

Notice of Annual Meeting

Notice is given that the 2017 Annual General Meeting (**AGM**) of shareholders (**Shareholders**) of CropLogic Limited (**Company**) will be held at the offices of Lane Neave, 141 Cambridge Terrace, Christchurch Central, on Tuesday 12 December 2017 at 4.00pm.

Business

1. **Welcome**
 2. **Apologies and Proxies**
 3. **Minutes of last Annual Meeting held 21 December 2016**
 4. **Chairman's Review**
 5. **Motions – Ordinary Resolutions**
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To consider and, if thought fit, to pass the following ordinary resolutions (an ordinary resolution is a resolution that is approved by a simple majority of votes of those Shareholders entitled to vote and voting on the resolution):

5.1 **Approval of Annual Accounts**

That the financial statements for the year ended 31 March 2017 and reports of the directors and auditors be received and approved.

5.2 **Appointment of Auditor**

That RSM Australia Pty Ltd be appointed as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual meeting.

5.3 **Auditors Remuneration**

That the directors be authorised to determine and fix the fees and expenses of the Company's auditors for the forthcoming year at their discretion.

6. **General Business**

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

Dr. Stephen Hampson has tendered his resignation as a Director of the Company to take affect at the close of the Annual General Meeting.

Important Information

All shareholders are entitled to attend and all shareholders are entitled to vote at the annual meeting or to appoint a proxy (who need not be a shareholder of the Company) or corporate

representative (in the case of a corporate shareholder) to attend the annual meeting and vote on their behalf. If you wish, you may appoint "The Chairman of the Meeting" as your proxy or as an alternative to your named proxy. A proxy form is enclosed with this Notice. To appoint a proxy please complete, and sign the enclosed proxy form and either:

1. deliver the Proxy Form:

(a) by hand to:

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

(b) by post to:

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

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

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

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

Your proxy form must be received by **4.00pm** (NZDT) on Sunday 10 December 2017.

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

An ordinary resolution is a resolution that is approved by a simple majority of votes of those Shareholders entitled to vote and voting on the resolution. A special resolution is a resolution that is approved by a 75% majority of votes of those Shareholders entitled to vote and voting on the resolution.

EXPLANATORY NOTES

These explanatory notes relate to the Resolutions set out in the Notice of Annual Meeting.

Resolution 5.1 (to be passed as an ordinary resolution): Receipt of Financial Statements

A copy of the annual report is not included with this notice of meeting, but if you would like to view the annual report, it is available on our website at any time to view or download.

We will send a printed copy of the annual report to those shareholders who request such, free of charge. If you would like a printed copy of the annual report, please contact our share registrar, Link Market Services (see below) in writing within 15 working days of receipt of this notice. Please include your full name (as it appears on the register), postal address and shareholder number.

Alternatively, you can choose to receive future CropLogic Limited communication electronically by following the instructions in the letter accompanying this Notice.

To request a printed copy:

To enable Link Market Services to record your request and provide you with a printed copy of the annual report, you must provide your holder number and the name the holding is in.

Write to: Link Market Services Limited
 Locked Bag A14, Sydney South NSW 1235

Email: registrars@linkmarketservices.com.au

Fax: +61 2 9287 0303

Resolution 5.2 (to be passed as an ordinary resolution in accordance with section 207P of the Companies Act 1993): Appointment of Auditor

It is customary and appropriate for a company during periods of growth or changes in operational focus and after a period of years to review its audit requirements.


Resolution 5.3 (to be passed as an ordinary resolution in accordance with section 207S of the Companies Act 1993): Remuneration of Auditor


Section 207S of the Companies Act 1993 provides that the auditor's fees and expenses must be fixed by the Company, or in the manner that the Company determines at a shareholders' meeting. Shareholders are being asked to resolve that the directors be authorised to determine and fix the fees and expenses of the auditor for the forthcoming year.

RSM Australia Pty Ltd estimates that the half yearly review fees to be approximately between \$15,000 and \$25,000 and for annual audit fees to be between \$25,000 and \$35,000.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

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

 **BY FAX**
+61 2 9287 0309

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

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:00pm (NZDT) on Tuesday, 12 December 2017 at Lane Neave, 141 Cambridge Terrace, Christchurch Central (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 5.1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 5.1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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


VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*
5.1 Approval of Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Auditors Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm (NZDT) on Sunday, 10 December 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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



COMMUNICATION PREFERENCE

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



ONLINE

www.linkmarketservices.com.au

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

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



ARBN 619 330 648

11 Deans Avenue
Addington
Christchurch 8011
New Zealand

Dear Valued Shareholder,

I notice that you currently receive hard copy correspondence from CropLogic Limited (**CropLogic**).

CropLogic strongly recommends receiving all documents via email correspondence in order to help the environment and reduce printing and mailing costs.

If you are happy to receive correspondence by email going forward, please update your email address by visiting our Share Registry's website at investorcentre.linkmarketservices.com.au and follow the steps below;

- click on the "REGISTER NOW" icon to create your portfolio (if you do not have a portfolio set up) or alternatively enter as a "single holding" by entering the following information;
 - enter your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), this can be found at the top right hand corner of your proxy form;
 - enter your postcode (if you have an Australian address), select your country (if you have an overseas address) and enter the security code;
- once you are logged in, click on 'Communications' from the top menu and select 'Preferences'. From here you can select your Communication Preference and update your email address.

Thank you for your contribution toward helping the environment and reducing printing and mailing costs.

If you have any queries, please contact CropLogic on +61 8 9429 8840 or Link Market Services on +61 1300 554 474.

Yours sincerely

James Cooper-Jones
Company Secretary

CropLogic Limited