



Leaf Resources Limited

ABN: 18 074 969 056

## **NOTICE OF GENERAL MEETING**

Thursday 15<sup>th</sup> December 2016

2.00pm (Brisbane Time)

Grant Thornton, Sir Samuel Griffith Boardroom,  
Level 18, 145 Ann St, Brisbane, Queensland, Australia

## LETTER FROM THE CHAIRMAN

Dear Member

Leaf Resources continues to make good progress on all fronts since our last update at the AGM in October. In particular, the scoping work for potential sites and biomass supplies for biorefineries in Malaysia and south east USA is on track as is the generation and assembly of information required for independent engineering certification. We have also successfully raised \$2.25 million through the placement of shares to sophisticated, professional and institutional investors with the capital being largely used to fund activities associated with commercialisation of our proprietary Glycell™ process. We have also welcomed Mr Doug Rathbone to the Board. In addition to having a stellar record of leading and growing the agri-chemical company Nufarm Ltd, Doug is highly regarded in the investment community.

The primary purpose of this letter is to provide further background to the resolutions to be presented at the EGM which has been called on December 15. Resolution 1 seeks shareholder approval for shares issued under the recent capital raise. Our new Director, Doug Rathbone participated in the placement and since he is considered to be a related party, separate shareholder approval is required (Resolution 3).

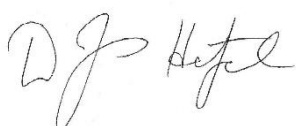
Resolutions 2 and 4-9 relate to the issue of shares and options in lieu of cash payments to Directors. Due to the challenges of raising equity capital for pre-revenue companies such as Leaf Resources without excessive dilution, the Board has pursued a policy of preserving cash where possible and making payments for services and remuneration by way of shares or options.

Resolution 2 relates to the issue of shares in lieu of payment of Director's fees to former Director, Charles Wilson. Resolutions 4&5 relate to consultancy fees paid to a firm associated with Doug Rathbone and resolution 7 relates to consultancy fees paid to a firm associated with Matt Morgan. These consultancy services are outside their roles as Directors and relate to the sourcing and securing of equity capital.

The issue of options to non executive Directors (Resolutions 6, 8 and 9) form part of their remuneration and are designed to provide incentives which are aligned with the creation of shareholder value. The options for Doug Rathbone (Resolution 6) were negotiated in October and priced at 14.5 cents (as per the recent share placement). These options were judged by other Directors to be appropriate given Doug's status and profile. The options for Matt Morgan (Resolution 8) and for myself (Resolution 9) were priced at 22 cents and are at a significant premium to the company's recent share price.

Shareholders are requested to consider the background information provided in this letter and in the Notice of Meeting before making their voting decisions.

Yours sincerely



Dr Jay Hetzel  
Chairman

## NOTICE OF GENERAL MEETING

A General Meeting of Leaf Resources Limited (**Company**) will be held at 2:00pm (Brisbane time) on Thursday 15 December 2016 at Grant Thornton, Sir Samuel Griffith Boardroom, Level 18, 145 Ann St, Brisbane, Queensland for the purpose of transacting the business set out in this notice.

## SPECIAL BUSINESS

### Item 1: Approval of previous issue of Shares

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Members approve the previous issue of 14,556,342 Shares at \$0.145 per Share on 8 November 2016 to certain sophisticated, professional and institutional investors (who are not related parties of the Company) on the terms and conditions set out in the accompanying Explanatory Statement."*

### Item 2: Approval of issue of Shares to former Director, Charles Wilson

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 83,458 Shares at \$0.155 per Share to Mr Charles Wilson, a former Director, as settlement for Director's fees owing to him for the period 1 July 2016 to 31 October 2016 on the terms and conditions set out in the Explanatory Statement."*

### Item 3: Approval of issue of Shares to Grapefull Pty Ltd

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 689,656 Shares at \$0.145 per Share pursuant to an investment of \$100,000 by Grapefull Pty Ltd, an entity controlled by Director Mr Doug Rathbone, on the terms and conditions set out in the Explanatory Statement."*

### Item 4: Approval of issue of Shares to RWG Consulting as part payment for advisory and consultancy fees

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 144,828 Shares at \$0.145 per Share to RWG Consulting as part payment for advisory and consultancy fees, an entity controlled by Director Mr Doug Rathbone, on the terms and conditions set out in the Explanatory Statement."*

### Item 5: Approval of issue of Options to RWG Consulting

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 2,000,000 Options to RWG Consulting, an entity controlled by Director Mr Doug Rathbone, on the terms and conditions set out in the Explanatory Statement."*

### Item 6: Approval of issue of Options to Director, Doug Rathbone

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 1,000,000 Options to Mr Doug Rathbone or his nominee, on the terms and conditions set out in the Explanatory Statement."*

### **Item 7: Approval of issue of Shares to Olivab Pty Ltd as payment for consulting fees**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 172,414 Shares at \$0.145 per Share to Olivab Pty Ltd as part payment for consulting fees, an entity controlled by Director Mr Matthew Morgan, on the terms and conditions set out in the Explanatory Statement."*

### **Item 8: Approval of issue of Options to Director, Matthew Morgan**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 800,000 Options to Mr Matthew Morgan or his nominee, on the terms and conditions set out in the Explanatory Statement."*

### **Item 9: Approval of issue of Options to Director, Jay Hetzel**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Members approve the issue of 1,200,000 Options to Dr Jay Hetzel or his nominee, on the terms and conditions set out in the Explanatory Statement."*

## **DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE**

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Directors have determined that persons who are registered holders of Shares in the Company as at 11:00pm (Brisbane time) on Tuesday 13 December 2016 will be entitled to attend and vote at the Meeting as a Member. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, Members have one vote for every Share held (subject to the restrictions on voting referred to on pages 5 and 6).

## **PROXIES**

If you are a Member entitled to attend and vote, you may choose to appoint a proxy.

The proxy need not be a Member of the Company. A Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Member's votes.

If you want to appoint one proxy, please use the form provided. If you want to appoint a second proxy, an additional voting form may be obtained from the Company's share registry (refer to the contact details below) or you may copy the voting form.

To be effective, the voting form, together with the original or a certified copy of the power of attorney (if any) under which the voting form is signed, must be received no later than 2:00pm (Brisbane time) on Tuesday 13 December 2016 (48 hours before the commencement of the Meeting).

Please refer to the enclosed voting form for completion and lodgement instructions.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.**

### CORPORATE REPRESENTATIVES

A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001 (Cth)* in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the company before the Meeting.

### ADMISSION TO MEETING

Members who will be attending the Meeting, and not appointing a proxy, are asked to bring the voting form to the Meeting to facilitate prompt admission.

Members who will not be attending the Meeting are encouraged to complete and return the voting form for each of their holdings of Shares.

If necessary, a replacement voting form may be obtained from the Company's share registry (refer to the contact details below).

### QUESTIONS AND COMMENTS BY MEMBERS AT THE MEETING

In accordance with the *Corporations Act 2001 (Cth)*, a reasonable opportunity will be given to Members to direct questions to the Chairman about, or to make comments on, the management of the Company at the Meeting.

### CONTACT DETAILS FOR SHARE REGISTRY

**Mail:** Leaf Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

**Telephone:** +61 (2) 8280 7454

**Facsimile:** +61 (2) 9287 0309

**Email:** [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

### VOTING EXCLUSION STATEMENT

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on:

**Resolution 1 by:**

- a) any person who participated in the issue; and
- b) any associate of such person.

**Resolution 2 by:**

- a) Charles Wilson and any associate of Charles Wilson; and
- b) a member of the key management personnel (**KMP**) or a closely related party (**CRP**) appointed as a proxy, unless the appointment specifies the way the person is to vote on resolution 2.

**Resolution 3 by:**

Grapefull Pty Ltd and any associate of Grapefull Pty Ltd (including Doug Rathbone).

**Resolutions 4 and 5 by:**

- a) RWG Consulting and any associate of RWG Consulting (including Doug Rathbone); and

- b) a member of the KMP or a CRP appointed as a proxy, unless the appointment specifies the way the person is to vote on resolution 4 or 5.

**Resolution 6 by:**

- a) Doug Rathbone and any associate of Doug Rathbone; and
- b) a member of the KMP or a CRP appointed as a proxy, unless the appointment specifies the way the person is to vote on resolution 6.

**Resolution 7 by:**

- a) Olivab Pty Ltd and any associate of Olivab Pty Ltd (including Matthew Morgan); and
- b) a member of the KMP or a CRP appointed as a proxy, unless the appointment specifies the way the person is to vote on resolution 7.

**Resolution 8 by:**

- a) Matthew Morgan and any associate of Matthew Morgan; and
- b) a member of the KMP or a CRP appointed as a proxy, unless the appointment specifies the way the person is to vote on resolution 8.

**Resolution 9 by:**

- a) Dr Jay Hetzel and any associate of Dr Jay Hetzel; and
- b) a member of the KMP or a CRP appointed as a proxy, unless the appointment specifies the way the person is to vote on resolution 9.

The Company need not disregard a vote if it is cast:

- c) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- d) 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).

**Please refer to the important information about the appointment of proxies.**

## EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

**By order of the Board of Directors**



Helen Pennisi  
Company Secretary

## EXPLANATORY STATEMENT

### Item 1: Approval of previous issue of Shares

ASX Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without Member approval. ASX Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of securities, those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 if the previous issue did not breach ASX Listing Rule 7.1.

On 8 November 2016 the Company issued Shares to a number of parties in reliance on its 15% capacity under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A approved by Members at the 2016 Annual General Meeting. The Company is seeking approval under ASX Listing Rule 7.4 for these previous issuances to reinstate the Company's capacity to issue securities up to 15% of its issued Shares without the approval of its Members in any 12-month period. In addition, if resolution 1 is approved by Members, it will reinstate the Company's capacity to issue up to an additional 10% of its issued Shares without the approval of Members in any 12 month period under ASX Listing Rule 7.1A.

<b>Number of Shares issued</b>	14,556,342
<b>Issue price</b>	\$0.145
<b>Terms of the Shares</b>	Fully paid ordinary shares
<b>Allotees</b>	Sophisticated, professional and institutional investors identified by the Company.
<b>Use of funds</b>	To provide additional working capital for the commercialisation of the Company's Glycell™ process.

#### *Recommendation*

The Board recommends that Members vote in favour of resolution 1 and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

### Item 2: Approval of issue of Shares to former Director, Charles Wilson

In order to preserve the Company's working capital, Charles Wilson, a former Director of the Company, has agreed to accept payment of his Director's fees (net of statutory superannuation guarantee amounts) for the period 1 July 2016 to 31 October 2016 in the form of Shares. Charles Wilson is owed \$12,936 by the Company in relation to his Director's fees for this period. The number of Shares to be issued to Mr Wilson will be determined by dividing \$12,936 by \$0.155, being the VWAP of Shares over the four-month period during which his fees accrued.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party. Mr Wilson is a related party of the Company as he was a Director within the past six months. Accordingly, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

1. The maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Mr Wilson is set out in the table below:

<b>Director</b>	<b>Total number of Shares held by Mr Wilson as at the date of this Notice</b>	<b>Maximum number of Shares to be issued to Mr Wilson under resolution 2</b>	<b>Total number of Shares and % voting power if Member approval for resolution 2 is obtained</b>
Charles Wilson	11,289,476	83,458	11,372,934 – 6.83%

- The Shares will be issued to Mr Wilson no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date.
- The Shares will be deemed to be issued at \$0.155 per Share. The value of Shares to be approved (at \$0.155 per Share) compared to Director remuneration foregone is set out as follows:

Director	Remuneration Foregone	Value of Shares to be approved
Charles Wilson	\$12,936	\$12,936

- The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- In addition to Shares, Mr Wilson also holds 375,000 Options in the Company.
- The primary purpose of the grant of Shares to Mr Wilson is to preserve cash resources of the Company and in lieu of payment of Director's fees as set out above. No funds will be raised from this share issue.

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 2 is approved, the issue of Shares to Mr Wilson will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board recommends that Members vote in favour of resolution 2, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a previous member of the KMP.

### **Item 3: Approval of issue of Shares to Grapefull Pty Ltd**

Mr Doug Rathbone was appointed by the Board as a Non-Executive Director on 1 November 2016. On 28 October 2016 Grapefull Pty Ltd, an entity controlled by Mr Rathbone, applied for Shares to the value of \$100,000. The application was made in conjunction with the Company's issue to sophisticated, professional and institutional investors on 8 November 2016 and on the same terms as that issue. The number of Shares to be issued to Grapefull Pty Ltd will be determined by dividing \$100,000, being the investment amount, by \$0.145, being the issue price of the Shares under the 8 November 2016 placement.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

- The related party is Grapefull Pty Ltd. Grapefull Pty Ltd is a related party of the Company as it is controlled by Director Doug Rathbone.
- The maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Grapefull Pty Ltd is set out in the table below:

Person	Total number of Shares held by Grapefull Pty Ltd as at the date of this Notice	Maximum number of Shares to be issued to Grapefull Pty Ltd under resolution 3	Total number of Shares and % voting power if Member approval for resolution 3 is obtained
Grapefull Pty Ltd	Nil	689,656	689,656 – 0.41%



- The Shares will be issued to Grapefull Pty Ltd no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date.
- The Shares will be deemed to be issued at \$0.145 per Share. The value of Shares to be approved (at \$0.145 per Share) compared the total investment amount is set out as follows:

Person	Total Investment Amount	Value of Shares to be approved
Grapefull Pty Ltd	\$100,000	\$100,000

- The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- At the date of this notice Mr Rathbone and his associates do not own any securities in the Company but if resolutions 4, 5 and 6 are approved at this Meeting, Mr Rathbone and his associates will be issued a further 144,828 Shares and a total of 3,000,000 Options.
- The primary purpose of the issue of Shares to Grapefull Pty Ltd is to provide additional working capital for the commercialisation of the Company's Glycell™ process.

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 3 is approved, the issue of Shares to Grapefull Pty Ltd will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Doug Rathbone abstaining) recommends that Members vote in favour of resolution 3, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

#### **Item 4: Approval of issue of Shares to RWG Consulting as part payment of advisory and consultancy fees**

In order to preserve the Company's working capital, RWG Consulting, an associate of Director Doug Rathbone, has agreed to accept part of its fee under an agreement with the Company in the form of Shares. The amount of advisory and consultancy fees to be settled in Shares is \$21,000. The number of Shares to be issued to RWG Consulting will be determined by dividing \$21,000 by \$0.145, being the issue price of the Shares under the 8 November 2016 placement to sophisticated, professional and institutional investors.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

- The related party is RWG Consulting. RWG Consulting is a related party of the Company as it is controlled by Director Doug Rathbone.
- The maximum number of Shares (being the nature of the financial benefit being provided) to be issued to RWG Consulting is set out in the table below:

Person	Total number of Shares held by RWG Consulting as at the date of this Notice	Maximum number of Shares to be issued to RWG Consulting under resolution 4	Total number of Shares and % voting power if Member approval for resolution 4 is obtained
RWG Consulting	Nil	144,828	144,828 – 0.09%

3. The Shares will be issued to RWG Consulting no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date.
4. The Shares will be deemed to be issued at \$0.145 per Share. The value of Shares to be approved (at \$0.145 per Share) compared to the advisory and consulting fees foregone is set out as follows:

Person	Advisory and Consulting Fees Foregone	Value of Shares to be approved
RWG Consulting	\$21,000	\$21,000

5. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
6. At the date of this notice Mr Rathbone and his associates do not own any securities in the Company but if resolutions 3, 5 and 6 are approved at this Meeting, Mr Rathbone and his associates will be issued a further 689,656 Shares and total of 3,000,000 Options.
7. The primary purpose of the issue of Shares to RWG Consulting is to preserve cash resources of the Company and in lieu of payment of advisory and consultancy fees as set out above. No funds will be raised from this share issue.

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 4 is approved, the issue of Shares to RWG Consulting will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Doug Rathbone abstaining) recommends that Members vote in favour of resolution 4, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Item 5: Approval of issue of Options to RWG Consulting**

Members are asked to approve the issue of 2,000,000 Options to RWG Consulting, an associate of Doug Rathbone. The terms of the Options are detailed below. The exercise price has been determined as the issue price of Shares under the placement to sophisticated, professional and institutional investors on 8 November 2016. The terms of the Options issue were agreed by the Board, subject to Member approval, in negotiations with Mr Rathbone on the terms of his remuneration before he agreed to become a Director.

The Directors believe that the quantum and terms of Options to be issued to Doug Rathbone, subject to approval by the Members, is reasonable compared to several of its peers in the Australian technology sector and is consistent with Options issued to other personnel.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Board in seeking to achieve growth of the Share price and in the creation of value for Members. In addition, the Board also believes that incentivisation with Options is a prudent means of conserving the Company's available cash as is customary in the technology sector.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

Relevant relationship	RWG Consulting is an entity controlled by Director Doug Rathbone
Party to be issued Options	RWG Consulting.
Maximum number of Options to be issued to RWG Consulting	2,000,000
Issue date	No later than one month after approval has been given at the Meeting.
Price	The Options will be issued for nil consideration. The Options will have an exercise price of \$0.145, which will be payable on exercise of each Option for one Share in the Company. The exercise price is the same as the issue price of Shares under the 8 November 2016 placement.
Expiry date	5 years after the issue date.
Vesting terms	The Options will vest in three equal annual instalments. The first tranche will vest on the anniversary of the issue date. The options become exercisable immediately after they vest.
Terms of the Shares issued upon exercise	Fully paid ordinary shares
Use of funds raised	If any Options are exercised, the funds raised will be used to provide additional working capital for the commercialisation of the Company's Glycell™ process.

The terms of the Options issue are detailed in Annexure A

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 5 is approved, the issue of Shares to RWG Consulting will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Doug Rathbone abstaining) recommends that Members vote in favour of resolution 5, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Item 6: Approval of issue of Options to Director, Doug Rathbone**

Members are asked to approve the issue of 1,000,000 Options to Doug Rathbone or his nominee. The terms of the Options are detailed below. The exercise price has been determined as the issue price of Shares under the placement to sophisticated, professional and institutional investors on 8 November 2016. The terms of the Options issue were agreed by the Board, subject to Member approval, in negotiations with Mr Rathbone on the terms of his remuneration before he agreed to become a Director.

The Directors believe that the quantum and terms of Options to be issued to Doug Rathbone, subject to approval by the Members, is reasonable compared to several of its peers in the Australian technology sector and is consistent with Options issued to other personnel.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Board in seeking to achieve growth of the Share price and in the creation of value for Members. In addition, the Board also believes that incentivisation with Options is a prudent means of conserving the Company's available cash as is customary in the technology sector.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

Relevant relationship	Doug Rathbone is a Non-Executive Director
Party to be issued Options	Doug Rathbone or his nominee.
Maximum number of Options to be issued to Mr Rathbone	1,000,000
Issue date	No later than one month after approval has been given at the Meeting.
Price	The Options will be issued for nil consideration. The Options will have an exercise price of \$0.145, which will be payable on exercise of each Option for one Share in the Company. The exercise price is the same as the issue price of Shares under the 8 November 2016 placement.
Expiry date	5 years after the issue date.
Vesting terms	The Options will vest and become fully exercisable from the issue date.
Terms of the Shares issued upon exercise	Fully paid ordinary shares
Use of funds raised	If any Options are exercised, the funds raised will be used to provide additional working capital for the commercialisation of the Company's Glycell™ process.

The terms of the Options issue are detailed in Annexure B

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 6 is approved, the issue of Shares to Mr Rathbone will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Doug Rathbone abstaining) recommends that Members vote in favour of resolution 6, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Item 7: Approval of issue of Shares to Olivab Pty Ltd as payment for consulting fees**

In order to preserve the Company's working capital, Olivab Pty Ltd, an entity controlled by Director Matthew Morgan, has agreed to accept part of its consulting fee under an agreement with the Company in the form of Shares. The amount of consultancy fees to be settled in Shares is \$25,000. The number of Shares to be issued to Olivab Pty Ltd will be determined by dividing \$25,000 by \$0.145, being the issue price of the Shares under the 8 November 2016 placement to sophisticated, professional and institutional investors.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

1. The related party is Olivab Pty Ltd. Olivab Pty Ltd is a related party of the Company as it is controlled by Director Matthew Morgan.
2. The maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Olivab Pty Ltd is set out in the table below:

Person	Total number of Shares held by Olivab Pty Ltd, Mr Morgan and his associates as at the date of this Notice	Maximum number of Shares to be issued to Olivab Pty Ltd under resolution 7	Total number of Shares and % voting power if Member approval for resolution 7 is obtained
Olivab Pty Ltd	1,118,965	172,414	1,291,379 – 0.78%

3. The Shares will be issued to Olivab Pty Ltd no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date.
4. The Shares will be deemed to be issued at \$0.145 per Share. The value of Shares to be approved (at \$0.145 per Share) compared to the consulting fees foregone is set out as follows:

Person	Advisory and Consulting Fees Foregone	Value of Shares to be approved
Olivab Pty Ltd	\$25,000	\$25,000

5. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
6. In addition to Shares, Mr Morgan also holds 375,000 Options in the Company and if resolution 8 is approved at this Meeting, a further 800,000 Options will be issued to Mr Morgan or his nominee.
7. The primary purpose of the issue of Shares to Olivab Pty Ltd is to preserve cash resources of the Company and in lieu of payment of consulting fees as set out above. No funds will be raised from this Share issue.

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 7 is approved, the issue of Shares to Olivab Pty Ltd will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Matthew Morgan abstaining) recommends that Members vote in favour of resolution 7, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Item 8: Approval of issue of Options to Director, Matthew Morgan**

Members are asked to approve the issue of 800,000 Options to Matthew Morgan or his nominee. The terms of the Options are detailed below. The exercise price of \$0.22 has been determined at a 100% premium to the June 2016 VWAP of Shares of \$0.11 and a 42% premium on the July 2016 to October 2016 VWAP of Shares of \$0.155.

The Directors believe that the quantum and terms of Options to be issued to Matthew Morgan, subject to approval by the Members, is reasonable compared to several of its peers in the Australian technology sector and is consistent with Options issued to other personnel.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Board in seeking to achieve growth of the Share price and in the creation of value for Members. In addition, the Board also believes that incentivisation with Options is a prudent means of conserving the Company's available cash as is customary in the technology sector.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

Relevant relationship	Matthew Morgan is a Non-Executive Director
Party to be issued Options	Matthew Morgan or his nominee.
Maximum number of Options to be issued to Mr Morgan	800,000
Issue date	No later than one month after approval has been given at the Meeting.
Price	The Options will be issued for nil consideration. The Options will have an exercise price of \$0.22, which will be payable on exercise of each Option for one Share in the Company.
Expiry date	5 years after the issue date.
Vesting terms	The Options will vest and become fully exercisable from the issue date.
Terms of the Shares issued upon exercise	Fully paid ordinary shares
Use of funds raised	If any Options are exercised, the funds raised will be used to provide additional working capital for the commercialisation of the Company's Glycell™ process.

The terms of the Options issue are detailed in Annexure C

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 8 is approved, the issue of Shares to Mr Morgan will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Matthew Morgan abstaining) recommends that Members vote in favour of resolution 8, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Item 9: Approval of issue of Options to Director, Jay Hetzel**

Members are asked to approve the issue of 1,200,000 Options to Jay Hetzel or his nominee. The terms of the Options are detailed below. The exercise price of \$0.22 has been determined at a 100% premium to the June 2016 VWAP of Shares of \$0.11 and a 42% premium on the July 2016 to October 2016 VWAP of Shares of \$0.155.

The Directors believe that the quantum and terms of Options to be issued to Jay Hetzel, subject to approval by the Members, is reasonable compared to several of its peers in the Australian technology sector and is consistent with Options issued to other personnel.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Board in seeking to achieve growth of the Share price and in the creation of value for Members. In addition, the Board also believes that incentivisation with Options is a prudent means of conserving the Company's available cash as is customary in the technology sector.

ASX Listing Rule 10.11 requires Member approval to be obtained where an entity issues, or agrees to issue, securities to a related party.

As the proposed grant involves the issue of Shares to a related party of the Company, Member approval under ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issuance:

Relevant relationship	Dr Jay Hetzel is a Non-Executive Director
Party to be issued Options	Dr Jay Hetzel or his nominee.
Maximum number of Options to be issued to Dr Hetzel	1,200,000
Issue date	No later than one month after approval has been given at the Meeting.
Price	The Options will be issued for nil consideration. The Options will have an exercise price of \$0.22, which will be payable on exercise of each Option for one Share in the Company.
Expiry date	5 years after the issue date.
Vesting terms	The Options will vest and become fully exercisable from the issue date.
Terms of the Shares issued upon exercise	Fully paid ordinary shares
Use of funds raised	If any Options are exercised, the funds raised will be used to provide additional working capital for the commercialisation of the Company's Glycell™ process.

The terms of the Options issue are detailed in Annexure D

A separate approval under ASX Listing Rule 7.1 is not required as the ASX Listing Rules provide that an approval obtained under ASX Listing Rule 10.11 is treated as an approval for the purposes of ASX Listing Rule 7.1. Accordingly, if resolution 9 is approved, the issue of Shares to Mr Hetzel will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### *Recommendation*

The Board (Dr Jay Hetzel abstaining) recommends that Members vote in favour of resolution 9, and the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.



## Glossary

In this Explanatory Statement, and in the Notice, the following terms have the following meaning unless the context otherwise requires:

**ASX** means ASX Limited or the securities exchange operated by it, as the context requires.

**ASX Listing Rules** means the listing rules of ASX.

**Board** means the board of Directors.

**Company** means Leaf Resources Limited.

**Corporations Act** means Corporations Act 2001 (Cth).

**CRP** of a member of KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company that the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means the 'Explanatory Statement' set out in the second part of this document after the Notice.

**KMP** are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiaries, directly or indirectly, including any Director (whether executive or not).

**Meeting** means the general meeting of the Members convened pursuant to the Notice for the purposes of considering the resolutions set out in the Notice.

**Member** means a holder of Shares.

**Notice** means the 'Notice of General Meeting' set out in the first part of this document before the Explanatory Statement.

**Options** means an option to acquire Shares.

**Shares** means fully paid ordinary shares in the Company.

**VWAP** means volume weighted average price.



## Annexure A

Annexure A sets out the terms of the Options issues proposed as Resolution 5 at the General Meeting of Leaf Resources to be held on 15 December 2016.

Holder of Options	RWG Consulting
Total Options to be granted	2,000,000
Issue Date	No later than one month after approval has been given at the Meeting.
Entitlement to Shares	Each Option confers an entitlement to subscribe for and be issued one ordinary share in the capital of the Company, credited as fully paid, on payment of the Exercise Price specified below.
Exercise Conditions	No Options can be exercised unless and until the Options have vested.
Vesting	<p>The Options will vest in three equal annual instalments. The first tranche will vest on the anniversary of the issue date. The options become exercisable immediately after they vest.</p> <p>All Options which have not vested at the time periods described above, automatically lapse.</p>
Acceleration of vesting - Liquidity Events	<p>Notwithstanding the above, all Options vest immediately on the occurrence of a Liquidity Event.</p> <p>A Liquidity Event occurs if:</p> <ul style="list-style-type: none"> <li>• The Company disposes of the whole or substantially the whole of its property, business, assets or undertaking;</li> <li>• A Change of Control occurs in relation to the Company; or</li> <li>• Except in the context of a solvent reconstruction where underlying beneficial ownership remains substantially unchanged: <ul style="list-style-type: none"> <li>• the holders of all of the Shares in the Company of their Shares dispose of their Shares to a third party; or</li> <li>• if one of the shareholders in the Company acquire all of the Shares not held by that shareholder.</li> </ul> </li> </ul> <p>A <b>Change in Control</b> of the Company occurs if any person whose voting power (as that expression is defined in the Corporations Act 2001) in the Company on the date of Grant was 50% or less, increases that person's voting power to more than 50%.</p>

Exercise Period	<p>Each vested Option is exercisable at any time after the date on which they are first vested (the Vesting Date) and on or before 5pm (Brisbane time) on the date which is 5 years after the Grant Date (the Last Exercise Date).</p> <p>Options not exercised by the Last Exercise Date lapse. On an Option lapsing, all rights of the holder in respect of the Option cease and no consideration or compensation will be payable for or in relation to that lapse.</p>
Exercise Price	\$0.145 per Option
Minimum number of Options which can be exercised	The Option holder may exercise some or all of the vested Options held, but must exercise Options in minimum parcels of 1,000 shares.
Options personal to Participant	Options are personal to the holder and may not be transferred or exercised by any other person or body corporate except; with the prior written consent of the Board; or to the extent necessary to enable the holder's legal personal representative to exercise the Options in accordance with the terms of this offer.
Participation in new issues	The holder may participate in new issues of securities to holders of shares only if the Option has been exercised and a share has been issued in respect of the Option before the record date for determining entitlements to the new issue. The Company must give notice to the holder of any new issue not less than 10 business days before the record date for determining entitlements to the issue.

## Annexure B

Annexure B sets out the terms of the Options issues proposed as Resolution 6 at the General Meeting of Leaf Resources to be held on 15 December 2016.

Holder of Options	Doug Rathbone or his nominee
Total Options to be granted	1,000,000
Issue Date	No later than one month after approval has been given at the Meeting.
Entitlement to Shares	Each Option confers an entitlement to subscribe for and be issued one ordinary share in the capital of the Company, credited as fully paid, on payment of the Exercise Price specified below.
Exercise Conditions	No Options can be exercised unless and until the Options have vested.
Vesting	The Options will vest and become fully exercisable from the issue date.  All Options which have not vested at the time periods described above, automatically lapse.
Acceleration of vesting - Liquidity Events	<p>Notwithstanding the above, all Options vest immediately on the occurrence of a Liquidity Event.</p> <p>A Liquidity Event occurs if:</p> <ul style="list-style-type: none"> <li>• The Company disposes of the whole or substantially the whole of its property, business, assets or undertaking;</li> <li>• A Change of Control occurs in relation to the Company; or</li> <li>• Except in the context of a solvent reconstruction where underlying beneficial ownership remains substantially unchanged: <ul style="list-style-type: none"> <li>• the holders of all of the Shares in the Company of their Shares dispose of their Shares to a third party; or</li> <li>• if one of the shareholders in the Company acquire all of the Shares not held by that shareholder.</li> </ul> </li> </ul> <p>A <b>Change in Control</b> of the Company occurs if any person whose voting power (as that expression is defined in the Corporations Act 2001) in the Company on the date of Grant was 50% or less, increases that person's voting power to more than 50%.</p>

Exercise Period	<p>Each vested Option is exercisable at any time after the date on which they are first vested (the Vesting Date) and on or before 5pm (Brisbane time) on the date which is 5 years after the Grant Date (the Last Exercise Date).</p> <p>Options not exercised by the Last Exercise Date lapse. On an Option lapsing, all rights of the holder in respect of the Option cease and no consideration or compensation will be payable for or in relation to that lapse.</p>
Exercise Price	\$0.145 per Option
Minimum number of Options which can be exercised	The Option holder may exercise some or all of the vested Options held, but must exercise Options in minimum parcels of 1,000 shares.
Options personal to Participant	Options are personal to the holder and may not be transferred or exercised by any other person or body corporate except; with the prior written consent of the Board; or to the extent necessary to enable the holder's legal personal representative to exercise the Options in accordance with the terms of this offer.
Participation in new issues	The holder may participate in new issues of securities to holders of shares only if the Option has been exercised and a share has been issued in respect of the Option before the record date for determining entitlements to the new issue. The Company must give notice to the holder of any new issue not less than 10 business days before the record date for determining entitlements to the issue.

## Annexure C

Annexure C sets out the terms of the Options issues proposed as Resolution 8 at the General Meeting of Leaf Resources to be held on 15 December 2016.

Holder of Options	Matthew Morgan or his nominee
Total Options to be granted	800,000
Issue Date	No later than one month after approval has been given at the Meeting.
Entitlement to Shares	Each Option confers an entitlement to subscribe for and be issued one ordinary share in the capital of the Company, credited as fully paid, on payment of the Exercise Price specified below.
Exercise Conditions	No Options can be exercised unless and until the Options have vested.
Vesting	The Options will vest and become fully exercisable from the issue date.  All Options which have not vested at the time periods described above, automatically lapse.
Acceleration of vesting - Liquidity Events	<p>Notwithstanding the above, all Options vest immediately on the occurrence of a Liquidity Event.</p> <p>A Liquidity Event occurs if:</p> <ul style="list-style-type: none"> <li>• The Company disposes of the whole or substantially the whole of its property, business, assets or undertaking;</li> <li>• A Change of Control occurs in relation to the Company; or</li> <li>• Except in the context of a solvent reconstruction where underlying beneficial ownership remains substantially unchanged: <ul style="list-style-type: none"> <li>• the holders of all of the Shares in the Company of their Shares dispose of their Shares to a third party; or</li> <li>• if one of the shareholders in the Company acquire all of the Shares not held by that shareholder.</li> </ul> </li> </ul> <p>A <b>Change in Control</b> of the Company occurs if any person whose voting power (as that expression is defined in the Corporations Act 2001) in the Company on the date of Grant was 50% or less, increases that person's voting power to more than 50%.</p>

Exercise Period	<p>Each vested Option is exercisable at any time after the date on which they are first vested (the Vesting Date) and on or before 5pm (Brisbane time) on the date which is 5 years after the Grant Date (the Last Exercise Date).</p> <p>Options not exercised by the Last Exercise Date lapse. On an Option lapsing, all rights of the holder in respect of the Option cease and no consideration or compensation will be payable for or in relation to that lapse.</p>
Exercise Price	\$0.22 per Option
Minimum number of Options which can be exercised	The Option holder may exercise some or all of the vested Options held, but must exercise Options in minimum parcels of 1,000 shares.
Options personal to Participant	Options are personal to the holder and may not be transferred or exercised by any other person or body corporate except; with the prior written consent of the Board; or to the extent necessary to enable the holder's legal personal representative to exercise the Options in accordance with the terms of this offer.
Participation in new issues	The holder may participate in new issues of securities to holders of shares only if the Option has been exercised and a share has been issued in respect of the Option before the record date for determining entitlements to the new issue. The Company must give notice to the holder of any new issue not less than 10 business days before the record date for determining entitlements to the issue.

## Annexure D

Annexure D sets out the terms of the Options issues proposed as Resolution 9 at the General Meeting of Leaf Resources to be held on 15 December 2016.

Holder of Options	Jay Hetzel or his nominee
Total Options to be granted	1,200,000
Issue Date	No later than one month after approval has been given at the Meeting.
Entitlement to Shares	Each Option confers an entitlement to subscribe for and be issued one ordinary share in the capital of the Company, credited as fully paid, on payment of the Exercise Price specified below.
Exercise Conditions	No Options can be exercised unless and until the Options have vested.
Vesting	The Options will vest and become fully exercisable from the issue date.  All Options which have not vested at the time periods described above, automatically lapse.
Acceleration of vesting - Liquidity Events	<p>Notwithstanding the above, all Options vest immediately on the occurrence of a Liquidity Event.</p> <p>A Liquidity Event occurs if:</p> <ul style="list-style-type: none"> <li>• The Company disposes of the whole or substantially the whole of its property, business, assets or undertaking;</li> <li>• A Change of Control occurs in relation to the Company; or</li> <li>• Except in the context of a solvent reconstruction where underlying beneficial ownership remains substantially unchanged: <ul style="list-style-type: none"> <li>• the holders of all of the Shares in the Company of their Shares dispose of their Shares to a third party; or</li> <li>• if one of the shareholders in the Company acquire all of the Shares not held by that shareholder.</li> </ul> </li> </ul> <p>A <b>Change in Control</b> of the Company occurs if any person whose voting power (as that expression is defined in the Corporations Act 2001) in the Company on the date of Grant was 50% or less, increases that person's voting power to more than 50%.</p>

Exercise Period	<p>Each vested Option is exercisable at any time after the date on which they are first vested (the Vesting Date) and on or before 5pm (Brisbane time) on the date which is 5 years after the Grant Date (the Last Exercise Date).</p> <p>Options not exercised by the Last Exercise Date lapse. On an Option lapsing, all rights of the holder in respect of the Option cease and no consideration or compensation will be payable for or in relation to that lapse.</p>
Exercise Price	\$0.22 per Option
Minimum number of Options which can be exercised	The Option holder may exercise some or all of the vested Options held, but must exercise Options in minimum parcels of 1,000 shares.
Options personal to Participant	Options are personal to the holder and may not be transferred or exercised by any other person or body corporate except; with the prior written consent of the Board; or to the extent necessary to enable the holder's legal personal representative to exercise the Options in accordance with the terms of this offer.
Participation in new issues	The holder may participate in new issues of securities to holders of shares only if the Option has been exercised and a share has been issued in respect of the Option before the record date for determining entitlements to the new issue. The Company must give notice to the holder of any new issue not less than 10 business days before the record date for determining entitlements to the issue.



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

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



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:00pm on Tuesday, 13 December 2016**, 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](http://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) as shown on the reverse of this Proxy Form).

## 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 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.

### 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:

- 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
- 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X9999999999

## PROXY FORM

I/We being a member(s) of Leaf Resources Limited (ABN 18 074 969 056) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

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 Extraordinary General Meeting of the Company to be held at **2:00pm on Thursday, 15 December 2016 at Grant Thornton, Sir William Griffith Boardroom, Level 18, 145 Ann St, Brisbane, Queensland 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

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 ☒.

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Approval of previous issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of options issue to Director, Jay Hetzel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of share issue to former Director, Charles Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Approval of share issue to Grapefull Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of share issue to RWG Consulting as part payment for advisory and consultancy fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of options issue to RWG Consulting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of options issue to Director, Doug Rathbone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of share issue to Olivab Pty Ltd as payment for consulting fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of options issue to Director, Matthew Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

LER PRX1603B