

LITTLE GREEN PHARMA

ABN 44 615 586 215

NOTICE OF
**Annual
General
Meeting**

Increases appetite
Reduces vomiting and nausea
Reduces contractions of small intestine
Relieves anxiety
Tranquilizing / psychos management
Reduces seizures and convulsions
Suppresses muscle spasms
Aides sleep
Reduces efficacy of immune system
Reduces blood sugar levels
Prevents nervous system depression
Treats psoriasis
Reduces risk of artery blockage
Kills or slows bacteria growth
Treats fungal infection
Inhibits cell growth in tumours
Promotes bone growth

Effect of cannabinoids on 6 groups of DPSI



The Annual General Meeting of the Company will be held as follows:

Time and date: 3:30pm (Perth time) on Tuesday, 29 August 2023

Virtually: Via Zoom webinar. The Company will announce details of how to register for and remotely attend the Meeting via the ASX Market Announcements Platform and on the Company's website at

<https://investor.littlegreenpharma.com/site/investor-centre/annual-general-meetings>

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on (08) 6280 0050.

Shareholders are urged to vote by lodging the Proxy Form or submitting their proxies electronically through www.investorcentre.com/au (control number **182798**)



Notice of Annual General Meeting

Notice is given that the annual general meeting of Shareholders of Little Green Pharma Ltd (**Company**) will be held virtually at the offices of the Company at Suite 2, Level 2, 66 Kings Park Road, West Perth WA 6005 on Tuesday, 29 August 2023 at 3:30pm (AWST) (**Meeting**).

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 5:00pm (AWST) on Sunday, 27 August 2023.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in the Schedule.

Agenda

1 *Annual Report*

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 March 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 *Resolutions*

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Dr Neale Fong

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

'That, Dr Neale Fong, who retires in accordance with article 8.2 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling 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, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of issue of Non-Executive Retention Rights

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of the Non-Executive Retention Rights under the Plan as follows:

- (a) *up to 140,000 Non-Executive Retention Rights to Michael Lynch-Bell (or his nominees);*
- (b) *up to 70,000 Non-Executive Retention Rights to Dr Neale Fong (or his nominees); and*
- (c) *up to 70,000 Non-Executive Retention Rights to Beatriz Vicén Banzo (or her nominees),*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of issue of Executive Retention Rights – Fleta Solomon

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Executive Retention Rights to Fleta Solomon (or her nominees) under the Plan on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval of issue of Executive Retention Rights – Angus Caithness

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Executive Retention Rights to Angus Caithness (or his nominees) under the Plan on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Ratification of issue of Placement Shares

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,777,778 Placement Shares as follows:

- (a) *777,007 Placement Shares issued under Listing Rule 7.1; and*
- (b) *27,000,771 Placement Shares issued under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval of issue of Director Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 277,777 Director Placement Shares to Fleta Solomon (or her nominees) by way of cash subscription, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

Resolution 3: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Resolution 4(a): by or on behalf of Michael Lynch-bell or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates, or their nominees.

Resolution 4(b): by or on behalf of Dr Neale Fong or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates, or their nominees.

Resolution 4(c): by or on behalf of a Beatriz Vicén Banzo or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates, or their nominees.

Resolution 5: by or on behalf of Fleta Solomon or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates, or their nominees.

Resolution 6: by or on behalf of Angus Caithness or a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates, or their nominees.

Resolution 7(a) and (b): by or on behalf of Tiga Trading and any other person who participated in the issue of the Placement Shares, or any of their respective associates, or their nominees.

Resolution 8: by or on behalf of Fleta Solomon (and/or her nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 4(a), (b) and (c), Resolution 5 and Resolution 6: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

A handwritten signature in dark red ink, appearing to be "Alistair Warren".

Alistair Warren
Company Secretary
Little Green Pharma Ltd
Dated: 28 July 2023

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually at the offices of the Company at Suite 2, Level 2, 66 Kings Park Road, West Perth WA 6005 on Tuesday, 29 August 2023 at 3:30pm (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted. The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Dr Neale Fong
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 – Approval of issue of Non-Executive Retention Rights
Section 8	Resolution 5 and Resolution 6 – Approval of issue of Executive Retention Rights
Section 9	Resolution 7 – Ratification of issue of Placement Shares
Section 10	Resolution 8 – Approval of issue of Director Placement Shares
Schedule 1	Definitions
Schedule 2	Terms and conditions of Non-Executive Retention Rights
Schedule 3	Summary of material terms of Plan
Schedule 4	Terms and conditions of Executive Retention Rights

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read this Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

2.1 *No voting in person*

Please refer to the information below on how Shareholders can participate in the Meeting.

As Shareholders will not be entitled to physically attend the Meeting, it will be deemed to be held at the registered office of the Company in accordance with section 249RA(1)(c) of the Corporations Act.

2.2 *Voting by a corporation*

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 *Voting by proxy*

All voting will be conducted by poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

Shareholders may also submit their proxies electronically through the Company Registry's Investor Vote website, <https://www.investorvote.com.au/> (control number 182798) at any time prior to the Proxy Cut Off Time.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- (a) vote by lodging a Proxy Form prior to 3:30pm (AWST) on Sunday, 27 August 2023 (**Proxy Cut-Off Time**) (recommended); or
- (b) contact the Company at cosec@lgp.global or by phone at (08) 6280 0050 prior to the Proxy Cut-Off Time if they wish to participate and vote the virtual Meeting and vote live on a poll at the virtual Meeting, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the virtual Meeting.

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

A Proxy Form is located at the end of the Explanatory Memorandum.

2.4 *Attending the Meeting virtually*

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The Company will announce details of how to register for and remotely attend the Meeting via the ASX Market Announcements Platform and on the Company's website at [<https://investor.littlegreenpharma.com/site/investor-centre/annual-general-meetings>].

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- (a) view the Meeting live;
- (b) exercise a right to speak (including a right to ask questions) orally at the Meeting; and
- (c) cast votes in real time on a poll during the Meeting.

How Shareholders can participate:

- (a) Shareholders are strongly urged to vote by lodging a Proxy Form prior to the Meeting and to appoint the Chair as your proxy. Shareholders can complete the Proxy Form or submit their proxies electronically through the www.investorvote.com.au website to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (including for online submission) are set out in the Proxy Form and are also available on the Company's investor centre website at [<https://investor.littlegreenpharma.com/site/investor-centre/annual-general-meetings>]. If a person other than the Chair is appointed as your proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.
- (b) Shareholders who intend to participate and vote live on a poll at the virtual Meeting must contact the Company at cosec@lgp.global or by phone at (08) 6280 0050 to notify the Company that you intend to participate and vote live on a poll at the virtual Meeting. You will also need to register and access the virtual Meeting by Zoom webinar to follow the Meeting and timing of the poll. After giving notice and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called during the Meeting and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the Listing Rules.

Lodgement of a Proxy Form will not preclude a Shareholder from participating in the virtual Meeting.

2.5 *Chair's voting intentions*

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, Resolution 4(a), (b) and (c), Resolution 5 and Resolution 6 even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.6 *Submitting questions*

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@lgp.global.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 March 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://investor.littlegreenpharma.com/site/investor-centre/annual-reports2> or on the ASX platform for "LGP" at www.asx.com.au/;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretaries at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – *Remuneration Report*

4.1 *General*

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 31 March 2023 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors.

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

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

4.2 *Additional information*

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – *Re-election of Director – Dr Neale Fong*

5.1 *General*

Article 8.2(a) of the Constitution and Listing Rule 14.4 provides that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or last election or three years, whichever is longer.

Article 8.3 of the Constitution provides that a Director who retires in accordance with Article 8.2 is eligible for re-election and that re-election takes effect at the conclusion of the Meeting.

Dr Neale Fong was last elected at the 2020 annual general meeting of the Company held on 26 November 2020. Accordingly, Dr Neale Fong, Non-Executive Director, retires at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 2.

If Resolution 2 is passed, Dr Fong will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Dr Fong will not be re-elected as a Director of the Company.

5.2 *Dr Neale Fong*

Dr Fong is a registered medical practitioner with over 35 years in senior leadership roles in private hospitals, the public health systems, management consulting, academia, health research, aged care and not for profit organisations. Dr Fong is currently CEO of Bethesda Health Care and formerly was Director General of the West Australian Department of Health.

Dr Fong is an experienced ASX company director and is currently independent chair of Intelicare (ASX:ICR). He is a former non-executive director of Neurotech International Limited (ASX:NTI) and executive chair of Chrysalis Resources Limited (ASX:CYS), and has been a Fellow of the Australian Institute of Company Directors since 2001. Dr Fong is also Chair of the Company's Audit and Risk Committee.

Dr Fong does not currently hold any other material directorships, other than as disclosed in this Notice.

If elected, Dr Fong is considered by the Board (with Dr Fong abstaining) to be an independent Director, notwithstanding that he may be granted Non-Executive Retention Rights pursuant to Resolution 4(b) as the vesting conditions of the Non-Executive Retention Rights are based purely on length of service and the Board considers that the number of Non-Executive Retention Rights in question is not material. Accordingly, Dr Fong is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Dr Fong has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 *Board recommendation*

The Board (with Dr Fong abstaining) recommends that Shareholders vote in favour of this Resolution for the reasons outlined in this Notice, including that:

- (a) Dr Fong is a suitably experienced and long serving Board member and is Chair of the Company's Audit and Risk Committee; and
- (b) Dr Fong's skills and experience, including his specialist knowledge of the Australian medical and health sectors, will continue to enhance the Board's ability to perform its role.

5.4 *Additional information*

Resolution 2 is an ordinary resolution.

6. **Resolution 3 – Approval of 10% Placement Facility**

6.1 *General*

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

6.2 *Listing Rule 7.1A*

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$53.89 million, based on the closing price of Shares (\$0.18) on 27 July 2023.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of this Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid shares that became fully paid shares in the Relevant Period;

- (E) plus the number of fully paid shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

6.3 *Specific information required by Listing Rule 7.3A*

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities 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 Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible Securities, only if the convertible Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (**Variable A**), with:

- (iii) two examples where Variable A has increased, by 50% and 100%; and
- (iv) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.09 50% decrease in Current Market Price	\$0.18 Current Market Price	\$0.36 100% increase in Current Market Price
299,382,341 Shares Variable A	10% Voting Dilution	29,938,234 Shares	29,938,234 Shares	29,938,234 Shares
	Funds raised	\$2,694,441	\$5,388,882	\$10,777,764
449,073,512 Shares 50% increase in Variable A	10% Voting Dilution	44,907,351 Shares	44,907,351 Shares	44,907,351 Shares
	Funds raised	\$4,041,662	\$8,083,323	\$16,166,646
598,764,682 Shares 100% increase in Variable A	10% Voting Dilution	59,876,478 Shares	59,876,478 Shares	59,876,478 Shares
	Funds raised	\$5,388,883	\$10,777,766	\$21,555,532

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.18), being the closing price of the Shares on ASX on 27 July 2023, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 299,382,341 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible Securities are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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%. 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 Facility, based on that Shareholder's holding at the date of the Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees 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 methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Issues in the past 12 months**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2022 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued or agreed to issue Equity Securities under Listing Rule 7.1A, as follows:

Date of issue	Recipient	Type of security	Number of securities	Price	Use of funds
9 November 2022	<p>The Securities were issued to new and existing institutional and sophisticated investors under the placement announced on 2 November 2022 (as amended by way of ASX announcement on 14 December 2022).</p> <p>The participants were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited, as lead manager, seeking expressions of interest to participate in the placement from existing contacts of the Company and clients of the lead manager.</p>	Shares	20,000,000 representing 11% of the total number of Shares on issue at the commencement of that 12 month period	\$0.20 each, representing a 14.3% premium to the closing price on the date of issue (\$0.175)	<p>Cash raised: \$4,000,000</p> <p>Cash spent: \$2,000,000</p> <p>Use of funds: (a) sales and marketing;</p> <p>(b) to fund general working capital; and</p> <p>(c) to pay the costs of the placement.</p> <p>Intended use of remaining funds:</p> <p>(a) sales and marketing; and</p> <p>(b) to fund general working capital.</p>
30 March 2023	<p>The Securities were issued to new and existing institutional and sophisticated investors under the placement announced on 24 March 2023.</p> <p>The participants were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited, as lead manager, seeking expressions of interest to participate in the placement from existing contacts of the Company and clients of the lead manager.</p>	Shares	27,000,771 representing 11.2% of the total number of Shares on issue at the commencement of that 12 month period	\$0.18 each, representing a 5.3% discount to the closing price on the date of issue (\$0.19)	<p>Cash raised: \$4,860,138.78</p> <p>Cash spent: \$4,860,138.78</p> <p>Use of funds: Repay balance of loan note with Canopy Growth Corporation and for working capital and costs of the offer.</p>

(g) **Voting exclusion statement**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

6.4 *Additional information*

Resolution 3 is a special resolution and therefore requires approval of 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).

The Board recommends that Shareholders vote in favour of Resolution 3.

7. **Resolution 4 – *Approval of issue of Non-Executive Retention Rights***

7.1 *General*

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 280,000 rights to acquire Shares (**Non-Executive Retention Rights**) to Non-Executive Directors, Michael Lynch-Bell, Dr Neale Fong, and Beatriz Vicén Banzo (or their respective nominees) under the Plan as follows:

- (a) up to 140,000 Non-Executive Retention Rights to Michael Lynch-Bell (or his nominees);
- (b) up to 70,000 Non-Executive Retention Rights to Dr Neale Fong (or his nominees); and
- (c) up to 70,000 Non-Executive Retention Rights to Beatriz Vicén Banzo (or her nominees).

The rationale for issuing the Non-Executive Directors with Non-Executive Retention Rights is to reward the Non-Executive Directors for continued service to the Company in accordance with the terms of their negotiated remuneration packages.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Non-Executive Retention Rights seeks to align the efforts of the Non-Executive Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board (other than Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo who each have a personal interest in the outcome of Resolution 4(a), (b) and (c)) also believes that incentivising with Non-Executive Retention Rights is a prudent means of conserving the Company's available cash reserves. The Board (other than Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo) believes it is important to offer these Non-Executive Retention Rights to continue to attract and maintain highly experienced and qualified Board members and management team in a competitive market.

7.2 *Listing Rule 10.14*

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- (a) a director of the entity (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and
- (c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Non-Executive Retention Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Non-Executive Retention Rights to Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo (or their respective nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 4(a), (b) and (c) will be to allow the Company to issue the Non-Executive Retention Rights to Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo (or their respective nominees).

If Resolution 4(a) is not passed, the Company will not be able to proceed with the issue of up to 140,000 Non-Executive Retention Rights to Michael Lynch-Bell (or his nominees), and the Company will have to consider alternative commercial means to remunerate Michael Lynch-Bell.

If Resolution 4(b) is not passed, the Company will not be able to proceed with the issue of up to 70,000 Non-Executive Retention Rights to Dr Neale Fong (or his nominees), and the Company will have to consider alternative commercial means to remunerate Dr Neale Fong.

If Resolution 4(c) is not passed, the Company will not be able to proceed with the issue of up to 70,000 Non-Executive Retention Rights to Beatriz Vicén Banzo (or her nominees), and the Company will have to consider alternative commercial means to remunerate Beatriz Vicén Banzo.

7.3 *Specific information required by Listing Rule 10.15*

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Non-Executive Retention Rights:

- (a) The Non-Executive Retention Rights will be issued under the Plan to Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo (or their respective nominees).
- (b) Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo fall into the category stipulated by Listing Rule 10.14.1 by virtue of being directors of the Company.
- (c) A maximum of 240,000 Non-Executive Retention Rights will be issued as follows:
 - (i) up to 140,000 Non-Executive Retention Rights to Michael Lynch-Bell (or his nominees);

- (ii) up to 70,000 Non-Executive Retention Rights to Dr Neale Fong (or his nominees); and
 - (iii) up to 70,000 Non-Executive Retention Rights to Beatriz Vicén Banzo (or her nominees).
- (d) The current total annual remuneration package for each of Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo as at the date of this Notice is set out below:

Non-Executive Director	Salary and fees (exclusive of superannuation)	Share rights in lieu of salary ⁽⁴⁾	Other non-cash benefits	Post employment benefits	Long term incentive – retention shares ⁽⁵⁾	TOTAL
Michael Lynch-Bell ^{(1), (2)}	\$66,679	\$67,808	-	-	\$56,278	\$190,765
Dr Neale Fong ^{(1), (2)}	\$30,434	\$33,982	-	\$3,120	\$28,139	\$95,675
Beatriz Vicén Banzo ^{(1), (3)}	\$44,700	-	\$15,000	-	\$11,250	\$70,950

Notes:

1. *Figures do not include the issue of the Non-Executive Retention Rights, the subject of Resolution 4(a), (b) and (c) proposed to be issued under the Company's Plan.*
 2. *In September 2022, following approval by Shareholders at the Company's 2022 Annual General Meeting, Michael Lynch-Bell received 70,000 retention rights and Dr Neale Fong received 35,000 retention rights vesting on 20 February 2025.*
 3. *In July 2022, Beatriz Vicén Banzo received 50,000 Shares with a value of \$15,000 and 150,000 retention rights vesting on 7 July 2025. The value of the Shares is accounted for under "other non-cash benefits" in the above table.*
 4. *Following Shareholder approval in August 2022, Michael Lynch-Bell and Dr Neale Fong agreed to receive a proportion of their Director's fees for the period July 2022 to March 2023 in shares based on the fortnightly VWAP over that period. On 24 April 2023 and 7 July 2023, the Company issued Michael Lynch-Bell and Dr Neale Fong an aggregate of 304,707 Shares and 152,704 Shares respectively, in lieu of a proportion of their Director's fees. This was a one-off arrangement for FY2023 and, at this stage, the Company does not intend to provide this offer to the Director's remuneration package moving forward.*
 5. *This is an equity settled share based payment arrangement.*
- (e) The Company sought Shareholder approval for the Plan at its general meeting held on 31 January 2023 (**2023 General Meeting**). Since the Company's 2023 General Meeting, no Equity Securities have been issued under the Plan to Michael Lynch-Bell, Dr Neale Fong or Beatriz Vicén Banzo.
- (f) The Non-Executive Retention Rights will be issued on the terms and conditions set out in Schedule 2.
- (g) The Board considers that Non-Executive Retention Rights, rather than Shares or Options, are an appropriate form of incentive because they reward Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo for continued service to the Company. Further, the Non-Executive Retention Rights will only vest in full upon the relevant period of service being completed (as opposed to issuing Shares upfront, which would then require cancellation in the event the period of service is not completed).

- (h) The value the Company attributes to each Non-Executive Retention Right is \$0.18, being the Company's last closing Share price at the date of this Notice. A summary of the valuation is below:

Non-Executive Director	Non-Executive Retention Rights	Valuation
Michael Lynch-Bell	140,000	\$25,200
Dr Neale Fong	70,000	\$12,600
Beatriz Vicén Banzo	70,000	\$12,600
TOTAL	280,000	\$50,400

- (i) The Non-Executive Retention Rights will be issued to Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo (or their respective nominees) as soon as practicable following the Meeting and in any event not later than three years after the Meeting.
- (j) The Non-Executive Retention Rights will be issued for nil cash consideration as an incentive component to Michael Lynch-Bell's, Dr Neale Fong's and Beatriz Vicén Banzo's remuneration packages for their services to the Company.
- (k) A summary of the material terms of the Plan is in Schedule 3.
- (l) No loan will be provided to Michael Lynch-Bell, Dr Neale Fong or Beatriz Vicén Banzo in relation to the issue of the Non-Executive Retention Rights.
- (m) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (o) A voting exclusion statement is included in the Notice.

7.4 *Chapter 2E of the Corporations Act*

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Non-Executive Retention Rights constitutes giving a financial benefit to related parties of the Company.

The Board (other than Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo who each have a personal interest in the outcome of Resolution 4(a), (b) and (c)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Non-Executive Retention Rights because the Non-Executive Retention Rights are considered by the Board as reasonable remuneration within the exception stipulated by section 211 of the Corporations Act.

7.5 *Additional information*

Each of Resolution 4(a), (b) and (c) is an ordinary Resolution.

The Board (other than Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo who each have a personal interest in the outcome of Resolution 4(a), (b) and (c)) recommends that Shareholders vote in favour of Resolution 4(a), (b) and (c).

8. **Resolution 5 and Resolution 6 – *Approval of issue of Executive Retention Rights***

8.1 *General*

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 2,000,000 rights to acquire Shares (**Executive Retention Rights**) to Executive Directors, Fleta Solomon and Angus Caithness (or their respective nominees) under the Plan as follows:

- (a) up to 1,000,000 Executive Retention Rights to Fleta Solomon (or her nominees); and
- (b) up to 1,000,000 Executive Retention Rights to Angus Caithness (or his nominees).

The Executive Retention Rights will vest upon the Executive Director's continuous employment with the Company (or any of its subsidiaries) for 3 years from 1 April 2023, unless otherwise Extended (as defined in Schedule 4), and expire on 1 April 2028 (refer to Schedule 4 for the terms and conditions of the Executive Retention Rights).

The rationale for the issue of the Executive Retention Rights is to reward and incentivise the Executive Directors for their continued service to the Company in accordance with the terms of their negotiated remuneration packages, as well as to retain highly experienced and qualified key management personnel in a competitive market.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Executive Retention Rights seeks to reward and incentivise the Executive Directors for their performance in the 2023 financial year and ongoing service to the Company. In addition, the Board (other than Fleta Solomon and Angus Caithness who each have a personal interest in the outcome of Resolution 5 and Resolution 6) also believes that incentivising with Executive Retention Rights is a prudent means of conserving the Company's available cash reserves. The Board (other than Fleta Solomon and Angus Caithness) believes it is important to offer these Executive Retention Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

8.2 *Listing Rule 10.14*

A summary of Listing Rule 10.14 is in Section 7.2 above.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Executive Retention Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Executive Retention Rights will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 5 and Resolution 6 will be to allow the Company to issue the Executive Retention Rights to Fleta Solomon and Angus Caithness (or their respective nominees) under the Plan.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of up to 1,000,000 Executive Retention Rights to Fleta Solomon (or her nominees), and the Company will have to consider alternative commercial means to reward Fleta Solomon.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of up to 1,000,000 Executive Retention Rights to Angus Caithness (or his nominees), and the Company will have to consider alternative commercial means to reward Angus Caithness.

8.3 *Specific information required by Listing Rule 10.15*

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Executive Retention Rights:

- (a) The Executive Retention Rights will be issued under the Plan to Fleta Solomon and Angus Caithness (or their respective nominees).
- (b) Fleta Solomon and Angus Caithness fall into the category stipulated by Listing Rule 10.14.1 by virtue of being directors of the Company.
- (c) A maximum of 2,000,000 Executive Retention Rights will be issued as follows:
 - (i) up to 1,000,000 Executive Retention Rights to Fleta Solomon (or her nominees); and
 - (ii) up to 1,000,000 Executive Retention Rights to Angus Caithness (or his nominees).
- (d) The current total annual remuneration package for Fleta Solomon and Angus Caithness as at the date of this Notice are set out below:

Executive Director	Salary and fees (exclusive of superannuation)	Share rights in lieu of salary ⁽⁴⁾	Other non-cash benefits ⁽⁵⁾	Post employment benefits	Long term incentive – shares with milestone achieved or outstanding ⁽⁶⁾	Short term incentive – cash ⁽⁷⁾	TOTAL
Fleta Solomon ^{(1), (2), (3)}	\$251,039	-	\$19,913	\$24,506	\$341,273	\$75,300	\$712,031
Angus Caithness ^{(1), (2), (3)}	\$220,475	\$57,375	\$17,545	\$19,616	\$335,991	\$81,000	\$732,002

Notes:

1. *Figures do not include the issue of the Executive Retention Rights, the subject of Resolution 5 and Resolution 6 proposed to be issued under the Company's Plan.*
2. *In September 2022, following approval by Shareholders at the Company's 2022 Annual General Meeting, the Company issued:*
 - (a) *Fleta Solomon, 18,000 Shares and 72,000 share rights (50% vesting 1 April 2023 and 50% vesting 1 April 2024 subject to Ms Solomon's continued service with the Company until that date); and*
 - (b) *Angus Caithness, 16,000 Shares and 64,000 shares (50% vesting 1 April 2023 and 50% vesting 1 April 2024 subject to Mr Caithness' continued service with the Company until that date),*
under the Company's 2022 LTI Plan (which was subsequently replaced by the Plan). The share rights vesting 1 April 2023 vested and the Company issued Fleta Solomon and Angus Caithness 36,000 and 32,000 Shares (respectively) in late April 2023.
3. *In February 2023, following approval by Shareholders at the Company's 2023 General Meeting, the Company issued Fleta Solomon and Angus Caithness 1,500,000 Performance Rights each under the Plan, comprising three tranches of 500,000 Performance Rights with 3 year milestone periods and Share price vesting milestones of \$0.50, \$0.60 and \$0.75 (based on the Company's 20-day VWAP) (see Schedule 5 of the Company's notice of general meeting dated 29 December 2022 for further terms and conditions).*
4. *Following Shareholder approval in August 2022, Angus Caithness agreed to receive a proportion of his salary for the period July 2022 to March 2023 in Shares based on the fortnightly VWAP over that period. On 24 April 2023 and 7 July 2023, the Company issued Angus Caithness an aggregate of 240,499 Shares in lieu of a proportion of his Director's fees. This was a one-off arrangement for FY2023 and, at this stage, the Company does not intend to provide this offer to the Director's remuneration package moving forward.*
5. *Other non-cash benefits represent car parking paid for by the Company as well as movements in the annual leave and long service leave provisions.*
6. *This is an equity settled share based payment arrangement.*
7. *The short term incentive plan (STI Plan) is a discretionary award plan based on Company and director success against performance metrics determined by the Board for each financial year. The above figures are based on the STI Plan cash awards for FY2023 ended 31 March 2023.*

- (e) The Company previously sought Shareholder approval for the Plan at its 2023 General Meeting. Since the Company's 2023 General Meeting, the Company has issued the following Securities to Fleta Solomon and Angus Caithness (or their respective nominees) under the Plan:

Executive Director	Date of issue	Type of Equity Security	Number of Equity Securities	Average acquisition price
Fleta Solomon	27 February 2023	Performance Rights	1,500,000	\$Nil
Angus Caithness	27 February 2023	Performance Rights	1,500,000	\$Nil

- (f) The Executive Retention Rights will be issued on the terms and conditions in Schedule 4.

- (g) The Board considers that Executive Retention Rights are an appropriate form of incentive because they reward and incentivise Fleta Solomon and Angus Caithness for their ongoing support to the Company. Additionally, the issue of Executive Retention Rights instead of cash is a prudent means of conserving the Company's available cash reserves.
- (h) The value the Company attributes to each Executive Retention Right is \$0.18, being the Company's last closing Share price as at the date of this Notice. A summary of the valuation is below:

Executive Director	Executive Retention Rights	Valuation
Fleta Solomon	1,000,000	\$180,000
Angus Caithness	1,000,000	\$180,000
TOTAL	2,000,000	\$360,000

- (i) The Executive Retention Rights will be issued to Fleta Solomon and Angus Caithness (or their respective nominees) as soon as practicable following the Meeting and in any event not later than three years after the Meeting.
- (j) The Executive Retention Rights will be issued for nil cash consideration. The rationale for the issue of the Executive Retention Rights is to reward and incentivise Fleta Solomon and Angus Caithness for their continued service to the Company in accordance with the terms of their negotiated remuneration packages, as well as to retain highly experienced and qualified key management personnel in a competitive market.
- (k) A summary of the material terms of the Plan is in Schedule 3.
- (l) No loan will be provided to Fleta Solomon or Angus Caithness in relation to the issue of the Executive Retention Rights.
- (m) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (o) A voting exclusion statement is included in the Notice.

8.4 *Chapter 2E of the Corporations Act*

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Executive Retention Rights constitutes giving a financial benefit to related parties of the Company.

The Board (other than Fleta Solomon and Angus Caithness who each have a personal interest in the outcome of Resolution 5 and Resolution 6) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Executive Retention Rights because the Executive Retention Rights are considered by the Board as reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act.

8.5 *Additional information*

Each of Resolution 5 and Resolution 6 is an ordinary resolution.

The Board (other than Fleta Solomon and Angus Caithness who each have a personal interest in the outcome of Resolution 5 and Resolution 6) recommends that Shareholders vote in favour of Resolution 5 and Resolution 6.

9. **Resolution 7 – Ratification of issue of Placement Shares**

9.1 *General*

On 24 March 2023, the Company announced a capital raising of \$5,000,000 (before costs) (**Placement**). The Placement comprised the issue of 27,777,778 Shares to unrelated parties at an issue price of \$0.18 per Share (**Placement Shares**), comprising:

- (a) 777,007 Placement Shares issued under the Company's Listing Rule 7.1 capacity; and
- (b) 27,000,771 Placement Shares issued under the Company's Listing Rule 7.1A capacity.

In addition, the Company announced that Fleta Solomon committed an additional \$50,000 to the Placement to subscribe for up to 277,777 Placement Shares (**Director Placement Shares**), the subject of Resolution 8.

In connection with the Placement, the Company paid the Lead Manager fees of \$300,000, representing 6% of the gross proceeds raised under the Placement.

On 30 March 2023, the Company issued the Placement Shares using the Company's available placement capacity under Listing Rules 7.1 and 7.1A, in the manner set out above.

Resolution 7(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

9.2 *Listing Rules 7.1, 7.1A and 7.4*

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its 2022 annual general meeting held on 29 August 2022.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and the additional 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue of the Placement Shares.

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

The effect of Shareholders passing Resolution 7(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, and the additional 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 7(a) is passed, 777,007 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7(b) is passed, 27,000,771 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7(a) is not passed, 777,007 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 777,007 Equity Securities for the 12 month period following the issue of those Placement Shares.

If Resolution 7(b) is not passed, 27,000,771 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 27,000,771 Equity Securities for the 12 month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

9.3 *Specific information required by Listing Rule 7.5*

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to new and existing institutional and sophisticated investors, none of whom are a related party or a Material Investor of the Company, other than the Tiga Trading, which is a Material Investor as it and its associated entities have a relevant interest in approximately 11.8% of the Company and acquired 8,333,334 Placement Shares that were issued under the Company's 7.1A capacity and is therefore a substantial Shareholder. Tiga Trading is not a related party of the Company. The participants in the Placement were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited (**Lead Manager**) seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 27,777,778 Placement Shares were issued, as follows:
 - (i) 777,007 Placement Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1; and
 - (ii) 27,000,771 Placement Shares were issued within the Company's additional 10% placement capacity permitted under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 30 March 2023.
- (e) The Placement Shares were issued at \$0.18 each.
- (f) The proceeds from the issue of the Placement Shares have been or are intended to be used to repay balance of the loan note with Canopy Growth Corporation, as well as general working capital purposes and costs of the Placement, as set out below:

Use	Funds (\$)
Repayment of Canopy debt	4,100,000
Costs of the offer	300,000
Product manufacturing costs	600,000
TOTAL	5,000,000

- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

9.4 *Additional information*

Each of Resolution 7(a) and (b) is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 7(a) and (b).

10. **Resolution 8 – *Approval of issue of Director Placement Shares***

10.1 *General*

The background to the Placement is summarised in Section 9.1 above.

The Company's Managing Director, Fleta Solomon, wishes to participate in the Placement to the extent of subscribing for up to 277,777 Director Placement Shares to raise up to \$50,000 (before costs).

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to Fleta Solomon (or her nominees).

10.2 *Listing Rule 10.11*

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Fleta Solomons is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Share to Fleta Solomon (or her nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 8 will be to allow the Company to issue the Director Placement Shares, raising up to \$50,000 (before costs).

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and will not receive the additional \$50,000 (before costs) committed by Fleta Solomon.

10.3 *Specific information required by Listing Rule 10.13*

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Fleta Solomon (or her nominees).
- (b) Fleta Solomon falls into the category stipulated by Listing Rule 10.11.1 by virtue of being the Managing Director of the Company.
- (c) A maximum of 277,777 Director Placement Shares will be issued to Fleta Solomon (or her nominees).
- (d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares are proposed to be issued at an issue price of \$0.18 each, being the same issue price as other Placement Shares and will raise up to approximately \$50,000 (before costs).
- (g) A summary of the intended use of funds raised from the Placement is in Section 9.3(f) above.
- (h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise Fleta Solomon.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares. The Director Placement Shares will not be issued pursuant to an agreement.
- (j) A voting exclusion statement is included in the Notice.

10.4 *Chapter 2E of the Corporations Act*

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to a related party of the Company.

The Board (other than Fleta Solomon who has a personal interest in the outcome of Resolution 8) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

10.5 *Additional information*

Resolution 8 is an ordinary resolution.

The Board (other than Fleta Solomon who has a personal interest in the outcome of Resolution 8) recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility	has the meaning in Section 6.1.
10% Placement Period	has the meaning in Section 6.2(f).
2023 General Meeting	has the meaning given in Section 7.3(e).
\$	means Australian dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 March 2023.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Little Green Pharma Ltd (ACN 615 586 215).
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Director Placement Shares	means up to 277,777 Placement Shares proposed to be issued to Fleta Solomon (or her nominees), the subject of Resolution 8.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.

Executive Retention Rights	means the 2,000,000 Executive Retention Rights proposed to be issued to Fleta Solomon and Angus Caithness (or their respective nominees), the subject of Resolution 5 and Resolution 6.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	<p>means, in relation to the Company:</p> <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 6.2(e).
Non-Executive Retention Rights	means the 280,000 Non-Executive Retention Rights proposed to be issued to Michael Lynch-Bell, Dr Neale Fong and Beatriz Vicén Banzo (or their respective nominees), the subject of Resolution 4(a), (b) and (c).
Notice	means this notice of annual general meeting.
Options	means an option to acquire a Share.
Performance Right	means a contractual right to be issued a Share upon the satisfaction of a performance related milestone.
Placement	has the meaning given in Section 9.1.

Placement Shares	means the 27,777,778 Shares issued under the Placement, the subject of Resolution 7(a) and (b).
Plan	means the Little Green Pharma Ltd Employee Securities Incentive Plan.
Proxy Form	means the proxy form made available with the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options, share rights and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Tiga Trading	means Tiga Trading Pty Ltd (ACN 118 961 210) and entities associated with the Thorney Investment Group.
VWAP	means volume weighted average market price.

Schedule 2 Terms and conditions of Non-Executive Retention Rights

The terms and conditions of the Non-Executive Retention Rights are as follows:

1. **Entitlement**

Subject to the terms and conditions set out below, each Non-Executive Retention Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

2. **Issue Price**

The Non-Executive Retention Rights are issued for nil cash consideration.

3. **Exercise Price and Vesting Date**

(a) The Non-Executive Retention Rights will vest on 20 February 2026 (**Vesting Date**), subject to the holder's continuous employment within the Company (or any of its subsidiaries) until the Vesting Date (**Vesting Condition**).

(b) The holder may exercise the Non-Executive Retention Rights at any time after the Vesting Date and before the Expiry Date by submitting an exercise notice to the Company identifying the number of Non-Executive Retention Rights that the holder wishes to exercise.

(c) The amount payable upon exercise of each Non-Executive Retention Right will be nil (**Exercise Price**).

4. **Expiry Date**

The Non-Executive Retention Rights will expire and lapse on the first to occur of the following:

(a) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Plan); and

(b) 5:00pm (AWST) on the date which is 2 years after the Vesting Date,

(**Expiry Date**).

5. **Timing of issue of Shares and quotation of Shares on exercise**

(a) Within 5 business days of a valid exercise of a vested Non-Executive Retention Right and in accordance with the Plan Rules, the Company will:

(i) issue, allocate or cause to be transferred to the holder the number of Shares to which it is entitled under the Plan;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**); and

(iii) in the event the Company is admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

(b) All Shares issued upon the exercise of Non-Executive Retention Rights will upon issue rank equally in all respects with the then issued Shares.

6. **Restrictions on transfer or disposal of Shares**

(a) If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Non-Executive Retention Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

(b) Except as set out in the Company's share trading policy and applicable laws, no other specific disposal restrictions apply to any Shares that are Rights.

7. **Cessation of employment**

(a) If the holder becomes a Leaver (as defined in the Plan) after the vesting date of the Non-Executive Retention Rights, the Non-Executive Retention Rights must be exercised by the holder within 90 days after the date the holder becomes a Leaver.

(b) This condition is at all times subject to the discretion of the Board.

8. **Lapsing conditions**

Where a Non-Executive Retention Right is not exercised before the Expiry Date, it will automatically lapse.

9. **Transfer**

The Non-Executive Retention Rights are not transferable.

10. **Participation in entitlements and bonus issues**

Subject always to the rights under paragraphs 11 and 12, holders of the Non-Executive Retention Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

11. **Adjustment for bonus issue**

If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Non-Executive Retention Rights to which holders of the Non-Executive Retention Rights are entitled will be increased by that number of securities which the holder would have been entitled if the Non-Executive Retention Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the Listing Rules at the time of the bonus issue.

12. **Reorganisation of capital**

In the event that the issued capital of the Company is reconstructed, all the holder's rights as a holder of Non-Executive Retention Rights will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the holder's economic and other rights are not diminished or terminated.

13. **Dividend and voting rights**

The Non-Executive Retention Rights do not confer on the holder an entitlement to vote or receive dividends.

14. **Return of capital rights**

The Non-Executive Retention Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

15. **Rights on winding up**

The Non-Executive Retention Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

16. **Change in control**

Upon a Change of Control Event (as defined in the Plan) occurring, any unvested Non-Executive Retention Rights will automatically vest.

17. **Takeovers prohibition**

- (a) the issue of Shares on exercise of the Non-Executive Retention Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
- (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Non-Executive Retention Rights.

18. **No other rights**

A Non-Executive Retention Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

19. **Amendments required by ASX**

The terms of the Non-Executive Retention Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

20. **Plan**

The Non-Executive Retention Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.

21. **Constitution**

Upon the issue of the Shares on exercise of the Non-Executive Retention Rights, the holder will be bound by the Company's Constitution.

Schedule 3 Summary of material terms of Plan

A summary of the material terms and conditions of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
- (i) an employee or director of the Company or an individual who provides services to the Company;
 - (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
 - (iii) a prospective person to whom paragraphs (i) or (ii) apply;
 - (iv) a person prescribed by the relevant regulations for such purposes; or
 - (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).
- (b) **(Maximum allocation)** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:
- (i) the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus
 - (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,
- would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.
- The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.
- The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.
- (c) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and

- (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (d) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
- (e) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

- (f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (g) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (h) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (i) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** Within 5 business days of the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
 - (m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

- (n) **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
- (o) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (r) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Schedule 4 Terms and conditions of Executive Retention Rights

The terms and conditions of the Executive Retention Rights are as follows:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Executive Retention Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Executive Retention Rights are issued for nil cash consideration.
3. **(Vesting Conditions):** Subject to the terms and conditions set out below, the Executive Retention Rights will have the vesting conditions (**Vesting Condition**) specified below:

Class	Maximum Number of Executive Retention Rights	Vesting Condition	Expiry Date
A	1,000,000	Retention Hurdle: Your continuous employment with the Company (or any of its subsidiaries) for 3 years from 1 April 2023 unless otherwise Extended.	1 April 2028

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 7 days of becoming aware that the relevant Vesting Condition has been satisfied. The Board will have absolute discretion to determine the number of Executive Retention Rights that vest. In making its determination, the Board may have regard to a range of factors, including your continued employment with the Company, the full or part-time status of your employment, and any extended absences where an employee has not attended work to perform the day-to-day duties associated with their role or otherwise accrued employee related entitlements in satisfaction of the Retention Hurdle.

A Vesting Date for a Retention Hurdle may be extended if a relevant Vesting Condition has not been met during a relevant Performance Year (**Extended**). A relevant Vesting Condition may not be met for a Retention Hurdle in circumstances where an employee has been absent from work for an extended period of time during a particular Performance Year or has not worked full time in the role and has not otherwise accrued any employee related entitlements. In order to extend a Vesting Date, the Company must notify the holder in writing prior to the original Vesting Date.

5. **(Expiry Date):** The Executive Retention Rights will expire and lapse on the first to occur of the following:
 - (a) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Plan); and
 - (b) 5:00pm (WST) on the Expiry Date for the relevant Class (refer to clause 3),**(Expiry Date).**

6. **(Conversion):** Following vesting, each Executive Retention Right will automatically convert into one fully paid ordinary share in the capital of the Company (**Share**) on the 14th day after the Vesting Notice has been provided, (each a **Conversion Date**). The holder may forfeit its right to receive some or all of the Shares on conversion of the relevant vested Executive Retention Rights by returning a notice of forfeiture prior to the relevant Conversion Date, in which case such number of vested Executive Retention Rights will not automatically convert to Shares and will instead expire on the earlier of the forfeiture date or the Expiry Date.
7. **(Issue of Shares):** Within 5 business days of the Conversion Date, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Executive Retention Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Executive Retention Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Executive Retention Rights):** The Executive Retention Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
11. **(Dividend rights):** An Executive Retention Right does not entitle the holder to any dividends.
12. **(Voting rights):** An Executive Retention Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Executive Retention Rights):** The Company will not apply for quotation of the Executive Retention Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Executive Retention Rights holder will be varied in accordance with the Listing Rules.


15. **(Change in control):** Upon a Change of Control Event (as defined in the Plan) occurring, any unvested Executive Retention Rights will automatically vest.
16. **(Entitlements and bonus issues):** Subject to the rights under clause 17, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues. There will be no change to the number of Shares over which the Executive Retention Rights are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
17. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Executive Retention Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Executive Retention Right before the record date for the bonus issue.
18. **(Return of capital rights):** The Executive Retention Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Executive Retention Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Executive Retention Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Executive Retention Rights.
21. **(No other rights):** An Executive Retention Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX):** The terms of the Executive Retention Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Plan):** The Executive Retention Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
24. **(Constitution):** Upon the issue of the Shares on exercise of the Executive Retention Rights, the holder will be bound by the Company's Constitution.


LGPRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030



Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:30pm (AWST) on Sunday, 27 August 2023.**

Proxy Form

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 FOR POSTAL FORMS

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.



IND

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 Little Green Pharma Ltd 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 Little Green Pharma Ltd to be held as a virtual meeting on Tuesday, 29 August 2023 at 3:30pm (AWST) 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 Resolutions 1, 4a, 4b, 4c, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4a, 4b, 4c, 5 and 6 are 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 Resolutions 1, 4a, 4b, 4c, 5 and 6 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.

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7b	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4c	<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.

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

