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**CROPLOGIC LIMITED****ARBN 619 330 648****NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

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Notice is given that the Meeting will be held at:

**TIME:** 4.30pm (EST)

**DATE:** Tuesday, 2 July 2019

**PLACE:** At the offices of DLA Piper  
9/480 Queen Street  
Brisbane City, Queensland, Australia

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

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

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**CONTENTS**

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

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## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

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Notice is given that a General Meeting of Shareholders of CropLogic Limited will be held at the offices of DLA Piper, 9/480 Queen Street, Brisbane City, Queensland, Australia on Tuesday, 2 July 2019 at 4.30pm (EST).

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### MOTIONS – RESOLUTIONS

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#### 1. RESOLUTION 1 – APPROVAL FOR ISSUE OF CONVERTIBLE NOTES

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

***"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,250,000 Convertible Notes with a face value of US\$1.095, on the terms and conditions detailed in the Explanatory Notes."***

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is 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 holder of ordinary securities in the entity) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

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#### 2. RESOLUTION 2 - APPROVAL FOR ISSUE OF SHARES

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

***"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 3,709,250 Shares to Atlas Capital Markets (and/or its nominee) on the terms and conditions in the Explanatory Memorandum."***

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is 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 holder of ordinary securities in the entity) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

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#### 3. RESOLUTION 3 - APPROVAL FOR ISSUE OF OPTIONS

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

***"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 13,164,893 Options to Atlas Capital Markets (and/or its nominee) on the terms and conditions in the Explanatory Memorandum."***

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is 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 holder of ordinary securities in the entity) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

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

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## **GENERAL BUSINESS**

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

**Dated: 14 June 2019**

**By order of the Board**



**Susan Hunter  
Company Secretary**

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## IMPORTANT INFORMATION

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

1. Deliver the Proxy Form:

(a) by hand to:

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

(b) by post to:

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

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

3. Lodge online at [www.linkmarketservices.com.au](http://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 4.30pm (EST) on 30 June 2019.

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

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

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## EXPLANATORY NOTES

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

### 1. RESOLUTION 1 - APPROVAL FOR ISSUE OF CONVERTIBLE NOTES

#### 1.1 Background to Loan Notes and Convertible Notes

As announced on 29 May 2019, the Company entered into a Note Purchase Agreement with Atlas Capital Markets dated 27 May 2019 (**Note Purchase Agreement**). The detailed terms and conditions of the Note Purchase Agreement are included as Schedule 1 of this Notice of Meeting.

Pursuant to the Note Purchase Agreement US\$2,250,000 in funding was available immediately. The Company issued 2,250,000 loan notes with a face value of US\$1.095 each, for an aggregate amount of US\$2,463,750 (**Loan Notes**) to Atlas Capital Markets on 29 May 2019.

Under the terms of the Note Purchase Agreement the Loan Notes, subject to obtaining shareholder approval, will be redeemed and 2,250,000 convertible notes with a face value of US\$1.095 each (**Convertible Notes**). Resolution 1 seeks shareholder approval for the issue of the Convertible Notes.

#### 1.2 Listing Rule 7.1

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

The effect of Resolution 1 will be to allow the Directors to issue up to 2,250,000 Convertible Notes with a face value of US\$1.095 on redemption of the 2,250,000 Loan Notes currently on issue during the period of 3 months after the Meeting, without using the Company's 15% annual placement capacity.

#### 1.3 Information required by Listing Rule 7.3

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

**Maximum Number of Convertible Notes to be Issued:** The maximum number of Convertible Notes to be issued will be 2,250,000 Convertible Notes.

**Date of Issue:** The Convertible Notes will be issued on 4 July 2019.

**Issue Price:** The Convertible Notes will have a deemed issue price of US\$1.095 each.

**Allottee:** The Convertible Notes will be issued to Atlas Capital Markets (and/or nominee(s)).

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

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

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

#### 1.4 Directors' Recommendation

The Directors (other than Mr Stephen Silver) recommend that the Shareholders vote in favour of this Resolution. Mr Stephen Silver, a Director of the Company, is employed by Hunter Capital Advisors Pty Ltd, the Company's corporate advisor to this debt arrangement, and as

such Mr Silver declines to make a recommendation on this Resolution. Chairman intends to exercise all available proxies in favour of Resolution 1.

## **2. RESOLUTION 2 – APPROVAL FOR ISSUE OF COMMITMENT SHARES**

### **2.1 Background to Commitment Shares**

Under the terms of the Note Purchase Agreement, the Company must, subject to obtaining shareholder approval, issue up to 3,709,250 Shares (**Commitment Shares**) at an issue price of A\$0.0383 per Share, being the 5-day VWAP of Shares immediately prior to 28 May 2019, to Atlas Capital Markets (and/or their nominee(s)). Resolution 2 seeks Shareholder approval to issue these Commitment Shares.

### **2.2 Listing Rule 7.1**

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

The effect of Resolution 2 will be to allow the Company to issue up to 3,709,250 Shares to Atlas Capital Markets (or their nominee(s)) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **2.3 Information required by Listing Rule 7.3**

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

**Maximum Number of Shares to be Issued:** The maximum number of Commitment Shares to be issued will be 3,709,250 Commitment Shares.

**Issue Price:** The Commitment Shares will be issued at a deemed issue price of A\$0.0383 per Commitment Share, being the 5-day VWAP of Shares immediately prior to 28 May 2019.

**Allottee:** The Commitment Shares will be issued to Atlas Capital Markets (and/or their nominees).

**Terms:** The Commitment Shares rank equally in all respects with the existing Shares on issue.

**Intended Use of Funds:** No funds will be raised from the issue as the Commitment Shares are being issued for nil consideration under the Note Purchase Agreement.

**Date of Issue:** The Commitment Shares will be issued on 4 July 2019.

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

### **2.4 Directors' Recommendation**

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

## **3. RESOLUTION 3 – APPROVAL FOR ISSUE OF PLACEMENT OPTIONS**

### **3.1 Background to Atlas Options**

Under the terms of the Note Purchase Agreement, the Company must, subject to obtaining Shareholder approval, issue up to 13,164,893 Options, each with an exercise price of A\$0.08

and an expiry date of three years from the date of issue (**Atlas Options**) to Atlas Capital Markets (or their nominee(s)). Resolution 3 seeks Shareholder approval for issue of these Atlas Options.

### **3.2 Listing Rule 7.1**

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

The effect of Resolution 3 will be to allow the Company to issue the Atlas Options to Atlas Capital Markets (or their nominee(s)) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **3.3 Information required by Listing Rule 7.3**

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

**Maximum Number of Options to be Issued:** The maximum number of Options to be issued will be 13,164,893 Options.

**Date of Issue:** The Atlas Options will be issued on 4 July 2019.

**Issue Price:** The Atlas Options will be issued for nil cash consideration.

**Allottee:** The Atlas Options will be issued to Atlas Capital Markets (and/or their nominees).

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

**Intended Use of Funds:** No funds will be raised from the issue as the Atlas Options are being issued for nil consideration under the Note Purchase Agreement.

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

### **3.4 Directors' Recommendation**

The Directors (other than Mr Stephen Silver) recommend that the Shareholders vote in favour of this Resolution. Mr Stephen Silver, a Director of the Company, is employed by Hunter Capital Advisors Pty Ltd, the Company's corporate advisor to this debt arrangement, and as such Mr Silver declines to make a recommendation on this Resolution. Chairman intends to exercise all available proxies in favour of Resolution 3.

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## GLOSSARY

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**\$** means Australian dollars.

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

**Atlas Options** has the meaning given in section 3.1.

**Board** means the current board of directors of the Company.

**Chairman** means the chair of the Meeting.

**Commitment Shares** has the meaning given in section 2.1.

**Company** means CropLogic Limited (ARBN 619 330 648).

**Constitution** means the Company's constitution.

**Convertible Notes** has the meaning in section 1.1.

**Directors** means the current directors of the Company.

**Explanatory Notes** means the explanatory notes accompanying the Notice.

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

**Listing Rules** means the Listing Rules of ASX.

**Loan Notes** has the meaning given in section 1.1.

**Note Purchase Agreement** has the meaning given in section 1.1.

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

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Shareholder** means a registered holder of a Share.

**VWAP** means volume weighted average Share price.

**EST** means Eastern Standard Time as observed in Brisbane, Queensland.

## SCHEDULE 1

### Key Terms of the Note Purchase Agreement

<b>Purchaser</b>	Atlas Capital Markets
<b>Loan Notes</b>	The Company has issued 2,250,000 loan notes with a face value of US\$1.095 each, for an aggregate amount of US\$2,463,750 ( <b>Loan Notes</b> ).
<b>Convertible Notes</b>	<p>Subject to obtaining shareholder approval, the Loan Notes will be redeemed and 2,250,000 new convertible notes with a face value of US\$1.095 each (<b>Convertible Notes</b>) will be issued.</p> <p>If the shareholder approval is not obtained, the Loan Notes will remain on issue until the Maturity Date, or such earlier date declared by the Investor.</p>
<b>Additional Convertible Notes</b>	Subject to obtaining shareholder approval and mutual agreement between the parties, the Purchaser may purchase up to 2,000,000 additional convertible notes on the same terms and conditions as the Convertible Notes.
<b>Conversion</b>	Subject to obtaining shareholder approval, the Convertible Notes may be converted into shares of the Company ( <b>Shares</b> ), at the election of the Purchaser, at the Conversion Price.
<b>Conversion Price</b>	<p>A\$0.06 per Convertible Note (<b>Fixed Conversion Price</b>) unless adjusted as follows:</p> <p style="margin-left: 40px;">I. If:</p> <p style="margin-left: 80px;">a. an un-remedied event of default occurs (other than not obtaining the requisite shareholder approval);</p> <p style="margin-left: 80px;">b. the Company fails to meet certain yields and revenues;</p> <p style="margin-left: 80px;">c. the average daily trading volume of Shares over a 10 consecutive trading day period is less than A\$100,000; or</p> <p style="margin-left: 80px;">d. the market capitalisation of the Company, calculated by the number of Shares on issue at 28 May 2019 by the closing price of Shares on ASX at any given trading day, is less than A\$7,500,000,</p> <p style="margin-left: 40px;">then the Conversion Price will be the lower of the Fixed Conversion Price and 100% of the VWAP on the trading day immediately prior to the date of the Purchaser's conversion notice;</p> <p style="margin-left: 40px;">II. If the Company consolidates, subdivides or cancels its Shares the Conversion Price will be reduced or increased in the same proportion; or</p> <p style="margin-left: 40px;">III. If the Company agrees after the date of the Note Purchase Agreement, being 27 May 2019, to issue shares, options, debt, equity or equity-linked securities to any person, where the relevant issue price or exercise price is less than A\$0.06, the Conversion Price will be reduced to 20% less than the price of such security.</p>
<b>Investment Amount</b>	The investment amount paid for each Loan Note was US\$1.00, for an aggregate amount of US\$2,250,000 ( <b>Investment Amount</b> ).
<b>Maturity Date</b>	The Maturity Date of the Loan Notes and the Convertible Notes (if applicable) is 28 May 2020 ( <b>Maturity Date</b> ).
<b>Interest</b>	<p>There is no interest payable in respect of the Loan Notes or the Convertible Notes (as applicable) unless:</p> <ol style="list-style-type: none"> <li>1. shareholder approval is not obtained; or</li> <li>2. an event of default occurs.</li> </ol>

	If either of the above circumstances occur, interest is payable at a rate of 5% per annum until the Company repays the Loan Notes or Convertible Notes in full. The Company may elect to satisfy repayment or all or part of the default interest by issuing shares to the Purchaser.
<b>Use of Proceeds</b>	The Company must use the funds to support the Company's industrial hemp operation in Oregon, USA.
<b>Security</b>	The Loan Notes or Convertible Notes (as applicable) are secured over: <ol style="list-style-type: none"> <li>1. the Company's all present and future personal property, assets and rights and interests in any asset, pursuant to a General Security Deed;</li> <li>2. Logical Cropping LLC, a subsidiary of the Company, pursuant to a direct registrable security agreement to be entered into by 4 June 2019.</li> </ol>
<b>Repayment</b>	The Company must make amortization payments as follows: <p style="text-align: center;">Months 0 - 6:        US\$0 / month; and</p> <p style="text-align: center;">Months 7 - 11:     US\$47,500 / month.</p> <p>On the Maturity Date, the Company must repay the Investment Amount and any default interest (to the extent not already repaid or converted).</p>
<b>Early Repayment</b>	Unless an event of default has occurred, the Company may elect to repay the Investment Amount at any time prior to the Maturity Date.
	The Investment Amount the subject of the early repayment will not include any Convertible Notes that the Purchaser has elected to convert.
<b>Commitment Shares</b>	Subject to obtaining shareholder approval, the Company will issue to the Purchaser such number of shares equal to 4% of the face value at a deemed issue price equal to the 5-day VWAP of Shares immediately prior to 28 May 2019.
<b>Options</b>	Subject to obtaining shareholder approval, the Company will issue to the Purchaser 13,164,893 Options, each with an exercise price of A\$0.08 and an expiry date of 3 years from the date of issue.
<b>Royalty</b>	The Company will pay to the Purchaser a royalty equal to 4% of the Company's (and its controlled entities) total world-wide gross revenue received from the sale of industrial hemp biomass on and from 28 May 2019 for a period of 3 years ( <b>Royalty</b> ).
	The Company must pay a minimum Royalty of US\$200,000 in the first 12 months.
<b>Representations and Warranties</b>	The Note Purchase Agreement contains customary representations and warranties for an agreement of this nature.
<b>Events of Default</b>	The Note Purchase Agreement contains customary events of default for an agreement of this nature.
<b>Negative Covenants</b>	The Note Purchase Agreement contains customary negative covenants for an agreement of this nature.

## SCHEDULE 2

### TERMS AND CONDITIONS OF THE ATLAS OPTIONS

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

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraphs (j) and (l), the amount payable upon exercise of each Atlas Option will be A\$0.08 (**Exercise Price**).

(c) **Expiry Date**

Each Atlas Option will expire at 5.00 pm (EST) on that date which is 3 years after the date of issue (**Expiry Date**). An Atlas Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Shares issued on exercise**

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

(h) **Quotation of Shares**

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

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

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

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

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that

an offer for sale of the Shares does not require disclosure to investors.

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

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

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

(m) **Adjustment for bonus issues**

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

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

(n) **Transferability**

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

(o) **Quotation of Atlas Options**

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

## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **4:30pm (EST) on Tuesday, 2 July 2019 at the offices of DLA Piper 9/480 Queen Street, Brisbane City, Queensland, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

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

### VOTING DIRECTIONS

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

#### Resolutions

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

 \* 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).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 **4:30pm (EST) on Sunday, 30 June 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

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



### COMMUNICATION PREFERENCE

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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

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