

---

**ABUNDANT PRODUCE LIMITED**

**ABN 46 606 255 887**

**NOTICE OF 2019 ANNUAL GENERAL MEETING**

---

**TIME:** 11am (AEST)

**DATE:** Friday 29 November 2019

**PLACE:** UNIT 23 376-380 EASTERN VALLEY WAY CHATSWOOD NSW 2067

***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***

---

**I. CONTENTS PAGE**

---

Business of the Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	7
Proxy Form	14

---

**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 11am (AEST) on Friday 29 November 2019, at UNIT 23 376-380 EASTERN VALLEY WAY CHATSWOOD NSW 2067

**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 7pm (AEST) on Sunday 18 November 2019.

**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:

Automic Pty Ltd  
GPO BOX 5193  
Sydney NSW 2001

so that it is received not later than 11am (AEST) on Wednesday 27 November 2019.

**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.

---

### III. NOTICE OF ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting of Shareholders of Abundant Produce Limited will be held at UNIT 23 376-380 EASTERN VALLEY WAY CHATSWOOD NSW 2067 at 11am (AEST) on Friday 29 November 2019.

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

---

#### 1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

---

#### 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 2019.”*

**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.*

---

**3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GRAHAM BROWN**

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 Graham Brown, a Director retires by rotation, and being eligible, is re-elected as a Director.”*

---

**4. 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 250,000 shares to Floraquest Pty Ltd at an issue price of 6 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.

---

**5. 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 250,000 shares to Top Cat Consulting Services Pty Ltd at an issue price of 6 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.

---

**6. RESOLUTION 5 – 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.”

**BY ORDER OF THE BOARD**

**BRETT CROWLEY  
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 UNIT 23 376-380 EASTERN VALLEY WAY CHATSWOOD NSW 2067 at 11am (AEST) on Friday 29 November 2019.

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.

---

### **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 2019 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.

---

### **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 2019.

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.

---

## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GRAHAM BROWN**

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 Graham Brown will retire by rotation at this Annual General Meeting and seeks re-election.

---

## **4. RESOLUTION 3 - 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 \$3,300 per month, incl GST, for these services. The Company will owe Floraquest Pty Ltd \$15,000 for the services of Mr Brown as at 30 November 2019.

Floraquest Pty Ltd, Mr Brown and the Company have agreed to settle the payment of this outstanding amount through the issue of a maximum of 250,000 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 6 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 2019.

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.

---

**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 \$3,300 per month, incl GST, for these services. The Company will owe Top Cat Consulting Services Pty Ltd \$15,000 for the services of Mr Crimmins through to 30 November 2019.

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 a maximum of 250,000 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 6 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 2019.

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.

---

**6. RESOLUTION 5 - 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 5 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 6 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 5 must be in favour of the resolution.

If Resolution 5 is approved the Company will have the capacity to issue:

- (i) 12,496,625 equity securities under ASX Listing Rule 7.1; and
- (ii) 8,331,083 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 5 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 5 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)	\$0.0325 50% decrease in Issue Price	\$0.065 Issue Price	\$0.13 100% increase in Issue Price
83,310,833 (Current)	Shares issued	83,310,833	83,310,833	83,310,833
	Funds raised	\$2,707,602	\$5,415,204	\$10,830,408

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

<b>124,966,250</b> <b>(50% increase)</b>	<b>Shares issued</b>	<b>124,966,250</b>	<b>124,966,250</b>	<b>124,966,250</b>
	<b>Funds raised</b>	<b>\$4,061,403</b>	<b>\$8122,,806</b>	<b>\$16,245,612</b>
<b>166,621,666</b> <b>(100% increase)</b>	<b>Shares issued</b>	<b>166,621,666</b>	<b>166,621,666</b>	<b>166,621,666</b>
	<b>Funds raised</b>	<b>\$5,415,204</b>	<b>\$10,830,408</b>	<b>\$21,660,817</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 \$0.065, being the price of the Shares on ASX on 20 September 2019.
- 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 29 November 2020, 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 29 November 2020.
  - 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 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).

### **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2018 Annual General Meeting held on 28 November 2018.

In the twelve months preceding the date of the proposed 2019 Annual General Meeting, the Company issued a total of 22,700,002 equity securities which represents 37.45% of the total

number of equity securities on issue at the commencement of the 12 month period (being 28 November 2018).

The details of the issues of equity securities during the year were as follows:

<b>Date of issue</b>	<b>13 August 2019</b>	<b>12 September 2019</b>
Number of equity securities issued	5,750,000	16,950,002
Class	Ordinary shares	Ordinary shares
Issued to	ABT shareholders pursuant to share purchase plan	ABT shareholders and underwriter as shortfall from share purchase plan.
Issue price	6c The issue price represented a 0% discount to the closing market price of 6c on 9 August 2019, the last day of trading prior to the date of issue.	6c. The issue price represented a 11.1% premium to the closing market price of 5.3c on 10 September 2019, the last day of trading prior to the date of issue.
Cash consideration	No cash was received.	No cash was received.

Resolution 5 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 5 must be in favour of the resolution.

#### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Resolution 5 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 5 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.

---

**PROXY FORM**

---

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

**ANNUAL GENERAL MEETING – 29 November 2019**

I/We

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

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual 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 Annual General Meeting to be held at 11am (Sydney time), on Friday 29 November 2019 at UNIT 23 376-380 EASTERN VALLEY WAY CHATSWOOD NSW 2067 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**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 - Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Graham Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Issue of shares to Floraquest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Issue shares to Top Cat Consulting Services Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Additional share capacity under LR 7.1A	<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**

**Sole  
Secretary**

**Director/Company**

**Member 2**

**Director**

**Member 3**

**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:  
Automic Pty Ltd  
GPO BOX 5193  
Sydney NSW 2001

so that it is received not later than 11am (Sydney time) on 27 November 2019.

**Proxy forms received later than this time will be invalid.**