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# CRESO PHARMA LIMITED

ACN 609 406 911

## ADDENDUM TO NOTICE OF GENERAL MEETING

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Creso Pharma Limited (ACN 609 406 911) (**Company**), hereby gives notice to Shareholders of the Company that, in relation to the Notice of General Meeting dated 27 August 2020 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 11:30am (WST) on Friday, 2 October 2020 at the offices of Azalea Consulting Pty Ltd, Suite 5, Chelsea Professional Centre, 145 Stirling Highway, Nedlands WA 6009, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum.

The purpose of the Addendum is to clarify and amend the formula for determining the minimum issue price for the issues of the Future Placement Shares if such issues are approved by Shareholders as per Resolution 8 of the Notice of Meeting.

On review of the Notice of Meeting, the Company considers that the agreement to issue the Future Placement Shares and therefore agreement on the issue price of the Future Placement Shares is likely to occur prior to the date of issue. Accordingly, the formula for determining the minimum issue price should be determined as at the date of agreement to issue not the date of the issue.

This will avoid any invalidity of the Shareholder approval obtained under Resolution 8, if the agreed issue price falls below 75% of the 5-day VWAP determined at the date of issue as a result of a reduction in the Share price between the date the issue price of the relevant Future Placement Shares are agreed and the actual issue date.

The Company confirms that the issue price per Future Placement Share will not be less than 75% of the 5-day VWAP calculated over the 5 trading days on which trades in Shares were recorded immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Future Placement Shares.

Accordingly, Section 7.4(d) of the Explanatory Statement is amended as set out below.

This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out below, all resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

### AMENDMENT SECTION 7.4(D) OF THE EXPLANATORY STATEMENT

Section 7.4(d) of the Explanatory Statement is deleted and replaced with the following wording:

- (a) *"the issue price of each Future Placement Share will be a price not less than 75% of the 5-day VWAP calculated over the 5 trading days on which trades in Shares were recorded immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Future Placement Shares. The Company will not receive any other consideration for the issue of the Future Placement Shares."*

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**Dated: 22 SEPTEMBER 2020**

**BY ORDER OF THE BOARD**

A handwritten signature in cursive script, appearing to read "E Dale".

**ERLYN DALE**  
**JOINT COMPANY SECRETARY**

## Proxy Form

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders but a new Proxy Form with the same information is annexed to this Addendum for your reference.

Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the new Proxy Form** annexed to this Addendum.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be valid and remain accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, you can vote by completing and returning either the new Proxy Form annexed to this Addendum or the Proxy Form annexed to the Notice of Meeting.

To vote in person, please attend the Meeting at the time, date and place set out above.

**Enquiries:** Shareholders are advised to contact the Joint Company Secretaries on + 61 8 9389 3180 if they have any queries in respect of the matters set out in this Addendum.



Creso Pharma Limited | ACN 609 406 911

# EGM Replacement Proxy Voting Form

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

## Vote by Proxy: CPH

Your proxy voting instruction must be received by **11.30am (WST) on Wednesday, 30 September 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.





#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



<b>Contact</b>	<b>Return your completed form</b>		<b>All enquiries to Automic</b>	
	 <b>BY MAIL</b> Automic GPO Box 5193 Sydney NSW 2001	 <b>IN PERSON</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	 <b>BY EMAIL</b> meetings@automicgroup.com.au	 <b>WEBCHAT</b> <a href="https://automic.com.au/">https://automic.com.au/</a>

<b>STEP 1: Appoint Your Proxy</b>	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Creso Pharma Limited, to be held at <b>11.30am (WST) on Friday, 2 October 2020 at the offices of Azalea Consulting Pty Ltd, Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6009</b> hereby:
	<b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

<b>STEP 2: Your Voting Direction</b>	<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	1. Ratification of prior issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Ratification of prior issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Issue of Shares to Dr Miri Halperin Wernli – Participation in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Issue of Shares to Mr Adam Blumenthal – Participation in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Ratification of prior issue of Service Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Ratification of prior issue of Debt Conversion Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. Ratification of prior issue of Mernova Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	8. Approval to issue future Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	9. Approval to issue Shares to L1 Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Please note:</b> If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.				

<b>STEP 3: Sign Here + Contact Details</b>	<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:	<input type="text"/>	
	Email Address:	<input type="text"/>	
Contact Daytime Telephone	Date (DD/MM/YY)		
<input type="text"/>	<input type="text"/>		
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			