting in person or by proxy at the meeting. An Explanatory Note as to the renewal of the provisions accompanies this Notice.

5 Resolution 4 – Approval of Enhanced Placement Capacity

To consider and if thought fit, pass the following resolution as a Special Resolution:-

That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of such a number of shares equal to 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 in the Explanatory Memorandum.

Notes:

This resolution must be passed by at least 75% of members voting in person or by proxy at the meeting.

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any person who is expected to participate, or 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 Company), or any associate of those persons. However, the company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- (b) *it is cast by the Chairman 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.*

OTHER BUSINESS

To transact any other business which may be brought forward in conformity with the Company's Constitution.

By order of the Board

Nicole Nolan
Company Secretary
Brisbane – 4 October 2019

Copies of the Constitution are available upon request from the Company Secretary of Buderim Group Limited.

Nicole Nolan
Company Secretary
Buderim Group Limited
Telephone: (07) 3726 3400
Facsimile: (07) 3876 3010
Email: nnolan@buderimginger.com

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on Friday, 8 November 2019. These explanatory notes should be read with, and form part of, the accompanying Notice of Meeting.

1. Explanatory Note to Item 1 (Financial statements and reports)

The Buderim Group Limited Annual Report 2019 (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

2. Explanatory Note to Item 2 (Resolution 1)

2.1 Background

Clause 18.1 of the Company's Constitution states that an election of Directors shall take place each year. Clause 18.3 of the Company's Constitution states that the Directors to retire by rotation at each annual general meeting are those who have been longest in office and the length of time the Director has been in office shall be computed from his last election. As between Directors who have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by drawing lots in any manner determined by the Chairman of Directors, or if he is not able and willing to act, by the Deputy Chairman.

The Company's Director Ms Qi (Christina) Chen was elected to the Board at the AGM in November 2017. In accordance with the rotation of Director requirements under the Company's Constitution, she is required to retire by rotation and seek re-election.

2.2 Election of Ms Qi (Christina) Chen

Ms Chen voluntarily retires by rotation in accordance with clause 18.3 of the Company's Constitution and, being eligible for re-election, offers herself for re-election.

Ms Chen was appointed as a Director by the Board on 28 July 2017 and elected at the 2017 annual general meeting. Ms Chen does not hold any other listed Directorships. Ms Chen is considered by the Board to be not be an independent director as she is an appointed representative of Asia Mark Development Limited.

The Directors (with Ms Chen abstaining) recommend that shareholders vote in favour of this resolution.

3. Explanatory Note to Item 3 (Resolution 2)

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and senior executives ('Remuneration Report') be put to the vote of shareholders for adoption. The Remuneration Report of the Company for the financial year ended 30 June 2019 is set out in the Company's 2019 Annual Report. Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 2.

Under the Corporations Act 2001, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

As the Directors have a personal interest in the proposed resolution 2, they make no recommendations as to how Shareholders should vote on the resolution.

4. Explanatory Note to Item 4 (Resolution 3)

Constitution - Proportional Takeover Provisions Renewal

Under clause 10 of the Constitution, the Company is prohibited from registering a transfer resulting from the acceptance of an offer made under a proportional takeover bid unless and until an ordinary resolution approving the proportional takeover bid is passed by the holders of the bid class shares.

In accordance with section 648G(1) of the Act and the Constitution, the proportional takeover provisions automatically cease to have effect on the third anniversary of the date of most recent renewal, but can be renewed by the Company in general meeting. The proportional takeover provisions were most recently renewed on 29 November 2016, and so will terminate in November 2019 unless renewed. Accordingly, the Directors consider that it is convenient to seek shareholder approval to renew the provisions at this general meeting rather than allowing them to lapse.

Reasons for the renewing proportional takeover provision

A proportional takeover bid is an off-market bid to buy a specified portion of each shareholder's shares. Without the provision, a proportional takeover bid for the company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their shares.

The provision gives shareholders the opportunity to decide whether a proportional takeover bid should proceed. If a meeting of shareholders approves such a bid, individual shareholders can make separate decisions as to whether or not they wish to accept that bid for the specified proportion of their shares.

Advantages and disadvantages of provisions during current period

As far as the Directors are aware, from 29 November 2016 to the date of this Notice of Meeting, there have not been any actual advantages or disadvantages to either the Directors or shareholders arising from the proportional takeover provisions.

Potential advantages of renewal - shareholders

The proportional takeover provisions give shareholders a mechanism to decide whether any proportional takeover bid should proceed or not.

The provisions ensure that all shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed. This should ensure that any future proportional takeover bid is structured to be attractive to a majority of independent shareholders.

Potential disadvantages of renewal - shareholders

The approval provisions may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities that shareholders may have to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price.

The provisions may also be seen to constitute an additional restriction on the ability of shareholders to deal freely with their shares.

Potential advantages and disadvantages of renewal - Directors

There are no specific advantages or disadvantages for the Directors (in their capacity as Directors of the Company) of the proportional takeover provisions.

At the date of this notice, the company is not engaged in any discussions in relation to any proportional bid, or aware of any pending proposal involving a proportional bid.

The Directors recommend that shareholders vote in favour of this resolution.

5. Explanatory Note to Item 5 (Resolution 4)

Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (Enhanced Placement Capacity). This Enhanced Placement Capacity is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P/ASX 300 Index.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 4 will be to allow the Directors to issue the shares under Listing Rule 7.1A during the Enhanced Placement Period in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

Calculation of the Enhanced Placement Capacity

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

Minimum Issue Price

The issue price of shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the shares are to be issued is agreed; or
- (b) if the shares are not issued within 5 trading days of the date in the paragraph above, the date on which the shares are issued.

Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained (which is expected to be 8 November 2020); or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Enhanced Placement Period).

Dilution of existing shareholders

Dilution risks

If Resolution 4 is approved by shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

Economic risks

There is a risk that:

- (a) the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and
- (b) the shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date.

If shares are issued at a discount to the net tangible asset value per share (NTA) there may be a negative impact on NTA.

Potential dilution of existing ordinary shareholders

The below table shows the dilution of existing shareholders on the basis of 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 7.1.2 as at the date of this Notice.

The table also shows:

- 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 or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

VARIABLE 'A' IN LISTING RULE 7.1A.2		DILUTION		
		\$0.11 50% decrease in issue price	\$0.22 issue price	\$0.44 100% increase in issue price
Current Variable A	10% voting dilution	8,602,186	8,602,186	8,602,186
86,021,860	Funds raised	\$946,240	\$1,892,481	\$3,784,962
50% increase in Variable A	10% voting dilution	12,903,279	12,903,279	12,903,279
129,032,790	Funds raised	\$1,419,361	\$2,838,721	\$5,677,443
100% increase in Variable A	10% voting dilution	17,204,372	17,204,372	17,204,372
172,043,720	Funds raised	\$1,892,481	\$3,784,962	\$7,569,924

The table has been prepared on the following assumptions:

- The Company issues the maximum number of shares available under the Enhanced Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.
- The issue price is \$0.22, being the closing price of the shares on ASX on 17 September 2019.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- The Company may issue shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities, for example, funds raised may be applied towards the Company's future acquisitions or operating costs. Shares may also be issued for non-cash consideration.
- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares 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, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - the effect of the issue of the shares on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).
- The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Shareholder approval previously obtained under Listing Rule 7.1A

The Company obtained shareholder approval under Listing Rule 7.1A at the Company's last Annual General Meeting held on 26 October 2018.

Total equity securities issued in the 12 months preceding the meeting

Pursuant to ASX Listing Rule 7.3A.6(a), the Company has issued shares in the 12 months preceding the date of the Annual General Meeting. The total number of equity securities issued by the Company in the 12 months preceding the Annual General Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period are as follows:

Equity Securities	
Number of equity securities on issue at commencement of 12 month period	86,021,860 shares
Equity securities issued in prior 12 month period	3,000,000 unlisted options
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	3.49%

Details of equity securities issued in the 12 months preceding the meeting

As required by ASX Listing Rule 7.3A.6(b), details of equity securities issued in previous 12 months are as follows:

Executive incentives	
Details of issues:	3,000,000 unlisted options – 26 October 2018
Summary of terms:	Unlisted options, exercisable at \$0.40 per option and expiring on 31 December 2022, vesting is subject to the satisfaction of various performance conditions (as announced to the market on 29 October 2018). The shares issued on exercise of the unlisted options will rank equally with fully paid shares.
Names of persons who received securities or basis on which those persons was determined:	Mr Andrew Bond – the Company's Chief Executive Officer
Price at which equity securities were issued:	\$0.0012 per option
Discount of issue price to closing market price on the date of issue (if any):	Options were issued at a 99.59% discount to the closing market price of \$0.295 per share on 26 October 2018.
If the issue was for cash, the total cash consideration, the amount of cash that has been spent, what it was spent on and the intended use for the remaining amount of that cash	Total cash consideration - \$3,600 Amount that has been spent and what it was spent on- \$3,600 applied towards the Company's working capital Intended use for remaining cash – not applicable
Non-cash consideration paid	Nil
Current value of that non-cash consideration	Nil

Voting Exclusion Statement – Listing Rule 7.3A.7

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the shares. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

INTERPRETATION

The following definitions apply in this document:

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company from time to time.

CEO means Chief Executive Officer.

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

Company means Buderim Group Limited (ABN 68 010 978 800).

Corporations Act means the Corporations Act 2001(Cth).

Directed Proxy Form means a proxy form, which specifies how the proxy is to vote.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2019.

Listing Rule means the official listing rules of ASX as amended from time to time.

Notice of Meeting means the notice convening the annual general meeting, which accompanies this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote on the resolution.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 2 in this Notice of Meeting.

Shareholder means the registered holder of a Share.

Special Resolution means a resolution passed by more than 75% of the votes cast by Shareholders entitled to vote on the resolution.

Undirected Proxy Form means a proxy form, which does not specify how the proxy is to vote.

APPOINTMENT OF PROXIES

A proxy form is enclosed for your use if required. Please note the following:

1. If a member is entitled to attend and vote at this meeting:
 - The member may appoint any person as his or her proxy to attend and vote for the member at the meeting.
 - A proxy need not be a member of the Company.
 - A member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies to attend on the same occasion. If 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's votes, however, the appointment may specify the proportion of number of the votes that the proxy may exercise.
2. It is not necessary to fill in the name of the person appointed proxy unless it is desired to appoint some person other than the Chairman.
3. Where only one proxy is to be appointed complete the proxy form attached.
4. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each and return it to Computershare Investor Services Pty Limited at the address below.
5. The form must be signed personally by the member or his/her attorney. A corporation must sign in accordance with its Constitution.
6. Where the proxy form is signed by an attorney, the power of attorney must be produced at the share registry or registered office not less than 24 hours before the time appointed for holding the Meeting.
7. If you desire your proxy/proxies to vote in a certain way, place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution, your proxy/proxies may vote as he/she/they think fit.
8. A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:

- (a) the proxy holds a Directed Proxy Form;
 - (b) where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - (c) the proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
9. Clause 8(b) does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
 10. The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
 11. Proxies must be received by our Share Registry, Computershare Investor Services Pty Limited, at least 24 hours before the time of the holding of the meeting. Proxies can be:
 - delivered by post to the Share Registry of Buderim Group Limited, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
 - sent by fax to the Share Registry of Buderim Group Limited, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).
 - online by scanning the QR code or by visiting www.investorvote.com.au and entering the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.



buderimginger.com



ABN 68 010 978 800

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Brisbane time) Thursday 7 November 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

Control Number: 133292

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Buderim Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Buderim Group Limited to be held at The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Friday 8 November 2019 at 10.00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolution 2** (except where I/we have indicated a different voting intention in step 2) even though **Resolution 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Resolution 2** by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

Resolution 1. Re-election of Director – Ms Qi (Christina) Chen

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2. Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS

Resolution 3. Constitution - Proportional Takeover Provisions Renewal

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4. Approval of Enhanced Placement Capacity

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically