
CROPLOGIC LIMITED

ARBN 619 330 648

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

TIME: 12.30pm (NZST)

DATE: Thursday, 3 October 2019

PLACE: The Council Committee Room
At the University of Canterbury
Level 6, Matariki Building (formerly The Registry)
University Drive, Christchurch, New Zealand

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	2
Important Information	4
Explanatory Notes	5
Proxy Form	Enclosed

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is given that a General Meeting of Shareholders of CropLogic Limited will be held at The Council Committee Room, at the University of Canterbury, Level 6, Matariki Building (formerly The Registry), University Drive, Christchurch, New Zealand on Thursday, 3 October 2019 at 12.30pm (NZST).

MOTIONS – RESOLUTIONS

1. RESOLUTION 1 – APPROVAL FOR ISSUE OF CONVERTIBLE NOTES

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Convertible Notes each with a face value of US\$1.12, on the terms and conditions detailed in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Atlas Capital Markets, or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

2. RESOLUTION 2 - RATIFY PRIOR ISSUE OF OPTIONS

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 8,947,057 Options to Atlas Capital Markets on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Atlas Capital Markets or on behalf of a person (or an associate of such a person) who participated in the issue of Atlas Options.

However, the Company need not disregard a vote if:

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

GENERAL BUSINESS

To transact such other business as may be properly brought before the meeting in accordance with the Company's Constitution.

Dated: 17 September 2019

By order of the Board

A handwritten signature in black ink, appearing to read "S. Hunter", with a small dot at the end.

Susan Hunter
Company Secretary

IMPORTANT INFORMATION

All Shareholders are entitled to attend and vote at the General Meeting or to appoint a proxy (who need not be a shareholder of the Company) or corporate representative (in the case of a corporate shareholder) to attend the General Meeting and vote on their behalf. If you wish, you may appoint "The Chairman of the Meeting" as your proxy or as an alternative to your named proxy. A Proxy Form is enclosed with this Notice. To appoint a proxy please complete and sign the enclosed Proxy Form and either:

1. Deliver the Proxy Form:

(a) by hand to:

Link Market Services
1A Homebush Bay Drive, Rhodes NSW 2138; or

(b) by post to:

CropLogic Limited, Locked Bag A14, Sydney South NSW 1235; or

2. By facsimile to +61 2 9287 0309; or

3. Lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Shareholders Login' and in the 'Single Holding' section enter CropLogic Limited or the ASX code CLI in the Issuer name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your Proxy Form), postcode (or country of residence if outside Australia) and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Your Proxy Form must be received by 12.30pm (NZST) on 1 October 2019.

The Chairman of the Meeting intends to vote any discretionary proxies in favour of the resolutions set out in this Notice of Meeting.

An ordinary resolution is a resolution that is approved by a simple majority of votes of those Shareholders entitled to vote and voting on the resolution.

EXPLANATORY NOTES

These Explanatory Notes relate to the Resolutions set out in the Notice of General Meeting.

1. RESOLUTION 1 - APPROVAL FOR ISSUE OF CONVERTIBLE NOTES

1.1 Background to Loan Notes and Convertible Notes

As per the announcements dated 9 August 2019 and 28 August 2019, the Company has entered into an agreement for a pre-revenue bridging finance loan of US\$2 million with its existing lender, Atlas Capital Markets (**Atlas**) (**Bridging Finance Loan**). This was further to the convertible note agreement entered into with Atlas in May 2019 (see ASX announcement of 29 May 2019) (**May Note Agreement**). The May Note Agreement included a provision allowing Atlas to purchase a second tranche of up to a further 2,000,000 convertible notes subject to the agreement of the parties.

The provision of the Bridging Finance Loan was conditional upon the parties entering into a formal note purchase agreement (on terms consistent with the May Note Agreement) (**Note Purchase Agreement**) and amending the security granted to Atlas in respect of the May Note Agreement to extend the existing security granted thereunder to the Loan Notes or Convertible Notes (defined below), in each case before 23 August 2019 (**Conditions Precedent**). The Conditions Precedent have been satisfied by the parties.

The material terms and conditions of the Note Purchase Agreement are included in Schedule 1 of this Notice of Meeting.

The Company has issued 2,000,000 loan notes with a face value of US\$1.12 each, for an aggregate amount of US\$2,240,000 (**Loan Notes**) to Atlas.

Under the terms of the Note Purchase Agreement, the Loan Notes, subject to obtaining shareholder approval, will be redeemed and 2,000,000 convertible notes with a face value of US\$1.12 each (**Convertible Notes**) will be issued to Atlas. Resolution 1 seeks shareholder approval for the issue of the Convertible Notes.

1.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Directors to issue up to 2,000,000 Convertible Notes with a face value of US\$1.12 on redemption of the 2,240,000 Loan Notes currently on issue during the period of 3 months after the Meeting, without using the Company's 15% annual placement capacity.

1.3 Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised as follows:

Maximum Number of Convertible Notes to be Issued: The maximum number of Convertible Notes to be issued will be 2,000,000 Convertible Notes.

Date of Issue: The Convertible Notes will be issued on a single date as soon as possible following the passing of Resolution 1 in accordance with the terms of the Note Purchase Agreement, but in any event no later than 3 months after the date of the Meeting.

Issue Price: The Convertible Notes will have a deemed issue price of US\$1.12 each.

Allottee: The Convertible Notes will be issued to Atlas (and/or nominee(s)). Atlas is not a related party of the Company.

Terms: The Convertible Notes will be issued on the terms and conditions as set out in Schedule 1.

Intended Use of Funds: No funds will be raised from the issue as the Convertible Notes are being issued for nil consideration under the Note Purchase Agreement to redeem the Loan Notes.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

1.4 Directors' Recommendation

The Directors (other than Mr Stephen Silver) recommend that the Shareholders vote in favour of this Resolution. Mr Stephen Silver, a Director of the Company, is employed by Evolution Capital Advisors Pty Ltd, the Company's corporate advisor to this debt arrangement, and as such Mr Silver declines to make a recommendation on this Resolution. Chairman intends to exercise all available proxies in favour of Resolution 1.

2. RESOLUTION 2 – RATIFY PRIOR ISSUE OF OPTIONS

2.1 Background to Atlas Options

Under the terms of the Note Purchase Agreement, the Company issued 8,947,057 Options to Atlas on 3 September 2019, each with an exercise price of A\$0.12 and an expiry date of three years from the date of issue (**Atlas Options**). Resolution 2 seeks to ratify the issue of Atlas Options issued using the Company's placement capacity under Listing Rule 7.1.

2.2 Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that if a company in general meeting ratifies the previous issue of equity securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those equity securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.3 Information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised as follows:

Number of Options Issued: The number of Options issued was 8,947,057 Options.

Issue Price: The Atlas Options were issued for nil cash consideration.

Terms: The Atlas Options were issued on the terms and conditions as set out in Schedule 2.

Allottee: The Atlas Options were issued to Atlas (and/or their nominees).

Intended Use of Funds: No funds were raised from the issue as the Atlas Options were issued for nil consideration under the Note Purchase Agreement.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

2.4 Directors' Recommendation

The Directors (other than Mr Stephen Silver) recommend that the Shareholders vote in favour of this Resolution. Mr Stephen Silver, a Director of the Company, is employed by Evolution Capital Advisors Pty Ltd, the Company's corporate advisor to this debt arrangement, and as such Mr Silver declines to make a recommendation on this Resolution. Chairman intends to exercise all available proxies in favour of Resolution 2.

3. GLOSSARY

A\$ means Australian dollars.

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

Atlas Options has the meaning given in section 2.1.

Board means the current board of directors of the Company.

Bridging Finance Loan has the meaning given in section 1.1.

Chairman means the chair of the Meeting.

Company means CropLogic Limited (ARBN 619 330 648).

Constitution means the Company's constitution.

Convertible Notes has the meaning in section 1.1.

Directors means the current directors of the Company.

Explanatory Notes means the explanatory notes accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the Listing Rules of ASX.

Loan Notes has the meaning given in section 1.1.

May Note Agreement has the meaning given in section 1.1.

Note Purchase Agreement has the meaning given in section 1.1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Notes and the Proxy Form.

NZST means New Zealand Standard Time as observed in Christchurch, New Zealand.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

US\$ means United States dollars.

SCHEDULE 1

Key Terms of the Note Purchase Agreement

Purchaser/Investor	Atlas Capital Markets
Loan Notes	The Company has issued 2,000,000 loan notes with a face value of US\$1.12 each, for an aggregate amount of US\$2,240,000 (Loan Notes).
Investment Amount	The investment amount paid for each Loan Note was US\$1.00, for an aggregate amount of US\$2,000,000 (Investment Amount).
Purchase Date	26 August 2019.
Convertible Notes	<p>Subject to obtaining shareholder approval, the Loan Notes will be redeemed and 2,000,000 new convertible notes with a face value of US\$1.12 each (Convertible Notes) will be issued.</p> <p>If the shareholder approval is not obtained, the Loan Notes will remain on issue until the Maturity Date. The Company must seek shareholder approval within 30 days of the Purchase Date.</p>
Conversion	Subject to obtaining shareholder approval, some or all of the Convertible Notes may be converted into shares of the Company, at the election of Atlas, at the Conversion Price at any time after 30 November 2019 or an event of default.
Conversion Price	100% of the average of the 3 lowest 1-day volume weighted average price of Shares as traded on ASX in the 20 trading days immediately prior to the date of Atlas giving the conversion notice (Conversion Price). The Conversion Price will be adjusted if the Company undertakes a reorganisation of capital.
Maturity Date	26 August 2020
Interest	<p>There is no interest payable in respect of the Loan Notes or the Convertible Notes (as applicable) unless:</p> <ol style="list-style-type: none"> 1. shareholder approval is not obtained; or 2. an event of default occurs. <p>If either of the above circumstances occur, interest is payable at a rate of 14.5% per annum until the Company repays the Loan Notes or Convertible Notes in full. The Company may elect to satisfy repayment of all or part of the default interest by issuing shares.</p>
Use of Proceeds	The Company must use the funds to support the Company's industrial hemp operation in Oregon, USA.
Security	<p>The Loan Notes or Convertible Notes (as applicable) rank parri passu with the notes issued under the May Note Agreement.</p> <p>The Loan Notes or Convertible Notes (as applicable) are secured over:</p> <ol style="list-style-type: none"> 1. the Company's all present and future personal property, assets and rights and interests in any asset, pursuant to a General Security Deed; 2. Logical Cropping LLC, a subsidiary of the Company, pursuant to a direct registrable security agreement to be entered into by 4 June 2019.

Repayment	All outstanding amounts are payable by the Company on the Maturity Date.
Early Repayment	Unless an event of default has occurred, the Company may elect to repay, all or a portion of, the outstanding amount at any time prior to the Maturity Date by paying to Atlas 105% of the outstanding amount of the notes being prepaid plus any accrued default interest.
Options	The Company has issued to Atlas 8,947,057 Options, each with an exercise price of A\$0.12 and an expiry date of 3 September 2022.
Representations and Warranties	Customary representations and warranties for an agreement of this nature.
Events of Default	Customary events of default for an agreement of this nature.

SCHEDULE 2

TERMS AND CONDITIONS OF THE ATLAS OPTIONS

The terms and conditions of the Atlas Options are as follows:

(a) **Entitlement**

Subject to paragraph (m), each Atlas Option entitles the holder to subscribe for one Share upon exercise of the Atlas Option.

(b) **Exercise Price**

Subject to paragraphs (j) and (l), the amount payable upon exercise of each Atlas Option will be A\$0.12 (**Exercise Price**).

(c) **Expiry Date**

Each Atlas Option will expire at 5:00 pm (WST) on 3 September 2022 (**Expiry Date**). An Atlas Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Atlas Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Atlas Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Atlas Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Atlas Option being exercised in cleared funds (**Exercise Date**).

(g) **Shares issued on exercise**

Shares issued on exercise of the Atlas Options rank equally with all other Shares on issue at the date of issue.

(h) **Quotation of Shares**

If admitted to the official list of ASX at the time, promptly apply for official quotation on ASX of all Shares issued pursuant to the exercise of the Atlas Options, in accordance with the ASX Listing Rules.

(i) **Timing of issue of Shares and Quotation of Shares on Exercise**

Within two (2) Business Days of the Exercise Date the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Atlas Options specified in the Notice of Exercise and for which cleared funds have been received by the Company and provide to the Atlas Option holder holding statements evidencing such Shares have been recorded on the Share register; and

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

If a notice delivered under (i)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Companies Act or the Corporations Act (as the case may be) and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Atlas Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Atlas Options without exercising the Atlas Options.

(l) **Adjustment for pro rata issues**

In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to at least all Shareholders registered in Australia after the date of issue of the Atlas Options, the Exercise Price will be adjusted in accordance with the formula set out in Listing Rule 6.22.2.

(m) **Adjustment for bonus issues**

If the Company makes a bonus issue of Shares or other securities to at least all Shareholders registered in Australia (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares or other securities which must be issued on the exercise of an Atlas Option will be increased by the number of Shares or other securities which the Atlas Option holder would have received if the Atlas Option holder had exercised the Atlas Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(n) **Transferability**

The Atlas Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian or New Zealand securities laws.

(o) **Quotation of Atlas Options**

The Company will make no application for quotation of the Atlas Options.



ARBN 619 330 648
NEW ZEALAND COMPANY NUMBER 3184550

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
CropLogic Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **12:30pm (NZST) on Thursday, 3 October 2019 at The Council Committee Room, at the University of Canterbury, Level 6, Matariki Building (formerly The Registry), University Drive, Christchurch, New Zealand (the Meeting)** and at any postponement or adjournment of the Meeting.

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

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*
1 Approval for Issue of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratify Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

CLI PRX1904A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:30pm (NZST) on Tuesday, 1 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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