


Notice of Annual General Meeting and Explanatory Statement

CRONOS AUSTRALIA LIMITED
ACN 629 071 594

CRONOS
AUSTRALIA



10:00 am (Melbourne time)
Tuesday, 29 November 2022
Hybrid meeting held at Thomson Geer,
Level 23, Rialto South Tower,
525 Collins Street Melbourne, Victoria 3000
and online at
<https://meetnow.global/MMRTMGQ>

Notice of Annual General Meeting

Date: Tuesday, 29 November 2022

Time: 10.00 am (Melbourne time)

Location: Hybrid meeting held at:
Thomson Geer, Level 23, Rialto South Tower,
525 Collins Street Melbourne, Victoria 3000
and online at <https://meetnow.global/MMRTMGQ>

Shareholders will be able to participate in the Meeting by:

1. voting prior to the Meeting by lodging the Proxy Form attached as Annexure C to this Notice of Meeting by no later than 10.00 am (Melbourne time) on Sunday, 27 November 2022;
2. submitting questions in advance of the Meeting by emailing the questions to the Company Secretary at companysecretary@cronosaustralia.com by no later than 10.00 am (Melbourne time) on Sunday, 27 November 2022;
3. attending the meeting:
 - (a) in person by registering their attendance by emailing the Company Secretary (with all relevant details including the Shareholders' name, address and either their SRN or HIN (as applicable)) at companysecretary@cronosaustralia.com by no later than 10.00 am (Melbourne time) on Sunday, 27 November 2022; or
 - (b) online by going to <https://meetnow.global/MMRTMGQ> and entering their details when prompted; and
4. speaking and asking questions during the Meeting (details of participating in the Meeting online will be provided to Shareholders in a separate correspondence).

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THE DOCUMENT IN ITS ENTIRETY BEFORE YOU DECIDE WHETHER OR NOT TO VOTE IN FAVOUR OF THE RESOLUTIONS. IF YOU ARE IN DOUBT AS TO WHAT YOU SHOULD DO, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER.

IF YOU HAVE RECENTLY SOLD ALL OF YOUR SHARES, PLEASE DISREGARD THIS NOTICE OF MEETING.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Notice is given that the 2022 Annual General Meeting of Shareholders of Cronos Australia Limited will be held by way of a hybrid meeting at 10.00 am (Melbourne time) on Tuesday, 29 November 2022 at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, Victoria 3000 and online at <https://meetnow.global/MMRTMGQ> (**Meeting**).

The business to be considered at the Meeting is set out below. Information on the Resolutions to which the business relates is contained in the Explanatory Statement.

This Notice of Meeting should be read in conjunction with the Explanatory Statement. This Notice of Meeting and Explanatory Statement is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote on the Resolutions.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained in Section 7 of the Explanatory Statement.

BUSINESS

1. CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

** This item of business is for discussion only and is not a resolution.*

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

“That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report section of the Directors' Report for Cronos Australia Limited for the year ended 30 June 2022 on the terms and conditions in the Explanatory Statement.”

** Please note that section 250R(3) of the Corporations Act provides that the vote on this Resolution 1 is advisory only and does not bind the Directors or Cronos Australia.*

Voting prohibition statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of key management personnel whose remuneration details are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of Cronos Australia.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS. JENELLE LEE FREWEN

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

“That, pursuant to and in accordance with Listing Rule 14.4, the Constitution and for all other purposes, Ms. Jenelle Lee Frewen, being an Independent Non-Executive Director, who was appointed to fill a casual vacancy on 12 September 2022, retires and being eligible is elected as a Director of Cronos Australia Limited, effective immediately on the terms and conditions in the Explanatory Statement.”

Board recommendation: The Board, excluding Ms. Frewen who abstains from making a recommendation, recommends Shareholders vote **FOR this Resolution 2** and each Director will be voting all Shares that they hold or control **FOR this Resolution 2**.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR. SIMONE LOUISE SCOVELL

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

“That, pursuant to and in accordance with Listing Rule 14.4, the Constitution and for all other purposes, Dr. Simone Louise Scovell, being an Independent Non-Executive Director, who was appointed to fill a casual vacancy on 12 September 2022, retires and being eligible is elected as a Director of Cronos Australia Limited, effective immediately on the terms and conditions in the Explanatory Statement.”

Board recommendation: The Board, excluding Dr. Scovell who abstains from making a recommendation, recommends Shareholders vote **FOR this Resolution 3** and each Director will be voting all Shares that they hold or control **FOR this Resolution 3**.

5. RESOLUTION 4 – CHANGE OF COMPANY NAME

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

“That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt Vitura Health Limited as the new name of the Company on the terms and conditions in the Explanatory Statement.”

Board recommendation: The Board unanimously recommends Shareholders vote **FOR this Resolution 4** and each Director will be voting all Shares that they hold or control **FOR this Resolution 4**.

6. RESOLUTIONS REQUISITIONED BY M JANSEN AND NOT ENDORSED BY THE BOARD

The following **Resolutions 5 and 6** are **NOT ENDORSED** by the Board.

M Jansen (being Matua Hasyo Charlie Jansen as trustee for Whanau Family Trust) holding more than 5% of the issued capital of the Company has proposed the following Resolutions under section 249N of the Corporations Act.

6.1. RESOLUTION 5 – REMOVAL OF DIRECTOR – MR. RODNEY COCKS

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

“Cessation of Rodney Cocks as Director of the Company.”

6.2. RESOLUTION 6 – REMOVAL OF DIRECTOR – MR. GUY HEADLEY

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

“Cessation of Guy Headley as Director of the Company.”

Board recommendation: The Board, excluding Mr. Cocks in relation to Resolution 5 and Mr. Headley in relation to Resolution 6 who abstain from making a recommendation in relation to those resolutions, recommends Shareholders vote **AGAINST these Resolutions 5 and 6** and each Director will be voting all Shares that they hold or control **AGAINST these Resolutions 5 and 6**.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

By order of the Board



RODNEY D. COCKS
Chief Executive Officer
Cronos Australia Limited

Notes

This Notice of Meeting (including the Explanatory Statement) is dated 28 October 2022.

This document is important. The Explanatory Statement provides additional information on matters to be considered at the Meeting and forms part of the Notice of Meeting. You should read this document in its entirety before making a decision on how to vote on the Resolutions to be considered at the Meeting.

A Proxy Form for the Meeting is also attached as Annexure C to this Notice of Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

INTERPRETATION

Capitalised terms used in the Notice of Meeting are defined in the Glossary in Section 7 of the Explanatory Statement, or where the relevant term is first used.

Any documents reproduced in this Notice of Meeting may have their own defined terms, which are sometimes different from those in the Glossary.

All times referred to in this Notice of Meeting are references to the time in Melbourne, Australia, unless otherwise stated.

A reference to a Section is to a section in the Notice of Meeting, unless otherwise stated.

MAJORITIES REQUIRED FOR THE RESOLUTIONS TO BE PASSED

Resolutions 1, 2 and 3 will be passed if more than 50% of the votes cast on the relevant Resolution (either in person, proxy, attorney or by corporate representative) are in favour of the relevant Resolution.

Resolution 4 will be passed if at least 75% of the votes cast on Resolution 4 (either in person, proxy, attorney or by corporate representative) are in favour of Resolution 4.

Resolutions 5 and 6 are NOT ENDORSED by the Board and will be passed if more than 50% of the votes cast on the relevant Resolution (either in person, proxy, attorney or by corporate representative) are in favour of the relevant Resolution.

ENTITLEMENT TO VOTE

Cronos Australia has determined, in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, that the Shareholders entitled to attend and vote at the Meeting shall be those persons who are recorded on the register of members at 7.00 pm (Melbourne time) on Sunday, 27 November 2022. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

VOTING

You may participate in the Meeting (including voting on Resolutions) by:

- (a) attending the Meeting in person (noting that you will need to register your attendance in accordance with the instructions provided on the cover page); or
- (b) attending via the online virtual platform, in respect of which further details are set out below.

To vote at the Meeting virtually, login to the Meeting at <https://meetnow.global/MMRTMGQ> at 10.00 am (Melbourne time) on Tuesday, 29 November 2022.

Attending the Meeting online enables Shareholders to listen to the Meeting live, ask questions and cast votes on the Resolutions at the appropriate times whilst the Meeting is in progress, similarly to attending in person.

The votes on the Resolutions will be cast through a poll.

To vote by proxy, a completed Proxy Form must be delivered to and received by the Share Registry no later than 10.00 am (Melbourne time) on Sunday, 27 November 2022. More information in relation to proxies is provided below.

NOTES CONTINUED

PROXIES

The Shareholders are advised that:

- (a) each Shareholder entitled to vote at the Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder;
- (c) a Shareholder 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 no proportional number is specified, each proxy may exercise half of the Shareholder's votes; and
- (d) a Shareholder may specify the way in which the proxy is to vote on the Resolutions or may allow the proxy to vote at its discretion. If the way in which a proxy is to vote on the Resolutions are specified by a Shareholder, the proxy may not vote on that Resolution except as specified by the Shareholder.

VOTING OF PROXIES

If you are not able to attend the Meeting, please complete and sign the Proxy Form attached as Annexure C to this Notice of Meeting as soon as possible in accordance with the instructions set out in that Proxy Form (aspects of which are summarised below).

To complete the Proxy Form, record your vote on the Proxy Form in relation to the each of the Resolutions to be considered at the Meeting as follows:

- (a) if you wish to approve the Resolution, place a cross (X) in the space provided under the word 'For' in respect of that Resolution;
- (b) if you do not wish to approve the Resolution, place a cross (X), in the space provided under the word 'Against' in respect of that Resolution; and
- (c) if you do not wish to vote in respect of the Resolution, place a cross (X) in the space provided under the word 'Abstain' in respect of that Resolution.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, at least 48 hours before the time for holding the Meeting (i.e., by no later than 10.00 am (Melbourne time) on Sunday, 27 November 2022):

- (a) by mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; or
- (b) by fax: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia.

You may instead elect to lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code at least 48 hours before the time for holding the Meeting (i.e., by no later than 10.00 am (Melbourne time) on Sunday, 27 November 2022).

A proxy may decide whether to vote on any motion, except where the proxy is required by law or under the Constitution of Cronos Australia to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.

VOTING BY CORPORATE REPRESENTATIVES

Corporate Shareholders or proxies wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney. A form may also be obtained online by going to www.investorcentre.com/au and selecting "Printable Forms".

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received before the start of the Meeting if the representative is to vote at the Meeting.

NOTES CONTINUED

VOTE THROUGH BROKER OR NOMINEES

If you hold your Shares through a broker or nominee holder, you should contact them as soon as possible to instruct them on how to vote on your behalf.

VOTING RESTRICTION

The Company will disregard any votes cast on Resolution 1 by a member of key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of such a member. However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 1 in accordance with a direction on the proxy form or by the Chair pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of a member of key management personnel of the Company. Refer to the voting prohibition statement in Resolution 1 for further information.

SCRUTINEER

The Share Registry (being Computershare Investor Services Pty Limited) will act as scrutineer for any polls that may be required at the Meeting.

DIRECTORS' RECOMMENDATIONS

The Directors (unless otherwise provided in this Notice of Meeting):

- (a) recommend that Shareholders who are not excluded from voting vote **FOR Resolutions 2, 3 and 4** and vote **AGAINST Resolutions 5 and 6**;
- (b) in respect of the Shares that they hold or control intend to vote the Shares **FOR Resolutions 2, 3 and 4** and **AGAINST Resolutions 5 and 6**.

The Board abstains from making a recommendation in relation to **Resolution 1**.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

If you return your Proxy Form but do not nominate a proxy, the Chair will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chair and the Chair will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on an item of business or Resolutions, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as they think fit.

Except as prohibited for Resolution 1 above, if you appoint the Chair as your proxy (or if the Chair is appointed by default) and you do not direct the Chair how to vote on the Resolutions, the Chair will vote your proxy for Resolutions 1, 2, 3 and 4 and against Resolutions 5 and 6, even if the Chair has an interest in the outcome of the Resolutions and votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where any Shareholders consider that they may suffer from connection issues or any computer or technical issues, those Shareholders are encouraged to lodge a proxy in accordance with the instructions above even if they plan to attend online.

DOCUMENTS AVAILABLE

You can view or download an electronic version of this Notice of Meeting at Cronos Australia's website at <http://www.cronosaustralia.com>.

TABLE OF CONTENTS

NOTICE OF ANNUAL GENERAL MEETING	1
1 CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS	2
2 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT	2
3 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS. JENELLE LEE FREWEN	3
4 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR. SIMONE LOUISE SCOVELL	3
5 RESOLUTION 4 – CHANGE OF COMPANY NAME	3
6 RESOLUTIONS 5 AND 6 – RESOLUTIONS REQUISITIONED BY M JANSEN AND NOT ENDORSED BY THE BOARD	3
NOTES	5
TABLE OF CONTENTS	8
EXPLANATORY STATEMENT	9
1 GENERAL	9
2 CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS	9
3 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT	9
4 RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS	10
5 RESOLUTION 4 – CHANGE OF COMPANY NAME	10
6 RESOLUTIONS 5 AND 6 – RESOLUTIONS REQUISITIONED BY M JANSEN AND NOT ENDORSED BY THE BOARD	11
7 GLOSSARY	16
ANNEXURE A: M JANSEN STATEMENT	18
ANNEXURE B: E JANSEN STATEMENT	20
ANNEXURE C: PROXY FORM	22

Explanatory Statement

This Explanatory Statement should be read in conjunction with this Notice of Meeting. Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the Glossary in Section 7 of this Explanatory Statement.

1. General

1.1. Carefully read this document

Shareholders are being asked to consider, and if thought fit approve, the Resolutions set out in this Notice of Meeting.

This document provides Shareholders with the information to assist them in deciding how to vote on the Resolutions to be considered at the Meeting. This information is important.

You should read this document carefully, and in its entirety, before making a decision as to how to vote at the Meeting.

1.2. Seek further information if required

If you have any queries about any matter contained in this document please contact Cronos Australia for more information. Alternatively, seek independent professional advice on any aspects of which you are not certain.

1.3. Voting

Refer to the Notes section of the Notice of Meeting commencing on page 5 for information on how to vote on the Resolutions.

2. CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

3. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

3.1. General

The Resolution seeks the approval of the Shareholders to adopt the Remuneration Report section of the Directors' Report for Cronos Australia for the year ended 30 June 2022.

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. A vote on this Resolution is advisory only and does not bind the Directors or Cronos Australia. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of Cronos Australia.

The Remuneration Report sets out Cronos Australia's remuneration arrangements for the Directors, the Company Secretary and senior executives of Cronos Australia as at 30 June 2022. The Remuneration Report can be found on pages 43 to 55 of Cronos Australia's 2022 Annual Report, which is available at its website at <https://cronosaustralia.com/investors>.

There will be a reasonable opportunity for the Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

A voting prohibition statement applies to this Resolution, as provided under the Resolution in the Notice of Meeting.

3.2. Voting consequences

Pursuant to the Corporations Act, the Directors, the Company Secretary and senior executives of Cronos Australia whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on this Resolution.

EXPLANATORY STATEMENT CONTINUED

Further, if the vote to approve the Remuneration Report receives a “no” vote by at least 25% of the votes cast, this will constitute a “first strike”. A “first strike” did not occur at Cronos Australia’s 2021 Annual General Meeting. If a “first strike” occurs at this Meeting:

- (a) Cronos Australia’s subsequent Remuneration Report (being the Remuneration Report to be included in the 2023 Annual Report) must include an explanation of the Board’s proposed action in response to the “no vote” or an explanation as to why no action has been taken; and
- (b) if Cronos Australia’s subsequent Remuneration Report also receives a “no vote” at the 2023 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2023 Annual General Meeting will be asked to vote on whether or not Cronos Australia is to hold another general Shareholder’s meeting (within the following 90 days) to vote on a “spill resolution” under section 250V of the Corporations Act.

Accordingly, the Board abstains from making a recommendation in relation to **Resolution 1**.

4. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS

Resolutions 2 and 3 seek the approval of the Shareholders to re-elect Ms. Jenelle Lee Frewen and Dr. Simone Louise Scovell (respectively) as Independent Non-Executive Directors.

In accordance with Listing Rule 14.4, a director appointed to fill a casual vacancy on the board must not hold office (without re-election) past the next annual general meeting of the entity.

Article 40.1 of the Constitution allows the Directors to appoint a person to fill a casual vacancy on the Board at any time. Pursuant to article 40.2 of the Constitution, any Director so appointed holds office until the end of the next annual general meeting of the Company and is eligible for re-election at that meeting.

Ms. Frewen and Dr. Scovell were both appointed to the Board on 12 September 2022. Resolutions 2 and 3 provide that Ms. Frewen and Dr. Scovell (respectively) retire from their office and each seek re-election as a Director.

Details of Ms. Frewen and Dr. Scovell’s respective backgrounds and experience are set out on page 20 of Cronos Australia’s 2022 Annual Report.

The Board, excluding Ms. Frewen in relation to Resolution 2 and Dr. Scovell in relation to Resolution 3 who each abstain from making a recommendation in relation to those Resolutions, recommends that Shareholders vote **FOR Resolutions 2 and 3** and each Director will be voting all Shares that they hold or control **FOR Resolutions 2 and 3**.

5. RESOLUTION 4 – CHANGE OF COMPANY NAME

5.1. General

In accordance with section 157 of the Corporations Act, if a company wants to change its name it must pass a special resolution adopting a new name.

This Resolution seeks Shareholder approval for the change of name of the Company from Cronos Australia Limited to **Vitura Health Limited**.

5.2. Background

Following the merger between Cronos Australia Limited and CDA Health Pty. Ltd. in December 2021 (**Merger**), the Company has worked to integrate the two businesses into one cohesive, high performing company. The Board believes that this integration will be deepened by the group adopting a new name that reflects the vision, values and aspirations of the merged Company, rather than being tied to a name that more closely reflected the Cronos Australia pre-Merger business.

Moreover, as a result of the Merger, the beneficial interest in the Company’s shares held by Cronos Group Inc. has fallen from more than 31% pre-Merger to 10% post-Merger. As a result, their influence and involvement in the Company has reduced and therefore the Board believes the “Cronos” name (which the Company has the right to use pursuant to the IP License Deed between the Company, Cronos Australia – Operations Pty. Ltd. and Cronos Group Inc.) is now less relevant to the group going forward.

EXPLANATORY STATEMENT CONTINUED

If this Resolution is passed, the Company will no longer require the right to use the “Cronos” name granted to the Company under the IP License Deed and thereby, the Company will terminate the IP License Deed in accordance with that deed. The Company does not consider that it will in any way require its rights to the Cronos Group Inc. know-how or intellectual property under that deed.

The name Vitura Health Limited draws on connections to virtue and vitality and the Board believes that it reflects the direction and future of the Company. The Company will be launching the brand and the creative work that will bring it to life as soon as practicable.

5.3. Nature of Resolution

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

5.4. Change of name

If this Resolution is passed, the change of name will take effect on the date that ASIC alters the details of the Company’s registration, which the Company expects to occur in early 2023. Upon ASIC altering the details of the Company’s registration, the Company’s ASX listing code will also change from ‘CAU’ to ‘VIT’.

The Board unanimously recommends Shareholders vote **FOR this Resolution 4** and each Director will be voting all Shares that they hold or control **FOR this Resolution 4**.

6. RESOLUTIONS 5 AND 6 – RESOLUTIONS REQUISITIONED BY M JANSEN AND NOT ENDORSED BY THE BOARD

6.1. General

On 20 September 2022, the Company announced that it had received a notice pursuant to section 249N of the Corporations Act from Matua Hasyo Charlie Jansen as trustee for Whanau Family Trust (**M Jansen**) regarding the intention of M Jansen to move resolutions for the removal of Mr. Rodney Cocks and Mr. Guy Headley as Directors of the Company at the Meeting (**M Jansen Notice**).

Resolutions 5 and 6 will be considered at the Meeting pursuant to the M Jansen Notice and article 39.1(a) of the Constitution and are **NOT ENDORSED** by the Board.

If Resolution 5 is passed, Mr. Rodney Cocks, being an Executive Director, will cease to be a Director of Cronos Australia. If Resolution 5 is not passed, Mr. Rodney Cocks will continue in his role as an Executive Director of Cronos Australia.

If Resolution 6 is passed, Mr. Guy Headley, being an Executive Director, will cease to be a Director of Cronos Australia. If Resolution 6 is not passed, Mr. Guy Headley will continue in his role as an Executive Director of Cronos Australia.

The Board, excluding Mr. Cocks in relation to Resolution 5 and Mr. Headley in relation to Resolution 6 who each abstain from making a recommendation in relation to those Resolutions, recommends Shareholders vote **AGAINST Resolutions 5 and 6** and each Director will be voting all Shares that they hold or control **AGAINST Resolutions 5 and 6** for reasons such as those set out in Section 6.4 below.

6.2. The M Jansen Statement

Matua Jansen is the cousin of Benjamin Jansen, a disgruntled former executive whose employment was terminated for cause on 22 September 2022 (by notice on 22 June 2022) by the Company with the support of the Board acting in the best interests of the Company.

M Jansen has requested that the statement set out in Annexure A to this Notice of Meeting (**M Jansen Statement**) be distributed to the Shareholders under section 252N of the Corporations Act. The Board assumes M Jansen has erroneously referred to section 252N of the Corporations Act in the M Jansen Notice in relation to this request and the M Jansen Statement has instead been attached as Annexure A to this Notice of Meeting pursuant to section 249P of the Corporations Act.

The Board has not endorsed the M Jansen Statement, does not take responsibility for any assertions made in the M Jansen Statement and accordingly, Shareholders should exercise caution in reading the M Jansen Statement.

M Jansen believes there should be complete separation of the Board and the Executive Management. The Directors note that soon after the issue of the M Jansen Notice, Benjamin Jansen's office as a Director was vacated on 22 September 2022 and, consequently, the Board at the date of this Notice of Meeting is comprised of a majority of Independent Non-Executive Directors.

M Jansen also believes that only a committee of Non-Executive Directors should oversee the remuneration packages of the Executive. The Directors note that the Company's Nomination and Remuneration Committee is comprised entirely of Independent Non-Executive Directors, and does not include the two Executive Directors M Jansen is proposing to remove, being Mr. Cocks and Mr. Headley.

6.3 The E Jansen Statement

Elizabeth Sarah Jansen as trustee for the Stanford Investment Trust (**E Jansen**) has requested that the statement set out in Annexure B to this Notice of Meeting (**E Jansen Statement**) be distributed to the Shareholders under section 252N of the Corporations Act. The Board assumes that E Jansen has also erroneously referred to section 252N of the Corporations Act in relation to this request and the E Jansen Statement has instead been attached as Annexure B to this Notice of Meeting pursuant to section 249P of the Corporations Act.

(a) Background and references to previously proposed resolution

Elizabeth Jansen is the wife of Benjamin Jansen, a disgruntled former executive whose employment was terminated for cause on 22 September 2022 (by notice on 22 June 2022) by the Company with the support of the Board acting in the best interests of the Company.

Soon after Benjamin Jansen's termination of employment for cause and vacation of his office as a Director, the Company received a notice pursuant to section 249N of the Corporations Act from Benjamin Jansen's wife, E Jansen, regarding the intention of E Jansen to move a resolution for the appointment of Benjamin Jansen as a Director at the Meeting (**E Jansen Notice**).

On 25 October 2022, E Jansen notified the Company of the withdrawal of the resolution proposed in the E Jansen Notice for the appointment of Benjamin Jansen as a Director and provided the updated E Jansen Statement (which is attached as Annexure B to this Notice of Meeting).

For reasons including Benjamin Jansen's termination of employment for cause due to his repeated pattern of inappropriate behaviour, lack of judgement and poor performance, concerns of the Board that Benjamin Jansen may in the past have communicated confidential Company information to E Jansen, a major Shareholder in the Company (due to a reference in the previous and current version of the E Jansen Statement to how votes were cast at a meeting of the Board) and the reasons provided in Section 6.4, the Board acting in the best interests of the Company would not have supported the resolution to appoint Benjamin Jansen to the Board pursuant to the E Jansen Notice in any event if E Jansen had not withdrawn that resolution.

(b) Content of the E Jansen Statement

The Company respects its personnel (including former personnel such as Benjamin Jansen) and their privacy and, therefore, the Board will not be providing a response to each and every statement and representation made in the E Jansen Statement which are largely either not accepted or are considered to be baseless.

The Board notes that Shareholders should exercise caution in reading the E Jansen Statement.

The Board considers the E Jansen Statement to be an attempt of a disgruntled former executive (being Benjamin Jansen) to reshape a narrative and misconstrue the truth. In the Board's view, it contains mistruths, half-truths, and selective omissions in an attempt to besmirch and harm the reputation of the Company, the Board and its Executives. This is done at a time when the Company has delivered strong operational and financial results for Shareholders and declared its first-ever dividend (which included a

fully franked dividend of in excess of \$1.25m in respect of the Shares held by E Jansen in which Benjamin Jansen has a relevant interest).

By way of example, E Jansen's mistruths in the E Jansen Statement can be seen in her attempts to assert that capital has been deprived from projects that underpin the strategic objectives of the Company by mercenary Executives. The Board categorically rejects these assertions.

Further, while noting that the Remuneration Report provides extensive detail on the remuneration (and the basis of such remuneration) of the Company's Executives and that the Company's Nomination and Remuneration Committee consists entirely of Independent Directors (noting this exceeds the recommendation under the ASX CG Principles which recommends a majority), E Jansen's concerns around the remuneration of certain members of the Company's Executive do not appear to be genuine in circumstances where E Jansen in the past, whilst Benjamin Jansen was an Executive Director, as a major Shareholder expressly voted in support of the very incentivised remuneration of the Directors and Executives of the Company that E Jansen scrutinises in the E Jansen Statement. Benjamin Jansen, who E Jansen had recently sought to re-appoint to the Board pursuant to the E Jansen Notice, also received similar incentives during this time, which were detailed in the Merger Implementation Agreement (details of which have been previously announced by the Company) as approved by Benjamin Jansen as a Director of CDA Health. Refer to the Remuneration Report for further details on the Director and Executive remuneration arrangements of the Company and its subsidiaries for the year ended 30 June 2022.

Notwithstanding its comments above in relation to the E Jansen Statement, the Board notes that it has not endorsed the E Jansen Statement, does not take responsibility for any assertions made in the E Jansen Statement and accordingly, Shareholders should exercise caution in reading the E Jansen Statement.

6.4 Board recommendation

The Board, excluding Mr. Cocks in relation to Resolution 5 and Mr. Headley in relation to Resolution 6 who abstain from making a recommendation in relation to those Resolutions, recommends Shareholders vote **AGAINST Resolutions 5 and 6** (referred to as the Requisitioned Resolutions in this Section).

The overarching reason for the Board's recommendation that Shareholders vote against the Requisitioned Resolutions is that the Board is confident that its current composition not only meets all of the external requirements for good governance but also includes an appropriate balance of oversight and detailed knowledge of the Company and its operations. The Board considers that it is in the best interests of the Company as a whole (including the Shareholders as a whole) that the Requisitioned Resolutions are not passed.

(a) The Board meets best practice guidelines and currently consists of a majority of Independent Directors

Cronos Australia supports the widely accepted view that its Board should comprise a majority of Independent Directors. The current Board satisfies this requirement, with 60% of the current Directors including the interim Chair, being independent. Following the appointment to the Board of Ms. Frewen and Dr. Scovell, and the vacation of the Board by Benjamin Jansen as described in Section 6.3(a) above, the Board currently comprises a total of five Directors, of whom three (or 60%) are Independent Non-Executive Directors, including the Chair. Accordingly, the Company currently meets the best practice guidelines of corporate governance in this regard, as set out in the ASX CG Principles.

It is common for the board of directors of many ASX-listed companies (including for example, BHP Group Limited, CSL Limited and Commonwealth Bank of Australia) to include executive directors, including the Chief Executive Officer of that company, who bring to the board of directors a deep level of understanding of the company's business and the issues that impact on it. In this way, the board of directors of those companies as a whole benefits from the knowledge and experience that those executive directors contribute. If the Requisitioned Resolutions are passed, among other things, the Board will not be able to benefit in such a way from the knowledge and experience that Mr. Rodney Cocks and Mr. Guy Headley bring to the Board as Executive Directors.

On this basis, the Board is comfortable that its current composition not only meets all of the external requirements for good governance but also includes an appropriate balance of oversight and detailed knowledge of the Company and its operations. The Company does not believe it would benefit from the changes to the Board that would be brought about by the passing of the Requisitioned Resolutions.

(b) Mr. Rodney Cocks and Mr. Guy Headley are valuable inclusions to the Board

As noted above, it is common for the board of directors of many ASX-listed companies to include executive directors who bring a deep level of understanding of the Company's business and the issues that impact on the company to the board of directors of that company. In this way, the Board as a whole benefits from the knowledge and experience that Mr. Cocks and Mr. Headley as Executive Directors contribute to the Board.

Brief backgrounds of Mr. Cocks and Mr. Headley are provided below.

Mr. Rodney D. Cocks CSM

Mr. Cocks is a founding Director of Cronos Australia and was appointed as an Executive Director and Chief Executive Officer on 27 September 2018.

He is a Director of NewSouthern Capital, a private equity firm he co-founded. Prior to joining the Company, he was a member of the Senior Leadership Team at Linfox and was a Consultant at the Boston Consulting Group. Mr. Cocks served on the Counter Narcotics Team of the British Embassy in Afghanistan and with the United Nations in Iraq, Afghanistan, Sri Lanka and Pakistan and started his career as an Infantry Officer in the Australian Army.

Mr. Cocks holds a BCom from the University of Melbourne, LLB from the Queensland University of Technology, MBA from the Wharton School, University of Pennsylvania, MPA from the Harvard Kennedy School, Harvard University and is a Graduate of the Australian Institute of Company Directors and the Royal Military College, Duntroon. He is an admitted Lawyer to the Supreme Court of New South Wales, was a Fellow at Harvard University and named the 2005 Victorian Australian of the Year. In 2003, Mr. Cocks was also awarded a Conspicuous Service Medal for his actions in the aftermath of the 2002 Bali bombings.

As a founder of Cronos Australia, Mr. Cocks remains the longest serving team member of the Company from the original Cronos Australia side of the Merger. The deep knowledge Mr. Cocks holds regarding the inner workings of the pre-Merger Cronos business and the relationships he maintains are significant and places him in a leadership position in the industry and a valuable inclusion to the Company and the Board.

To **KEEP** Mr. Cocks on the Board, the Board (excluding Mr. Cocks who abstains from making a recommendation in relation to Resolution 5) recommends that Shareholders vote **AGAINST Resolution 5**.

Mr. Guy R. Headley

Mr. Headley was appointed as an Executive Director and Chief Commercial Officer of the Company on 16 December 2021.

Mr. Headley has operated in the Australian Medicinal Cannabis space since 2016. He is a founding director of CDA Health Pty. Ltd. and has acted as a director of Burleigh Heads Cannabis Pty. Ltd. over the last five years and is the chief architect of the CanView Business model. Mr. Headley is a leader within the cannabis industry and has developed deep relationships with the nearly 30 suppliers which power the CanView platform.

As a founder of CDA Health, Mr. Headley remains the longest serving team member of the Company from the CDA Health side of the Merger still working in the Company. He was also the CDA Health lead on CDA Health's Merger with Cronos Australia, undertaking the majority of the transaction work for CDA Health. Mr. Headley is a reservoir of knowledge about the business and its operations both pre- and post-Merger and is a valuable inclusion to the Company and the Board.

He brings a wealth of knowledge regarding medicinal cannabis sales, distribution and compliance in the heavily regulated industry. Prior to working in the cannabis space, Mr. Headley spent more than 15 years in the construction and development sector overseeing the procurement and management of multimillion dollar projects across New Zealand, Australia and the UK. He is also a founding director and chairman of the Emerging Therapeutics Association of Australia (ETAA), which is the largest industry body engaging with government regarding emerging therapies, such as medicinal cannabis.

To **KEEP** Mr. Headley on the Board, the Board (excluding Mr. Headley who abstains from making a recommendation in relation to Resolution 6) recommends that Shareholders vote **AGAINST Resolution 6**.

(c) The Company has solid foundations for management and oversight

In line with the ASX CG Principles, the Company has a Board Charter (which is available on the Company's website), under which the Board is responsible for the governance of the Company.

The Board Charter provides a requirement that the number of Directors and the composition of the Board must at all times be appropriate to the Company to achieve efficient decision making and adequately discharge its responsibilities and duties. Further, under the Board Charter, the Company seeks to have Directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business.

The Board believes that the current composition of the Board is appropriate to the Company to achieve efficient decision making and for the Company to adequately discharge its responsibilities and duties. The Board also believes that it currently has Directors, including Mr. Rodney Cocks and Mr. Guy Headley (who M Jansen is proposing to remove from the Board), with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business of the Company and accordingly, does not consider the Requisitioned Resolutions to be in the best interests of the Company as a whole.

(d) The current Board is structured to be effective and add value

In line with the ASX CG Principles, the Board has established Committees where appropriate to assist it in the efficient execution of its duties and to enable the detailed consideration of complex issues, one of which is the Company's Nomination and Remuneration Committee as governed by the Company's Nomination and Remuneration Committee Charter (which is available on the Company's website).

The Nomination and Remuneration Committee consists entirely of Independent Non-Executive Directors and among other responsibilities it assists and advises the Board on:

- (i) the development and implementation of a process for evaluating the performance of the Board, its committees and Directors;
- (ii) the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; and
- (iii) the appointment and re-election of Directors,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

The Requisitioned Resolutions, which seek to bring change to the Board by removing two valuable inclusions to the Board (being Mr. Cocks and Mr. Headley), have not been brought to the Shareholders with the support or the advice of the Nomination and Remuneration Committee which has a fundamental responsibility to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole. Absent any advice to the contrary from the Nomination and Remuneration Committee as at the date of this Notice of Meeting and additionally through its own judgement, the Board considers that it is currently structured to be effective and to add value and does not need the changes that would be brought by the passing of the Requisitioned Resolutions.

EXPLANATORY STATEMENT CONTINUED

In summary, the Board is comfortable that its current composition not only meets all of the external requirements for good governance but also includes an appropriate balance of oversight and detailed knowledge of the Company and its operations. The Board, which unlike M Jansen and E Jansen, has a duty under the law to act in the best interests of the Company as a whole (including the Shareholders), considers that it would not be in the best interests of the Company as a whole if any of the Requisitioned Resolutions are passed.

The Board considers that to **KEEP Mr. Rodney Cocks and Mr. Guy Headley on the Board**, to **KEEP an appropriate balance of oversight and detailed knowledge of the Company and its operations** and to **REJECT Benjamin Jansen's (a disgruntled former executive) apparent plans for your Board**, Shareholders who are not excluded from voting should vote **FOR Resolutions 2, 3 and 4** and vote **AGAINST Resolutions 5 and 6** as per the Board's recommendation set out in this Notice of Meeting.

7. GLOSSARY

Unless the context otherwise requires, the singular includes the plural and vice versa, and the following terms will have the following meaning:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

ASX CG Principles means the ASX Corporate Governance Council Corporate Governance Principles & Recommendations (4th edition).

Board means the board of directors of Cronos Australia at the date of this Notice of Meeting.

Chair means the Chair of the Meeting.

Constitution means Cronos Australia's constitution.

Corporations Act means the *Corporations Act 2001 (Cth)*, as amended from time to time.

Corporations Regulations means the *Corporations Regulations 2001 (Cth)*.

Cronos Australia or Company means Cronos Australia Limited ACN 629 071 594.

Directors means the directors of Cronos Australia at the date of this Notice of Meeting.

E Jansen Notice has the meaning given to that term in Section 6.3(a) of the Explanatory Statement.

E Jansen means Elizabeth Sarah Jansen as trustee for the Stanford Investment Trust.

E Jansen Statement has the meaning given to that term in Section 6.3 of the Explanatory Statement.

Explanatory Statement means the explanatory statement enclosed with the Notice of Meeting.

HIN means Holder Identification Number.

IP License Deed means the Amended and Restated Intellectual Property License Deed between the Company, Cronos Australia – Operations Pty Ltd and Cronos Group Inc. dated 16 December 2021 as amended and restated by the Second Amended and Restated Intellectual Property License Deed dated 15 September 2022.

Listing Rules means the official listing rules of ASX.

M Jansen Notice has the meaning given to that term in Section 6.1 of the Explanatory Statement.

M Jansen means Matua Hasyo Charlie Jansen as trustee for Whanau Family Trust.

M Jansen Statement has the meaning given to that term in Section 6.2 of the Explanatory Statement.

EXPLANATORY STATEMENT CONTINUED

Meeting means the 2022 Annual General Meeting of the Shareholders of Cronos Australia to which this Notice of Meeting relates.

Merger means the merger between Cronos Australia Limited and CDA Health Pty. Ltd. in December 2021.

Notice of Meeting means this notice of annual general meeting and explanatory statement.

Proxy Form means the proxy form that accompanies the Notice of Meeting.

Resolutions means the resolutions that are set out and explained in the Notice of Meeting.

Remuneration Report means the Remuneration Report section of the Directors' Report for Cronos Australia for the year ended 30 June 2022.

Share means a fully paid ordinary share in the capital of Cronos Australia.

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of one or more Shares.

SRN means Shareholder Reference Number.

Annexure A: M Jansen Statement

13/09/2022

Dr Matua Jansen Statement to the Cronos Australia Ltd Shareholders re Members Resolutions at AGM

Dear Shareholders, Patients, Clinicians, and Supporters,

***Ehara taku toa i te toa takitahi, engari he toa takitini -
Success is not the work of an individual, but the work of many.***

Thank you to all of those who believed in us before we truly knew the size of the job at hand. Without your support we would not be here.

Nothing was guaranteed then, but we knew our values and dedication would get us close to making you proud.

As of recently, our company, now called Cronos Australia, was valued at over \$320 million Australian dollars. A truly massive feat that has been achieved in only a handful of years.

If you invested \$1 at our equity crowd fund in June 2019 then it would worth over \$12.50 at recent share prices.

Now is a good time to re-evaluate your investment, as by any measure your support has paid very well in a relatively short-time frame.

In July 2021, I stepped down from my roles at the company to be at home with my growing family, to travel and to learn the Māori language.

I see my current position as holding the Board of Directors ('the Board') and the Executive Management ('the Executive') accountable for their decisions and actions.

I believe there needs to be complete separation of the Board and the Executive to avoid conflicts of interest regarding wages and incentives paid.

Furthermore, I believe that only a committee of non-executive directors should oversee the remuneration package of the Executive.

The success of the company has not come from the work of a few at the top but instead has been the result of support from patients, clinicians, employees, and advocates alike.

The company was founded with a focus on patients, and we must immediately push for a Compassionate Access Scheme for patients to subsidise their medical cannabis costs. We must also push for fair and equitable wages scheme

CRONOS AUSTRALIA HAS NOT ENDORSED THIS STATEMENT AND DOES NOT TAKE RESPONSIBILITY FOR ANY ASSERTIONS MADE IN THIS STATEMENT, ACCORDINGLY SHAREHOLDERS SHOULD EXERCISE CAUTION IN READING THIS STATEMENT.

ANNEXURE A: M JANSEN STATEMENT CONTINUED

company-wide with the use of vested long-term share options and not short-term cash bonuses or incentives.

Thank you to every patient who has jumped through the hoops of bureaucracy and higher medical thresholds to trial medical cannabis. If it was not a legal and effective medical treatment option, then we would not be here today and now is the right time to put you first.

For details on your share certificate, how to sell your shares, or register for the AGM on the 18th November 2022 (and make sure your voice is heard too) please contact Computershare here: <https://www-au.computershare.com/Investor/#contact?cc=au>

You can see Stock Market announcements for the company here:

<https://www2.asx.com.au/markets/company/CAU>

Ngā mihi maioha,



Nā Dr Matua Jansen

Co-founder of CDA Clinics

CRONOS AUSTRALIA HAS NOT ENDORSED THIS STATEMENT AND DOES NOT TAKE RESPONSIBILITY FOR ANY ASSERTIONS MADE IN THIS STATEMENT, ACCORDINGLY SHAREHOLDERS SHOULD EXERCISE CAUTION IN READING THIS STATEMENT.

Annexure B: E Jansen Statement

25/10/2022

Elizabeth Sarah Jansen (ATF Stanford Investment Trust) Statement to the Cronos Australia Ltd Shareholders re: Members Resolutions at AGM

Dear Fellow Shareholders,

Please send in your early proxy vote or attend the company AGM (in person or via video link) to have your voice heard and your votes recorded.

I am writing to (1) ask for your support in the proposed resolution by Dr Matua Jansen, and (2) to inform you of amending my resolution:

- 1) I support the removal of Rodney Cocks and Guy Headley from the Board of Directors (both would then continue in their executive role).
I support Dr Matua Jansen's resolutions to have separation of the Board of Directors and the Executive to avoid conflicts of interest, nepotism, and excessive executive bonuses at the expense of the company and shareholders. Dr Matua Jansen is a medical doctor, a previous Doctor and Director for CDA Health, and a graduate of a Master of Business Administration, and his resolution is one made of careful consideration and strong conviction.
Prior to the merger of CDA Health with Cronos Australia, the founders of CDA Health voiced their concerns at Rodney Cocks receiving a cash incentive bonus of over \$92,000 despite making a loss every year of operation. I was again disappointed that Rodney Cocks had nominated himself for another over \$92,000 bonus this year, that was at the expense of furthering business development and future investment in the company. This, in my opinion, is quintuple dipping, as Rodney Cocks receives a large (over \$320,000 p.a.) salary package, has 1,000,000 merger share rights, 4,500,000 share options, has over 20,000,000 share interests and received a \$200,000 dividend recently. Not without notice, there was no independent committee who reviewed KPIs or possible bonuses, or even judged whether KPIs were met. Furthermore, Rodney Cocks nominated his fellow Executive Director Guy Headley for over \$92,000, and not without notice, they both voted in favour of each other's cash bonuses at the Board level.
Guy Headley also is quintuple dipping being a major shareholder of over 125,000,000 share interests, receives a large salary (over \$306,000 p.a.), has access to 2,000,000 merger share rights, has access to 9,000,000 share options and a recent large \$1,250,000 dividend recipient. These unnecessary executive cash bonuses would have been better spent on company expansion, for example spending on the now delayed Canview 2.0 and now increased expenses from Canview 2.0 rollout, or on the delayed drug registration. Highly paid, major shareholder, executive Directors like Rodney Cocks and Guy Headley should know better, and protect the minor shareholders' interests and our companies' cash flow.
- 2) I had previously proposed the election of Dr Benjamin Jansen to the Board of Directors, however after much consideration this resolution has been withdrawn, as both Ben and I feel we need a break from the business to spend more time with our family, and especially

CRONOS AUSTRALIA HAS NOT ENDORSED THIS STATEMENT AND DOES NOT TAKE RESPONSIBILITY FOR ANY ASSERTIONS MADE IN THIS STATEMENT, ACCORDINGLY SHAREHOLDERS SHOULD EXERCISE CAUTION IN READING THIS STATEMENT.

ANNEXURE B: E JANSEN STATEMENT CONTINUED

our two adorable girls. Dr Ben is no doubt a brilliant doctor with proven foresight and passion for our industry. The original idea for our company was Ben's. Ben is an original founding Director of Burleigh Heads Cannabis, a founder of Canview, a founding Director of Cannabis Doctors Australia and CDA Clinics, the main co-author of the Burleigh Heads Cannabis original Standard Operating Procedures, the co-author of CDA/Canview Maxims, the co-author of the Canview Confident Prescriber Course (free on Canview.com.au), the co-author of the CDA Clinics education program and the author of the two Cannabinoid Patents the company currently holds. Ben has lectured, taught, and tirelessly worked on behalf of the company since inception. Ben has worked very long hours treating our patients, teaching our staff, reading legislation, preparing education, reviewing documentation, lecturing clinicians, whatever the company has asked. Ben has been a driving visionary of many of our ideas, our names, our trademarks, and our processes. Indeed, it was Ben that drew out and named the first Canview process diagram on our kitchen bench. He has done so much for our company, our staff, and our patients, and wishes to continue to serve as a Non-Executive Director. He realises and applauds the democracy we live in and accepts the outcome of this democratic process. Ben is honourable and outspoken, which in full disclosure, had put him in conflict with those that have sought to pay themselves more and more money and benefit. Ben is about patients-over-pay, and despite having 3 Medical Fellowships, Ben took a pay cut to work for us at the company. I firmly believe Ben has been integral to the company, as his life has been cannabis medicine for the past years since medicinal cannabis inception in Australia, he has spoken honestly for our patients, he knows the industry personnel, and he has a deep understanding of the global cannabis trade and where it is headed.

Dr Ben wishes to thank the shareholders and our supporters via his LinkedIn page:
<https://www.linkedin.com/in/dr-ben-jansen-a9126516b/>

Lastly, thank you to all of those who believed in us from the beginning, who believe in the scientific process, who believed from the crowd-funding stage and those that continue to do so now. Thank you to our wonderful and caring staff, who are passionate about our industry. Thank you to our understanding patients and industry peers. Thank you to our team that believe in our mantra of bringing safe, affordable Medicinal Cannabis to our patients. Thank you to my Research Team at CDA and your dedication to science.

With the kindest of regards,



Elizabeth Sarah Jansen ATF Stanford Investment Trust

Founding Trustee Owner of CDA Health and Burleigh Heads Cannabis

Chief Research Officer

PhD Candidate, Master of Nutrition and Dietetics, Bachelor of Public Health (Honours), Bachelor of Science

CRONOS AUSTRALIA HAS NOT ENDORSED THIS STATEMENT AND DOES NOT TAKE RESPONSIBILITY FOR ANY ASSERTIONS MADE IN THIS STATEMENT, ACCORDINGLY SHAREHOLDERS SHOULD EXERCISE CAUTION IN READING THIS STATEMENT.

Annexure C: Proxy Form

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Cronos Australia Limited hereby appoint

☐ the Chair of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cronos Australia Limited to be held at Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Tuesday, 29 November 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

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

**Your Board recommends (as provided in the Notice of Meeting)
that Shareholders vote FOR Resolutions 2, 3 and 4 and vote
AGAINST Resolutions 5 and 6**

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Ms. Jenelle Lee Frewen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Dr. Simone Louise Scovell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Director - Mr. Rodney Cocks (Resolution requisitioned and NOT ENDORSED by the Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Director - Mr. Guy Headley (Resolution requisitioned and NOT ENDORSED by the Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Except as prohibited by Resolution 1 the Chair of the Meeting intends to vote undirected proxies in **favour** of Resolutions 1, 2, 3 and 4, and **against** Resolutions 5 and 6. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

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



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