

INVITATION FROM THE CHAIRMAN

Dear fellow shareholder,

I am pleased to invite you to the 2021 Annual General Meeting (AGM) of Ecofibre Limited.

In light of the travel restrictions, lockdowns and limitations on public gatherings due to the COVID-19 pandemic and uncertainty as to the requirements at the time of the AGM, our AGM once again will be held virtually on Friday, 19 November 2021, starting at 9:00 am Australian Eastern Daylight Time (AEDT).

The link to the virtual platform for the meeting is https://agmlive.link/EOF21.

Shortly after opening the AGM, I will address the meeting and then our Chief Executive and Managing Director Eric Wang will review Ecofibre's operations and performance over the year to 30 June 2021. We will then move through the items of business set out in the Notice of Meeting.

The AGM is an important part of Ecofibre's overall approach to governance and shareholder engagement. You will have the opportunity, via an online platform, to ask questions about the management and operations of your company and vote on the items of business.

We welcome shareholders to submit written questions ahead of the AGM. There will also be a phone number available to shareholders to call in for questions on the day of the meeting.

If you are unable to attend virtually and vote at the meeting, I encourage you to appoint a proxy to vote on your behalf. You can do this online, via the share registry's website at investorcentre.linkmarketservices.com.au, or using the enclosed proxy form (which may be returned in the envelope provided).

I hope that you can join us at the AGM, and thank you for your continued support of Ecofibre.

Yours sincerely

Barry Lambert

Chairman



NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS GIVEN that the 2021 Annual General Meeting (AGM) of Ecofibre Limited ACN 140 245 263 (Ecofibre or Company) will be held virtually at https://agmlive.link/EOF21 on 19 November 2021 at 9:00 am AEDT.

Ecofibre is pleased to provide shareholders with the opportunity to attend and participate in the AGM through an online platform, where shareholders will be able to watch, listen, submit questions and vote online. Instructions for attending the AGM via the online platform are set out below.

Shareholders who prefer to register questions in advance of the AGM are encouraged to do so. We will attempt to address the more frequently asked questions in the Chairman's address and the CEO and Managing Director's address at the AGM. Written questions must be received by Ecofibre or Ecofibre's share registry provider, Link Market Services Limited, by 9am (AEDT) on Wednesday, 17 November 2021, and can be submitted online, by mail, by fax or in person. There will also be the opportunity for some questions to be raised verbally by a designated phone line.

In light of the COVID-19 pandemic, we encourage shareholders to monitor the ASX and Ecofibre's website for updates (if any) post the issuing of this Notice of Annual General Meeting.

If you are unable to virtually attend the AGM, please complete and return the enclosed proxy form in accordance with the specified directions in this Notice of Annual General Meeting and on the proxy form. This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Notes.

Attendance via online platform

We recommend logging in to the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM by entering https://agmlive.link/EOF21 into a web browser on your computer or online device.

Log in to the virtual meeting platform using your full name, email address and company name (if applicable). To submit votes or questions, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need their proxy code which Link Market Services will provide via email on the day before the AGM.

Further information on how to participate virtually is set out in the Virtual Meeting Online Guide available at https://ecofibre.com/investors/asx-announcements/.

ITEMS OF BUSINESS

Consideration of Reports

To receive and consider the Company's Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2021.

Questions and Comments

Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer any questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit of the Financial Report.

A list of relevant written questions submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

Voting Items

Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non binding ordinary resolution:

"That the Company's Remuneration Report for the year ended 30 June 2021, as set out in the Company's 2021 Annual Report, be adopted"

The Remuneration Report is contained in the 2021 Annual Report (available at www.ecofibre.com).

Please note that in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement applicable to Resolution 1

Ecofibre will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2021 Remuneration Report; or
- a closely related party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 - Election of Director: Jon Meadmore

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

"That Mr Jon Meadmore, who retires as a Director in accordance with Ecofibre's Constitution and, being eligible, be elected as a Director of the Company."

Resolution 3 – Election of Director: Bruce Robinson

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

"That Mr Bruce Robinson, AC, being eligible, be elected as a Director of the Company."

Resolution 4 – Election of Director: Vanessa Wallace

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

"That Ms. Vanessa Wallace, being eligible, be elected as a Director of the Company."

Resolution 5(a) – Issue of Director Options: Jon Meadmore

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

'That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 173,700 Options to Jon Meadmore under the Company's Employee Share and Option Plan (Share and Option Plan) on the terms and conditions set out in the Explanatory Notes.'

Resolution 5(b) – Issue of Director Options: Vanessa Wallace

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

'That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 386,001 Options to Vanessa Wallace under the Share and Option Plan on the terms and conditions set out in the Explanatory Notes.'

Resolution 5(c) – Issue of Director Options: Kristi Woolrych

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

'That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 144,750 Options to Kristi Woolrych under the Share and Option Plan on the terms and conditions set out in the Explanatory Notes.'

Resolution 5(d) – Issue of Director Options: Bruce Robinson

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

'That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 144,750 Options to Bruce Robinson under the Share and Option Plan on the terms and conditions set out in the Explanatory Notes.'

Voting Exclusion Statement applicable to Resolution 5(a)-(d)

The Company will disregard any votes cast in favour of:

- (a) Resolution 5(a) by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Share and Option Plan, or any of their respective associates;
- (b) Resolution 5(b) by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Share and Option Plan, or any of their respective associates;
- (c) Resolution 5(c) by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Share and Option Plan, or any of their respective associates; and
- (d) Resolution 5(d) by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Share and Option Plan, or any of their respective associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in respect of Resolution 5(a), (b) (c) and (d), in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the voting prohibition statement above (section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution. If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

EXPLANATORY NOTES

The Explanatory Notes that follow form part of the Notice of Meeting and provide important information regarding the items of business to be considered at the AGM.

The Directors recommend that Shareholders read these Explanatory Notes before determining voting on the Resolutions in the Notice of Meeting. If you have any questions regarding the matters set out in these Explanatory Notes, please contact the Company Secretary, your stockbroker, your accountant, your solicitor or other professional adviser.

This Notice of Meeting has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of this Notice of Meeting may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Notice of Meeting should inform themselves of, and observe, any such restrictions.

To assist the Company to conduct the Meeting, the Company may collect personal information including names, contact details and shareholding details of Shareholders and the names of persons appointed by Shareholders to act as a proxy at the Meeting. Personal information of this nature may be disclosed by the Company to its share registry, print and mail service providers, and the Company's advisors and relevant agents. Shareholders have certain rights to access their personal information that has been collected and should contact the Company Secretary if they wish to access their personal information.

Consideration of Reports

The laws in Australia require public companies to lay before the AGM the company's financial report (or statements) and the report of the Directors and Auditor for the year.

This item does not require a formal resolution to be put to the Meeting. However shareholders will be a given reasonable opportunity to ask questions about, or make comments on, the Reports and the management of the Company.

Shareholders can access a copy of the Company's 2021 Annual Report at www.ecofibre.com.

Voting Items

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolutions 2 through 4, relating to the election of Directors, are ordinary resolutions which are carried if a simple majority of votes cast on the resolution by Shareholders entitled to vote on the Resolution are in favour.

Resolution 5, relating to the issue of Options, is an ordinary resolution which is carried if a simple majority of the votes cast on the resolution by Shareholders entitled to vote on the Resolution are in favour.

Resolution 1 – Adoption of the Remuneration Report

Background

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Company's 2021 Remuneration Report.

The Remuneration Report is contained in the Company's 2021 Annual Report, and starts on page 34. You can view the 2021 Annual Report on the Company's website (www.ecofibre.com) or by contacting Ecofibre's share registry, Link Market Services.

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and other key management personnel be put to the vote of Shareholders for adoption by way of a non-binding vote. The vote is only advisory, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company for future years.

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

Board recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in respect of Resolution 1.

Resolution 2 – Election of Director: Jon Meadmore

Background

ASX Listing Rule 14.5 requires the Company to hold an election of Directors at each AGM and that at least one director stand for election or re-election at the AGM.

In addition, Clause 15.6 of the Constitution requires that, at the close of each AGM one-third of the Directors retire. The Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last election.

Pursuant to Clause 17.1(h) of the Constitution, the Company's managing director is not subject to retirement by rotation and is not to be taken into account in determining the rotation of retirement of Directors.

Barry Lambert will retire as a director at the end of the AGM, and therefore, Jon Meadmore will be the Director who has been longest in office since his last election at the 2019 AGM.

The Board reviews the performance of the directors seeking re-election at the AGM, and considers that Jon Meadmore continues to make valuable contributions to the Board and the Company.

Jon Meadmore
Non-Executive Director



Jon has been a director of Ecofibre Limited since October 2017, and chairs the Company's Audit, Risk and Compliance Committee. The Board has determined that Jon is an independent director.

Jon is a Brisbane based commercial partner of law firm, Colin Biggers & Paisley. He is the joint leader of the corporate group, having practised law for over 25 years.

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

Board recommendation

The Board (Jon Meadmore abstaining) recommends that Shareholders vote in favour of the resolution.

Resolution 3 – Election of Director: Bruce Robinson

Background

Bruce Robinson was appointed to the Board on March 4, 2021. Pursuant to Clause 15.5 of the Constitution, Mr. Robinson holds office until the end of the next annual general meeting of the Company following his appointment, at which meeting he may be re-elected.

Bruce Robinson, AC
Non-Executive Director



Bruce has been a director of Ecofibre Limited since March 4, 2021, and chairs the Company's Health and Government Relations Committee. The Board has determined that Bruce is an independent director.

Bruce has over 25 years leadership experience as a board director, academic physician and scientist across research, healthcare and medicine, and tertiary education. He has extensive experience covering academia, government, public and private health providers, research institutes and philanthropic organisations.

Bruce is currently a director of ASX listed companies Cochlear and MaynePharma, and also QBiotics, a drug development company.

Since 2015 Professor Robinson has chaired the Australian Government's National Health and Medical Research Council, and the Medical Benefits Schedule Review Task Force.

 $The \ Chairman \ of \ the \ meeting \ in tends \ to \ vote \ undirected \ proxies \ in \ favour \ of \ this \ resolution.$

Board recommendation

The Board (Bruce Robinson abstaining) recommends that Shareholders vote in favour of the resolution.

Resolution 4 – Election of Director: Vanessa Wallace

Background

Vanessa Wallace was appointed to the Board effective July 1, 2021. Pursuant to Clause 15.5 of the Constitution, Ms. Wallace holds office until the end of the next annual general meeting of the Company following her appointment, at which meeting she may be re-elected.

Vanessa Wallace Non-Executive Director



Vanessa has been a director and deputy chair of Ecofibre Limited since July 1, 2021, and will become the Chair of the Board upon Barry Lambert's retirement. She will also Chair the Company's Remuneration and Nomination Committee. The Board has determined that Vanessa is an independent director.

Vanessa has a long track record as a Director of listed and unlisted companies operating with significant operations both in Australia and global markets, including Wesfarmers Limited, SEEK Limited, Doctor Care Anywhere PLC and Palladium Pty Ltd. She has previously been Chair of AMP Capital and is currently Chair of Drop Bio Pty Ltd, an innovative digital health business.

Her executive career included almost 30 years as a strategy management consultant, where she focused on financial services, health and consumer product industries. Vanessa was a Senior Partner and member of the Booz & Company Global Board and Executive Chairman of the business in Japan for 4 years.

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

Board recommendation

The Board (Vanessa Wallace abstaining) recommends that Shareholders vote in favour of the resolution.

Resolutions 5(a)-(d) – Issue of Options

Background

As the Company enters its next era as a portfolio business, with a new Board seeking to leverage the platform laid into sustainable value growth, the Directors consider that the non-Executive Director remuneration mix should align with shareholders' interests and enable the Company to attract and retain the best Directors whilst conserving cash.

Consequently, Jon Meadmore, Vanessa Wallace, Kristi Woolrych and Bruce Robinson (Non-Executive Directors) have agreed to reduce their cash Directors' fees over 36 months as follows:

Non-Executive Director	Annual cash fee reduction	Cash fee reduction over 36 months
Jon Meadmore	\$22,500 p.a	\$67,500
Vanessa Wallace	\$50,000 p.a	\$150,000
Kristi Woolrych	\$18,750 p.a	\$56,250
Bruce Robinson	\$18,750 p.a	\$56,250
Total		\$330,000

Subject to obtaining Shareholder approval in accordance with Resolution 5 of the Notice of Annual General Meeting, Ecofibre will issue 849,201 unquoted Options to the Non-Executive Directors or their respective nominees, as follows:

Non-Executive Director	Options
Jon Meadmore	173,700
Vanessa Wallace	386,001
Kristi Woolrych	144,750
Bruce Robinson	144,750
Total	849,201

The estimated fair value of each Option is \$0.3886, as set out in Schedule 1.

Equity-based remuneration, including options in-lieu of cash, are typical in sectors where longer dated investments, such as research & development, are part of the business model. The non-interested Directors consider that governance is not compromised by the issue of the Options, because no performance conditions apply.

If a Non-Executive Director retires mid-term, their Options issued will be pro-rated based on time in role, except where there is misconduct on the part of the retiring Director.

Ecofibre may also grant Options to future directors, usually at the start of their tenure, subject to requisite shareholder approvals subsequently being obtained.

Resolutions 5 (a) to (d) seek Shareholder approval for the issue of 849,201 Options under the Share and Option Plan to the Non-Executive Directors. The Options are to be issued under the Company's Share and Option Plan, the terms of which were summarised in the Company's 2019 IPO Prospectus.

Regulatory matters

Related Party Transactions and the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the relevant provisions of the Corporations Act; or
- (b) prior Shareholder approval is obtained to the giving of the financial benefit.

The Non-Executive Directors are each related parties of the Company for the purposes of Chapter 2E of the Corporations Act. The issue of Options constitutes a "financial benefit" as defined in the Corporations Act (section 229), notwithstanding that there will be a proportionate reduction in cash fees.

One of the exceptions contemplated in paragraph (a) above is Section 211 of the Corporations Act, which provides an exception to obtaining Shareholder approval for giving a financial benefit to a related party under Chapter 2E, if the financial benefit constitutes reasonable remuneration.

The non-interested Directors have formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Options, as the exception in section 211 of the Corporations Act, applies. The Options are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

ASX Listing Rule 10.14

The Company is proposing to issue Options to each of the non-Executive Directors under the Employee Share and Option Plan (the Issue). Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) (10.14.1) a director of the Company;
- (b) (10.14.2) an associate of a director of the Company;
- (c) (10.14.3) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by the Shareholders.

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Each of Resolutions 5(a), 5(b), 5(c) and 5(d) seeks the required Shareholder approval to the Issue under and for the purposes of Listing Rule 10.14 in relation to each of the Non-Executive Directors.

If each of Resolutions 5(a), 5(b), 5(c) and 5(d) is passed, the Company will be able to proceed with the Issue, and the Issue will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1

If any of Resolutions 5(a), 5(b), 5(c) or 5(d) is not passed, the Company will not be able to proceed with the Issue in relation to the relevant Non-Executive Director and the Company may need to consider other forms of remuneration for that Non-Executive Director, including payment of cash.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.2, exception 14, provides that an issue of securities made with the approval of its Shareholders under Listing Rule 10.11 or 10.14, will not be included in calculating the Company's capacity under Listing Rule 7.1.

If each of Resolutions 5(a), 5(b), 5(c) and 5(d) is passed, the Issue will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.

Specific information required by Listing Rule 10.15

Under and for the purposes of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Options:

Name of person to whom Securities will be issued	Jon Meadmore Vanessa Wallace Kristi Woolrych Bruce Robinson
Category in Listing Rules 10.14.1–10.14.3 the abovementioned persons fall within and why	10.14.1 - each is a Director
Number and class of securities to be issued	Jon Meadmore - 173,700 Options Vanessa Wallace - 386,001 Options Kristi Woolrych - 144,750 Options Bruce Robinson - 144,750 Options
Each person's current total remuneration package (prior to cash fee reduction)	Jon Meadmore - \$90,000 Vanessa Wallace - \$100,000, increasing to \$200,000 on becoming Chairman of the Company Kristi Woolrych - \$75,000 Bruce Robinson - \$75,000
Number of securities previously issued to each person under the Share and Option Plan	Jon Meadmore - Nil Vanessa Wallace - Nil Kristi Woolrych - Nil Bruce Robinson - Nil
Why are Options being issued?	The Non-Executive Directors have agreed to take a portion of their cash remuneration in Options to enable the Company to secure directors with a high level of experience cash-effectively and to increase alignment with the Company and its shareholders.
Value of the Options	The Company has undertaken a valuation of the Options using a Black Scholes valuation model, as set out in Schedule 1. The methodology and assumptions of the valuation have been reviewed by the Company's auditors. The estimated fair value of an Option on the date of issue is \$0.3886. The aggregate value of each person's Options (as set out in Schedule 1) are: Jon Meadmore - \$67,500 Vanessa Wallace - \$150,000 Kristi Woolrych - \$56,250 Bruce Robinson - \$56,250

Date of issue	The Options will be issued no later than 30 days after the date of the Meeting.
Issue Price	The Options will have an issue price of nil, as they will be issued as part of each Non-Executive Director's remuneration package.
Summary of Material Terms	Each Option is a call option allowing the holder to acquire fully paid ordinary shares in the Company at an exercise price of \$0.83 per share, which is the 5-day volume weighted average price of the Company's shares as at close of business on Friday 15 October 2021.
	Each Option vests 34 months after its date of issue, and may be exercised within seven days of the vesting date, and is otherwise issued on the terms and conditions set out below.
Summary of the material terms of any loan that will be made to the person	No loans are to be made.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

Details of any securities issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 5(a)-(d) are approved and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

Terms of Options

The Options are issued on the following terms:

- (a) Each Director Option entitles the holder to one fully paid ordinary share in the capital of the Company.
- (b) The Options vest 34 months after the date of their issue and can be exercised within 7 days of that vesting date.
 - If a holder ceases to be a Director, in the absence of misconduct by the holder giving rise to his or her ceasing to be a Director, the Options will vest on the date of cessation and the number of options pro-rated for the period of time between the date of their issue and ceasing to be a Director. The options can be exercised within 7 days of the cessation date.
- (c) The exercise price of the Options is \$0.83 each (Exercise Price).
- (d) The Directors may, at their discretion, permit cashless exercise of the Options. In that case, the holder will not be required to make cash payment of the Exercise Price of the Options; instead, the holder may exercise the vested Options without any upfront payment and then sell some or all of his or her Shares issued upon exercise of the Options and remit the sale proceeds to the Company as payment of the Exercise Price.

- (e) The Options will not be quoted on any securities exchange.
- (f) The Options are transferable, subject to approval by the Board at its discretion and the requirements of the Corporations Act, the ASX Listing Rules and any other applicable law or regulation.
- (g) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company will apply to the ASX for all Shares issued pursuant to the exercise of the Options to be admitted to quotation.
- (h) In the event of a pro rata entitlements issue to the Company's Shareholders, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (i) In the event of a bonus issue, the number of Shares over which the Director Option is exercisable will be increased by the number of Shares which the Director Option holder would have received if the Director Option had been exercised before the record date for the bonus issue.
- (j) In the event of any reorganisation of the capital of the Company (including consolidation, subdivisions, reduction or return) the rights of a Director Option holder will be changed to extent necessary to comply with the Listing Rules of the ASX applying to a reorganisation of the capital at the time of the reorganisation.
- (k) There are no participating rights or entitlements inherent in the Options. Holders will not be entitled to participate in new issues of capital offered to the Company's shareholders during the term of the Options. However, the Company will send a notice to the Director Option holder in accordance with the Listing Rules before the record date of any new issues of capital offered to the Company's shareholders in order to give the holder the opportunity, if the relevant Options have vested, to exercise their Options prior to the date for determining entitlements to participate in any such issue.

Board recommendation

Resolution 5 (a) to (d) (inclusive) are ordinary Resolutions. The Board, excluding Mr Jon Meadmore, Ms Vanessa Wallace, Ms Kristi Woolrych and Mr Bruce Robinson, who decline to make a recommendation due to their material personal interest in the outcome of the Resolutions, recommends that Shareholders vote in favour of Resolutions 5(a) to (d).

VOTING INSTRUCTIONS

Entitlement to Attend and Vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons entitled to attend and vote at the Meeting as a Shareholder are those persons who are registered holders of shares of the Company at 7pm (Sydney time) on 17 November 2021.

The Company encourages you to register your voting instructions in one of the ways detailed below.

All Resolutions will be by Poll

As Shareholders are participating virtually in the AGM, each resolution considered at the AGM will be conducted by a poll.

Voting by proxy

- If you are a Shareholder entitled to attend and vote at the AGM, you may appoint an individual or a body 1. corporate as a proxy to vote on your behalf by completing the enclosed Proxy Form.
- 2. In accordance with section 249L of the Corporations Act, members are advised that:
 - each member has a right to appoint a proxy; (a)
 - the proxy need not be a member of the Company; and (b)
 - (c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with clause 14.3(d) of the Constitution, each proxy may exercise one-half of the votes.
- 3. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
 - the full name of the body corporate appointed as proxy; and (a)
 - (b) the full name or title of the individual representative of the body corporate to attend the Meeting.
- 4. Proxy appointments in favour of the Chairman will be voted by the Chairman in favour of each of the Resolutions proposed in this Notice. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- 5. You can appoint a member of the Company's Key Management Personnel or their closely related parties, to vote as your proxy. However, unless the person is the Chairman of the meeting, they will not be able to vote as proxy on Resolution 2 unless you direct them on how to vote by marking the voting boxes on the proxy form for that item.
- 6. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.

Voting by Corporate Representative

7. A body corporate that is a Shareholder, or that has been appointed as a proxy, must ensure that it appoints an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the General Meeting, evidence of appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Voting by Attorney

8. A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, Clause 14.8 of the Constitution requires that the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 2:00 pm on 12 November 2019.

Lodgement

- 9. To be effective, your Proxy Form must be received by the Company no later than **9:00 am** (Sydney time) on **17 November 2021** by one of the following methods:
 - (a) by post using the pre-addressed envelope provided with this Notice to:

Ecofibre Limited c/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

(b) by faxing to:

Ecofibre Limited, on 02 9287 0309 (within Australia); or +61 2 9287 0309 (outside Australia)

(c) online, by visiting:

www.linkmarketservices.com.au and logging in using the SRN or HIN Number found on the front of your accompanying Proxy Form.

 $The \ Company \ reserves \ the \ right \ to \ declare \ invalid \ any \ Proxy \ Form \ not \ received \ by \ one \ of \ the \ above \ methods.$

GLOSSARY



In this Explanatory Statement and the Notice of Meeting:

AEDT means Australian Eastern Daylight Time.

ASX means the Australian Securities Exchange operated by ASX

Limited ACN 008 624 691 and includes any successor body.

ASX Listing Rules means the listing rules of the ASX from time to time.

Board means the Company's board of Directors

means the chair of the General Meeting. Chairman

Company means Ecofibre Limited ACN 140 245 263

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Notes means the Explanatory Notes that accompany and forms

part of the Notice of Meeting.

Meeting or AGM means the annual general meeting of the Company the

subject of this Notice of Meeting.

Notice of Meeting means the notice of meeting which these Explanatory Notes

or Notice accompany.

Proxy Form means the proxy form accompanying this Notice or an

equivalent online electronic proxy form.

Resolution Resolution means the resolutions in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

Schedule 1 - Options Valuation

The Options to be issued to the Non-Executive Directors pursuant to the resolutions which form part of Resolutions 5(a)-(d) have been valued according to the Black Scholes valuation model on the following assumptions:

Non-Executive Directors	Jon Meadmore	Vanessa Wallace	Kristi Woolrych	Bruce Robinson
Number of Options	173,700	386,001	144,750	144,750
Assumed EOF share price at date of issue	\$0.83	\$0.83	\$0.83	\$0.83
Market value of underlying shares at time of setting exercise price (5 day VWAP to 15 October 2021)	\$0.83	\$0.83	\$0.83	\$0.83
Exercise price premium to market value	Nil	Nil	Nil	Nil
Estimated annual volatility of EOF shares at date of issue (based on the 24 months to 15 October 2021)	74.19%	74.19%	74.19%	74.19%
Expiry period (set to approximately coincide with the date of the notice of meeting for the Company's AGM in 3 years time)	34 month term + 7 day exercise period			
Period over which cash fees reduced (set to approximately coincide with the 3 year anniversary of the date of issue of the options)	36 months	36 months	36 months	36 months
Risk free interest rate	0.175%	0.175%	0.175%	0.175%
Annualised dividend yield	Nil	Nil	Nil	Nil
Estimated value of each Option	\$0.3886	\$0.3886	\$0.3886	\$0.3886
Estimated aggregate value of Options at date of issue	\$67,500	\$150,000	\$56,250	\$56,250

The Options Valuation which is summarised in this Schedule 1 has been reviewed by the Company's auditors, William Buck. The auditors have confirmed to the non-interested Directors and the Board that the valuation methodology is appropriate and that the input assumptions are reasonable.



LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

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BY MAIL

Ecofibre Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

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BY HAND

Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO



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PROXY FORM

I/We being a member(s) of Ecofibre Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box) **OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

TEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am (AEDT) on Friday, 19 November 2021 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://agmlive.link/E0F21 (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1 and each of Resolutions 5(a)-(d): If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of those Resolutions, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

If you are acting solely as a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary you confirm by completing this form that the beneficiary has provided written confirmation that the beneficiary is not excluded from voting and is not an associate of a person excluded from any voting

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions	For Against Abstain*	Director Options	For Against Abstain*
1 Adoption of the Remuneration Report		5a Issue of Director Options: Jon Meadmore	
2 Re-election of Director: Jon Meadmore		5b Issue of Director Options: Vanessa Wallace	
3 Election of Director: Bruce Robinson		5c Issue of Director Options: Kristi Woolrych	
4 Election of Director: Vanessa Wallace		5d Issue of Director Options: Bruce Robinson	
*16			

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If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 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 placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AEDT) on Wednesday, 17 November 2021,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Ecofibre Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309

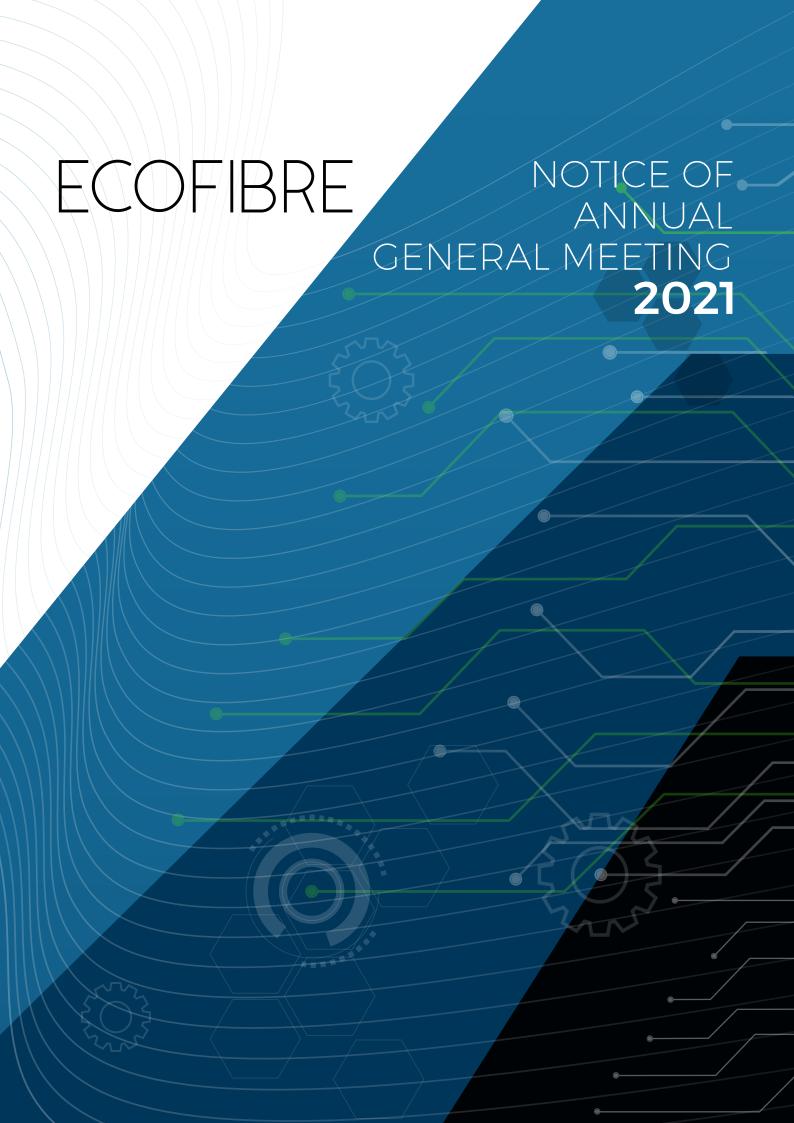


BY HAND

delivering it to Link Market Services Limited* Level 12 680 George Street Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions







Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome Version 44 & 45 and after
- Firefox 40.0.2 and after
- Safari OS X v10.9
 & OS X v10.10 and after
- Internet Explorer 9 and up

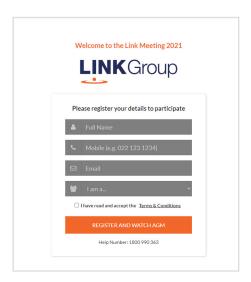
To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Virtual Meeting Online Guide



Step 1

Open your web browser and go to https://agmlive.link/EOF21

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue 'Register and Watch Meeting' button.

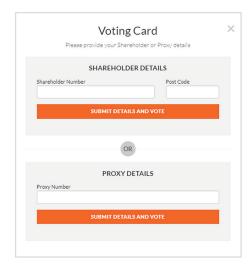
- On the left a live audio webcast of the Meeting
- On the right the presentation slides that will be addressed during the Meeting
- At the bottom buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

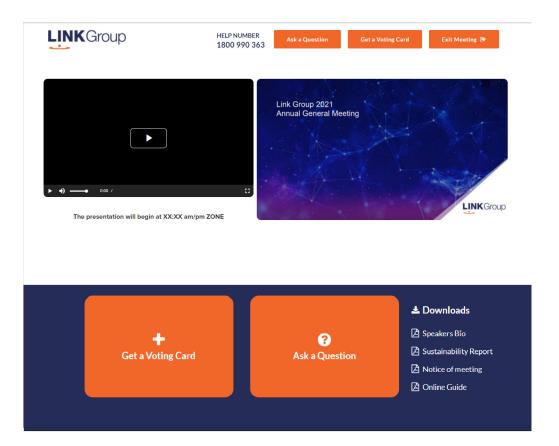


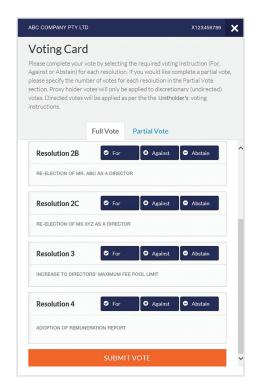
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.





Full Votes

To submit a full vote on a resolution ensure you are in the 'Full Vote' tab. Place your vote by clicking on the 'For', 'Against', or 'Abstain' voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the 'Partial Vote' tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the 'Submit Vote' or 'Submit Partial Vote' button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on 'Edit Card'. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

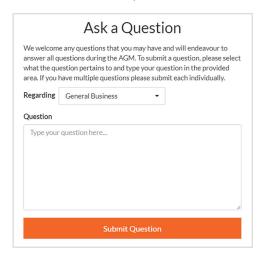
Virtual Meeting Online Guide

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



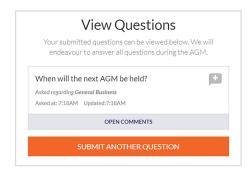
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 9:00am (AEDT) on 17 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: Conference Call Number: 1800 870 861 International Number: +61 2 9189 8866

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a securityholder and allow you to ask a question.

Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to press *1 on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can lower your hand by pressing *2 on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.