

Wingara Ag Limited

ACN 009 087 469

Registered Office: Level 3, 62 Lygon Street, Carlton, Victoria 3053

NOTICE OF ANNUAL GENERAL MEETING

Notice is given of the annual general meeting of Wingara Ag Limited ACN 009 087 469

Time: 9:30am AEST
Date: 31st August 2017
Place: The CFO Solution Boardroom
Level 3, 62 Lygon Street, Carlton, Victoria 3053

AGENDA

Items of Business

Consideration of Financial Statements and Reports

To receive and consider the financial statements and reports of the Company and its controlled entities for the nine months ended 31 March 2017.

To clarify on the financial statements and reports of the Company and its controlled entities being prepared on a nine-month basis.

Resolution 1 Re-election of Mr Eric Jiang as Director

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

"That Mr Eric Jiang, a Director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as Director of the Company."

Resolution 2 Adoption of the Remuneration Report for the nine months ended 31 March 2017

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

"That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the nine months ended 31 March 2017 as disclosed in the Directors' Report is adopted."

Resolution 3 Ratification of 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, approval is given for the issue of 232,001 fully paid ordinary shares at \$0.25 per fully paid ordinary share on 3 March 2017."

Resolution 4 Approval of 10% Placement Capacity as a Special Resolution

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

"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Notes to the Notice of Meeting."

Additional Information

Please refer to the Explanatory Notes attached to, and which form part of, this Notice of Meeting for more information on the items of business and voting at the Annual General Meeting.

Contact Details

If you have any questions about this Notice of Meeting or a proxy form, please contact:

Phillip Hains
The CFO Solution
(03) 9824 5254

By order of the Board of Directors

Philip Hains
Company Secretary

Dated: 28 July 2017

NOTICE OF MEETING - EXPLANATORY NOTES

The following Explanatory Notes have been prepared to assist Shareholders in relation to the attached Notice of Meeting, the proposed resolutions and voting, and these Explanatory Notes form part of and should be read in conjunction with the attached Notice of Meeting.

1. Consideration of Financial Statements and Reports

To receive and consider the 2017 Annual Financial Statements of the Company in respect of the nine months ended 31 March 2017 and comprising the Financial Report, the Directors' Report and the Auditor's Report. At the Meeting, a representative of the Company's auditors, William Buck, will be invited to attend to answer questions relevant to:

- the conduct of the audit; and
- the preparation and content of the Auditor's Report; and
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

Clarification on nine-month reporting period:

On 22 February 2017, the directors of Wingara AG Limited have passed a resolution to change the Group's financial reporting period from 30 June to 31 March to better reflect the economic cycle of the hay trading business. Effectively, the Group has prepared the accompanying consolidated financial statements for the transitional period from 1 July 2016 to 31 March 2017. The corresponding comparatives are as at and for the financial year ended 30 June 2016.

2. Resolution 1: Re-election of Mr Eric Jiang as Director

General

Clause 14.2 of the Constitution provides that one third of the directors for the time being must retire at each annual general meeting. Under clause 14.2 of the Constitution, the Directors who must retire in accordance with this rule are the Directors (other than the Managing Director) who have been longest in office since their election.

Mr Eric Jiang will retire at the Annual General Meeting and seeks re-election.

Board Recommendation

The Board (other than Mr Eric Jiang) recommends the re-election of Mr Eric Jiang as Director. The Chair of the meeting intends to vote all available proxies in favour of the re-election of Mr Eric Jiang as Director.

3. Resolution 2: Adoption of the Remuneration Report for the nine months ended 31 March 2017

General

Resolution 2 provides shareholders the opportunity to vote on the Company's Remuneration Report. Under section 250(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at the annual general meeting. The Remuneration Report is contained in the Directors' Report.

Section 250R(3) of the Corporations Act provides that Resolution 2 is advisory only and does not bind the Directors or the Company, and a failure of the Shareholders to pass Resolution 2 will not require the Directors to alter any arrangements in the Remuneration Report.

The Chair will allow reasonable opportunity for the Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

Voting Exclusion Statement

The Company will disregard all votes cast on Resolution 2 by, or on behalf of:

- a member of the key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report for the nine months ended 31 March 2017; and
- a closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Resolution 2 by a KMP or a closely related party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a closely related party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 2; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote.

If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include its directors and certain senior executives.

A closely related party of a member of the KMP means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the Explanatory Notes on voting accompanying this Notice of Meeting.

Board Recommendation

The Board recommends the adoption of the Remuneration Report for the nine months ended 31 March 2017. The Chair of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report for the nine months ended 31 March 2017.

4. Resolution 3: Ratification of Issue of Shares

General

Under ASX Listing Rule 7.1, a company must not issue more than 15% of its equity securities in any 12 month period without the approval of its shareholders, unless an exception applies in Listing Rule 7.2.

Listing Rule 7.4 allows a company which makes an issue that complies with Listing Rule 7.1 to obtain subsequent shareholder approval for the issue and so reinstate the company's ability to issue up to 15% of its capital under Listing Rule 7.1. Resolution 3 complies with Listing Rule 7.4 and, if passed, will reinstate the Company's ability to issue up to 15% capital within a 12 month period.

Details Required by Listing Rule 7.5

Pursuant to Listing Rule 7.5, the following information is provided:

Number of securities issued:	232,001
Price at which the securities were issued:	\$0.25
Terms of the securities:	Fully paid ordinary shares
Names of the persons to whom the Company issued the securities or the basis upon which those persons were determined:	Conversion of convertible notes by: <ul style="list-style-type: none"> • Antonio Davide Diamante & Kristina Diamante • F & L Diamante Pty Ltd

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- by or on behalf of any person who participated in the issue of shares and their associates

unless the vote is cast on this resolution by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- a 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.

Board Recommendation

The Board recommends the approval of the ratification of this issue of Shares. The Chair of the meeting intends to vote all available proxies in favour of the ratification of this issue of Shares.

5. Resolution 4: Approval of 10% Placement Capacity as a Special Resolution

General

ASX Listing Rule 7.1A provides that in addition to issues permitted without shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.2 (**10% Placement Capacity**). The Company is an eligible entity.

By approving this special resolution, the Company will retain the flexibility to issue equity securities in the future under the 10% Placement Capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval, in addition to the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

The exact number of equity securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and described below.

Details of Listing Rule 7.1A

Approval under Listing Rule 7.1A is for a period commencing on the date of the annual general meeting at which the approval is obtained and expiring 12 months after that date.

The formula in Listing Rule 7.1A.2 is as follows:

$$(AxD) - E$$

A= The number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in rule 7.2 (if approved this will include any shares issued pursuant to Resolution 3),
- plus the number of partly paid ordinary securities that became fully paid in the 12 months,
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under rule 7.1 or rule 7.4,
- less the number of fully paid ordinary securities cancelled in the 12 months.

D= 10%

E= The number of equity securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under rule 7.1 or 7.4.

Specific Information required in accordance with Listing Rule 7.3A

- **Minimum Issue Price**

Under Listing Rule 7.1A.3, any equity securities issued under rule 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and the issue price of each such security must be no less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or
- (b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

- **Risk of Voting Dilution**

Any issue of equity securities under the 10% Placement Capacity will dilute the interest of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) The market price for the Company's Shares may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) The equity securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary shares for variable "A" calculated in accordance with the formula in Listing Rules 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issues or scrip issued under a takeover offer) or future specific placements under Listing Ruling 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current issue price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.12	\$0.24	\$0.48
		50% decrease in issue Price	Current Issue Price	100% Increase in Issue Price
Current Variable A	Shares Issued	7,754,658	7,754,658	7,754,658
77,546,758 Shares	Funds raised	\$930,559	\$1,861,118	\$3,722,236
50% increase in Variable A	Shares Issued	11,631,987	11,631,987	11,631,987
116,319,867 Shares	Funds raised	\$1,395,838	\$2,791,677	\$5,583,354
100% increase in Variable A	Shares Issued	15,509,316	15,509,316	15,509,316
155,093,156 Shares	Funds raised	\$1,861,118	\$3,722,236	\$7,444,471

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 77,546,758 Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 19 July 2017.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

4. The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of equity securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the equity securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- **Period for the 10% Placement Capacity**

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of this annual general meeting at which approval is obtained; or
- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.12 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), after which date an approval under Listing Rule 7.1A ceases to be valid,

or such longer period if allowed by ASX.

- **Purpose of Issue under 10% Placement Capacity**

Funds raised under the 10% Placement Capacity may be used to supplement the Company's working capital requirements and undertake further transactions to acquire new of acquisitions of businesses, assets or investments should the Directors determine this to be in the best interests of the Company.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon the issue of any equity securities pursuant to the 10% Placement Capacity.

- **Allocation Policy under 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the recipients of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company including, but not limited to, the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The recipients of equity securities under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new of acquisitions of businesses, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new of acquisitions of businesses, assets or investments.

- **Previous Approval under 10% Placement Capacity**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 18 November 2016. In the 12 months prior to this Annual General Meeting, the Company has issued (including issues with prior shareholder approval) 232,001 equity securities representing 0.30% of equity securities on issue 12 months prior to this Meeting (i.e. since 31 August 2016), none of which were issued under the Additional Placement Capacity approved which was approved at the Annual General Meeting held on 18 November 2016.

Details of all issues of equity securities by the Company during the 12 months preceding the date of this meeting are provided below:

Date of issue	3 March 2017
Number issued	232,001
Summary of terms	First conversion of convertible notes to fully paid ordinary shares
Names of the persons who received securities or basis on which those persons were determined	Conversion of convertible notes by: <ul style="list-style-type: none"> • Antonio Davide Diamante & Kristina Diamante • F & L Diamante Pty Ltd
Issue price	\$0.25
Discount to market price (if any)	n/a
For cash issues	
• Total cash consideration received	\$58,000 (reduction in notes payable)
• Amount of cash consideration spent	\$58,000
• Use of cash consideration	Operating activities
• Intended use for remaining amount of cash (if any)	n/a
For non-cash issues	
• Non-cash consideration paid	n/a
• Current value of that non-cash consideration	n/a

Voting Exclusion Statement

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast in respect of Resolution 4 by a person who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed, and any associates of those persons. As at the date of this Notice of Meeting the Company has no specific plans to issue equity securities under the 10% Placement Capacity and therefore it is not known who (if any) may participate in a potential (if any) issue of equity securities under the 10% Placement Capacity.

However, the Company need not disregard a vote cast on the resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of 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.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Explanatory Notes on Voting attached to this Notice of Meeting.

Board Recommendation

The Board recommends the approval of the 10% Placement Capacity. The Chair of the meeting intends to vote all available proxies in favour of the approval of the 10% Placement Capacity.

6. Glossary

Unless a contrary intention appears, in this Notice of Meeting words have the same meaning as under the Listing Rules or the Corporations Act (as applicable), and words beginning with a capital letter have the meaning set out below.

\$ means Australian Dollars.

ASX means ASX Limited ACN 008 624 691, and where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chair means the person appointed to chair the meeting convened by this Notice of Meeting.

Company means Wingara Ag Limited ACN 009 087 469.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Notes means the explanatory notes attached to the Notice of Meeting.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Listing Rules means the listing rules of the ASX.

Meeting means the annual general meeting to which this Notice of Meeting relates.

Notice of Meeting means this notice of meeting.

Proxy Form means the proxy form attached to the Notice of Meeting.

Share means (unless otherwise stated) an ordinary, fully paid share in the capital of the Company.

Shareholder means the shareholder of the Company.

Explanatory Notes on Voting

7. Entitlement to vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), all Shares in the Company will be taken, for the purposes of this Meeting, to be held by the persons who are the registered holders at 7pm on 29 August 2017. Accordingly, Share transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

8. How to vote

Shareholders entitled to vote at the Meeting can vote:

- | | |
|--|---|
| <p>(a) by attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by corporate representative; or</p> <p>(b) by appointing a proxy to attend and vote on their behalf in their place, using the proxy form attached to this notice.</p> | <p>All Registry communication to:
Company Secretary
Wingara AG Ltd
P.O. Box 655
Carlton South, VIC 3053</p> |
|--|---|

9. Voting in person (or by attorney or corporate representative)

- (a) To vote in person, the Company shareholder or their attorney or corporate representative should attend the Meeting on the date and at the place as set out above.
- (b) Shareholders or their attorneys or representatives who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting so that their Shareholdings can be checked against the Company Register and attendances can be noted.
- (c) An appointment of an attorney is effective in respect of a particular general meeting if, and only if, the power of attorney or an office copy or notarially certified copy of the power of attorney is actually received (which includes receipt of a copy of those instruments by legible fax) by the Company at its registered office at least 48 hours before the time notified for that meeting.
- (d) Any corporation being a shareholder of the Company may appoint an individual as its representative to exercise any or all of its powers at the meeting. The corporation must notify the Company of the appointment of its corporate representative using the attached certificate of appointment of corporate representative, which may be sent to the Company in advance of the meeting or submitted at the time of registration or during the meeting.

10. Voting in by proxy

- (a) A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend, and vote at, the meeting on its/his/her behalf. Where two proxies are appointed the appointment may specify the proportion or number of votes the proxy may exercise, otherwise each proxy may exercise half the votes. An additional proxy form will be supplied by the Company on request. A proxy need not be a Shareholder.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney or, if such appointer is a corporation, executed in accordance with its constitution (or otherwise as set out on the proxy form) or under the hand of its attorney.
- (c) A proxy form is attached. If required, it should be completed and signed and the form (and an original or certified copy of any power of attorney under which it was signed) must be returned to the Company's registered office in accordance with the instructions set out in the proxy form by no later than 48 hours before the time appointed for the Meeting.

11. Jointly held securities

If Shares are jointly held, only one of the joint Shareholders is entitled to vote at any meeting (either whether personally or by proxy, attorney or representative) in respect of those Shares. If more than one of those joint holders tender a vote on any resolution, the only vote which is to be counted in respect of that Share is the vote tendered by the most senior of those persons (seniority being conclusively ascertained by the order of names in respect of that Share in the Company Register).

12. Poll

In the interests of representing the views of as many shareholders as possible, the Chair of the meeting intends to call a poll in relation to proposed Resolutions 1 to 4.

WINGARA AG LTD

ACN 009 087 469

Registered Office: Level 3, 62 Lygon Street, Carlton, Victoria 3053

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

(Name of the body corporate making the appointment, in block letters)

hereby certifies that it has appointed

(Name of the appointee or if the appointment is to be by reference to a position held, the position held in the body corporate making the appointment, in block letters)

to act as its representative at the Annual General Meeting of shareholders Wingara AG Ltd to be held on 31 August 2017 and at any meeting held subsequent and pursuant to an adjournment of that meeting.

Dated this _____ day of _____

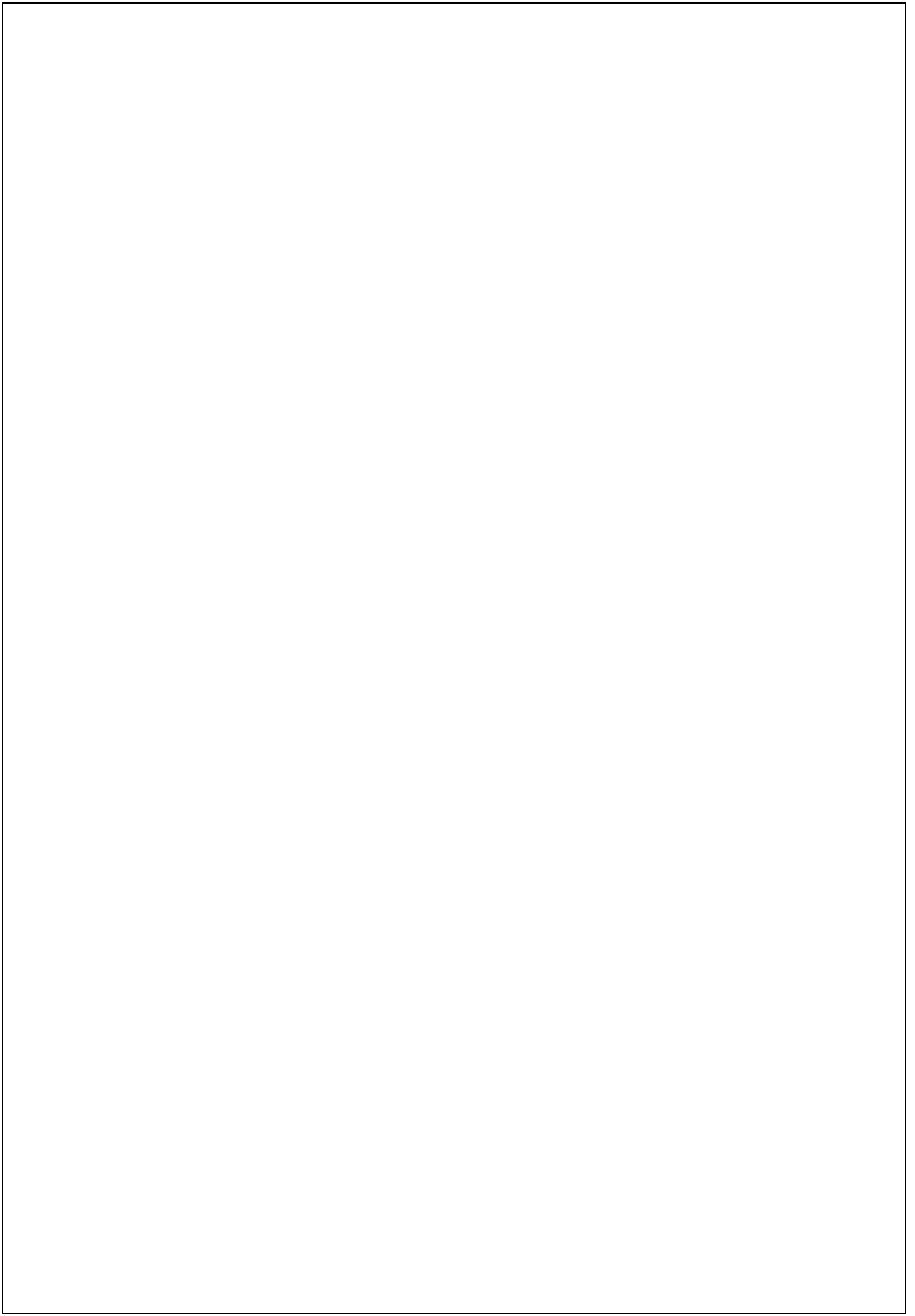
Executed for and on behalf of:)	(*)	Affix common seal
_____)		here if required
in accordance with its constitution by:)		
)		

Director /
Sole Director and Sole Company Secretary
(please delete one)

Director/Company Secretary
(please delete one)

This form of appointment may be sent to the Company (or its share registry) in advance of the meeting or submitted at the time of registration before or during the meeting.

(*) The common seal of the body corporate making the appointment must be affixed if required by its constitution.



Wingara Ag Limited

ABN 58 009 087 469

Lodge your vote:



By Mail:

Company Secretary
Wingara AG Ltd
PO Box 655
Carlton South VIC 3053

Alternatively you can fax your form to
(within Australia) (03) 9822 7735
(outside Australia) +61 3 9822 7735

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 9:30am (AEST) Tuesday, 29 August 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report 24 hours a day, 7 days a week:

www.wingaraag.com.au

To view and update your securityholding:

www.investorcentre.com

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



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.

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 Wingara Ag Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Wingara Ag Limited to be held at The CFO Solution Boardroom, Level 3, 62 Lygon Street, Carlton, Victoria on Thursday, 31 August 2017 at 9:30am (AEST) and at any adjournment or postponement of that Meeting.

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

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

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.

		For	Against	Abstain
Resolution 1	Re-election of Mr Eric Jiang as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of the Remuneration Report for the nine months ended 31 March 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity as a Special Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /