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

Notice is given that the Meeting will be held at:

TIME: 10.30am (Christchurch, New Zealand time)

DATE: Tuesday, 28 May 2019

PLACE: The offices of Deloitte
151 Cambridge Terrace
Christchurch Central,
Christchurch, New Zealand

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

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

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NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is given that a General Meeting of Shareholders of CropLogic Limited will be held at the offices of Deloitte, 151 Cambridge Terrace, Christchurch Central, Christchurch, New Zealand on Tuesday, 28 May 2019 at 10.30am (Christchurch, New Zealand time).

MOTIONS – RESOLUTIONS

1. RESOLUTION 1 – RATIFICATION OF PRIOR PLACEMENT

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

“That pursuant to ASX Listing Rule 7.4 and for all other purposes, the issue on 30 April 2019 of 42,490,411 Shares at an issue price of \$0.04 per Share on the terms and conditions set out in the Explanatory Notes be ratified.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 - APPROVAL FOR ISSUE OF SHARES VIA PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 26,509,589 Shares at an issue price of \$0.04 per Share on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by any person who may participate in the proposed issue and 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 it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 - APPROVAL FOR ISSUE OF PLACEMENT OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 34,500,000 Placement Options on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by any person who may participate in the proposed issue and 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 it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. **RESOLUTION 4 - APPROVAL FOR ISSUE OF SHARES AND OPTIONS VIA PLACEMENT TO MR STEPHEN SILVER (AND/OR HIS NOMINEES)**

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

“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 4,000,000 Shares and 2,000,000 Placement Options to Mr Stephen Silver (and/or his nominees) at an issue price of \$0.04 per Share, on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr Stephen Silver (and/or his nominees) or an associate of that person (or those persons). However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. **RESOLUTION 5 - APPROVAL FOR ISSUE OF SHARES AND OPTIONS VIA PLACEMENT TO MR JOHN CORBETT (AND/OR HIS NOMINEES)**

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

“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue up to 2,000,000 Shares and 1,000,000 Placement Options to Mr John Corbett (and/or his nominees) at an issue price of \$0.04 per Share, on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr John Corbett (and/or his nominees) or an associate of that person (or those persons). However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. **RESOLUTION 6 - APPROVAL FOR ISSUE OF 1,000,000 SHARES TO JAMBER INVESTMENTS PTY LTD (AND/OR THEIR NOMINEES)**

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Jamber Investments Pty Ltd (and/or their nominees), on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by any person who may participate in the proposed issue and 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 it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 - APPROVAL FOR ISSUE OF OPTIONS TO HUNTER CAPITAL ADVISORS PTY LTD (AND/OR THEIR NOMINEES)

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Options to Hunter Capital Advisors Pty Ltd (and/or their nominees) on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by any person who may participate in the proposed issue and 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 it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MMR CORPORATE SERVICES PTY LTD (AND/OR THEIR NOMINEES)

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

“That pursuant to ASX Listing Rule 7.4 and for all other purposes, the issue on 30 April 2019 of 2,000,000 Shares to MMR Corporate Services Pty Ltd (and/or their nominees) on the terms and conditions set out in the Explanatory Notes be ratified.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

GENERAL BUSINESS

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

Dated: 9 May 2019

By order of the Board



**Susan Hunter
Company Secretary**

IMPORTANT INFORMATION

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

1. Deliver the Proxy Form:

(a) by hand to:

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

(b) by post to:

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

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

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

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

Your Proxy Form must be received by 10.30am (Christchurch, NZ time) on 26 May 2019.

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

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

EXPLANATORY NOTES

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

1. RESOLUTION 1 - RATIFICATION OF PRIOR PLACEMENT

1.1 Background to Placement

On 24 April 2019, the Company announced a placement of 75,000,000 fully paid ordinary shares at an issue price of \$0.04 per share (**Placement**) to raise \$3 million (before costs) to professional and sophisticated investors including \$240,000 from certain Directors of the Company. For every two Shares issued under the Placement, the Company will issue, subject to Shareholder approval, one unquoted option, exercisable at \$0.06 each with an expiry date two (2) years from date of issue (**Placement Options**).

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of a total of 42,490,411 Shares to professional and sophisticated investors issued on 30 April 2019 as tranche 1 of the Placement.

Resolution 2 seeks Shareholder approval to issue up to 26,509,589 Shares at an issue price of \$0.04 per Share to professional and sophisticated investors as tranche 2 of the Placement.

Resolution 3 seeks Shareholder approval to issue up to 34,500,000 Placement Options pursuant to the Placement to professional and sophisticated investors who participated in tranche 1 and 2 of the Placement.

Resolutions 4 and 5 seek Shareholder approval for certain Directors to participate in the Placement.

1.2 Resolution 1 – Ratification of Prior Placement of 42,490,411 Shares (Tranche 1)

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of a total of 42,490,411 Shares on 30 April 2019 issued as tranche 1 of the Placement.

A total of 42,490,411 Shares were issued on 30 April 2019 under the Company's available placement capacity pursuant to 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.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

The placement of 42,490,411 Shares was within the Company's Listing Rule 7.1 placement capacity and subsequent approval under Listing Rule 7.4 is now being sought.

The effect of passing Resolution 1 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 1:

Number of Shares Issued: 42,490,411 Shares.

Issue Price: The Shares were issued at \$0.04 per Share.

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

Allottees: The Shares were issued to professional and sophisticated investors. The allottees were not a related party of the Company or an associate of a related party of the Company. The Directors determined who would be issued the Shares in conjunction with the Company's Lead Manager, Hunter Capital Advisors Pty Ltd.

Use of Funds: \$1,699,616.44 (before costs) was raised from the issue. The funds raised from the issue will be used to fund the expansion of the Industrial Hemp Trial Farm in Central Oregon, USA, and for general working capital as announced to ASX on 24 April 2019.

Date of Issue: 30 April 2019.

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

The Directors recommend that the Shareholders vote in favour of this Resolution.

2. **RESOLUTION 2 – APPROVAL FOR ISSUE OF SHARES VIA PLACEMENT (TRANCHE 2)**

Resolution 2 seeks approval to issue up to 26,509,589 Shares at an issue price of \$0.04 per Share to professional and sophisticated investors under tranche 2 of the Placement as announced to ASX on 24 April 2019.

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 26,509,589 Shares under the second tranche of the Placement 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.

In accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 2:

Maximum Number of Shares to be Issued: 26,509,589 Shares.

Issue Price: \$0.04 per Share.

Allottee: The Shares will be issued to professional and sophisticated investors. The allottees are not related parties of the Company or an associate of a related party of the Company. The Directors determined who would be issued the Shares in conjunction with the Company's Lead Manager, Hunter Capital Advisors Pty Ltd.

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

Intended Use of Funds: \$1,060,383.56 (before costs) will be raised from this issue. The funds raised from the issue will be used to fund the expansion of the Industrial Hemp Trial Farm in Central Oregon, USA, and for general working capital as announced to ASX on 24 April 2019.

Date of Issue: The issue will occur no later than 3 months after approval of the Resolution or such later date to the extent permitted by an ASX waiver of the Listing Rules and it is intended that issue of the Shares will occur on the same day.

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

The Directors recommend that the Shareholders vote in favour of this Resolution.

3. RESOLUTION 3 – APPROVAL FOR ISSUE OF PLACEMENT OPTIONS

Resolution 3 seeks approval to issue up to 34,500,000 Placement Options to the professional and sophisticated investors that participated in tranche 1 and 2 of the Placement as announced to ASX on 24 April 2019. For every two Shares issued under tranche 1 and 2 of the Placement, the Company will issue one unquoted option, exercisable at \$0.06 each with an expiry date two (2) years from date of issue (**Placement Options**). The issue of the Placement Options is subject to Shareholder approval pursuant to this Resolution.

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 up to 34,500,000 Placement Options under the Placement 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.

In accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 3:

Maximum Number of Options to be Issued: 34,500,000 Placement Options.

Issue Price: The Placement Options will be issued for nil cash consideration in accordance with the terms of the placement as announced to ASX on 24 April 2019.

Allottee: The Options will be issued to professional and sophisticated investors. The allottees are not related parties of the Company or an associate of a related party of the Company.

Terms: The Placement Options 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 Placement Options are being issued in accordance with the terms of the placement as announced to ASX on 24 April 2019.

Date of Issue: The issue will occur no later than 3 months after approval of the Resolution or such later date to the extent permitted by an ASX waiver of the Listing Rules and it is intended that issue of the Placement Options will occur on the same day.

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

The Directors recommend that the Shareholders vote in favour of this Resolution.

4. RESOLUTIONS 4 AND 5 - APPROVAL FOR THE ISSUE OF SHARES AND PLACEMENT OPTIONS VIA PLACEMENT TO CERTAIN DIRECTORS

On 24 April 2019, the Company announced a placement to raise \$3 million (before costs) at \$0.04 per Share to professional and sophisticated investors including \$240,000 from certain Directors of the Company. The written undertaking by certain Directors to participate in the Placement is subject to Shareholder approval pursuant to Resolutions 4 and 5.

Resolutions 4 and 5 seek Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 6,000,000 Shares and 3,000,000 Placement Options to certain Directors (or their nominees) to raise a total of \$240,000 (before costs).

Listing Rule 10.11 provides that a company must not issue equity securities to a related party without the approval of shareholders. Pursuant to Listing Rule 7.2 exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

4.1 **Resolution 4 - Approval of Issue of Shares via Placement to Mr Stephen Silver (and/or his nominees)**

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of up to 4,000,000 Shares at \$0.04 per Share and 2,000,000 Placement Options to Mr Stephen Silver (and/or his nominees).

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 4:

Maximum Number of Securities to be Issued: 4,000,000 Shares and 2,000,000 Placement Options.

Issue Price of Shares: \$0.04 per Share.

Issue Price of Placement Options: The Placement Options will be issued for nil cash consideration in accordance with the terms of the placement as announced to ASX on 24 April 2019.

Allottee: Mr Stephen Silver (and/or his nominees).

Related Party/Relationship: Mr Stephen Silver is a related party of the Company as Mr Stephen Silver is a Director of the Company.

Terms: The Shares rank equally in all respects with the existing Shares on issue. The Placement Options will be issued on the terms and conditions as set out in Schedule 1.

Date of Issue: The issue of the Shares and Placement Options will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.

Intended Use of Funds: \$160,000 (before costs) will be raised from this issue. The funds raised from the issue will be used to fund the expansion of the Industrial Hemp Trial Farm in Central Oregon, USA, and for general working capital as announced to ASX on 24 April 2019.

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

The Directors (other than Mr Stephen Silver who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

4.2 **Resolution 5 - Approval of Issue of Shares via Placement to Mr John Corbett (and/or his nominees)**

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of up to 2,000,000 Shares at \$0.04 per Share and 1,000,000 Placement Options to Mr John Corbett (and/or his nominees).

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 5:

Maximum Number of Securities to be Issued: 2,000,000 Shares and 1,000,000 Placement Options.

Issue Price of Shares: \$0.04 per Share.

Issue Price of Placement Options: The Placement Options will be issued for nil cash consideration in accordance with the terms of the Placement as announced to ASX on 24 April 2019.

Allottee: Mr John Corbett (and/or his nominees).

Related Party/Relationship: Mr John Corbett is a related party of the Company as Mr John Corbett is a Director of the Company.

Terms: The Shares rank equally in all respects with the existing Shares on issue. The Placement Options will be issued on the terms and conditions as set out in Schedule 1.

Date of Issue: The issue of the Shares and Placement Options will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.

Intended Use of Funds: \$80,000 (before costs) will be raised from this issue. The funds raised from the issue will be used to fund the expansion of the Industrial Hemp Trial Farm in Central Oregon, USA, and for general working capital as announced to ASX on 24 April 2019.

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

The Directors (other than Mr John Corbett who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

5. **RESOLUTION 6 – APPROVAL FOR ISSUE OF 1,000,000 SHARES TO JAMBER INVESTMENTS PTY LTD (AND/OR THEIR NOMINEES)**

Resolution 6 seeks approval to issue 1,000,000 Shares at an issue price of \$0.04 per Share to Jamber Investments Pty Ltd (and/or their nominees) under the terms of the bridging loan facility which raised \$1,000,000 in short term funding as announced to ASX on 24 April 2019.

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 6 will be to allow the Company to issue the 1,000,000 Shares to Jamber Investments Pty Ltd (and/or their nominees) under the terms of the bridging loan facility which raised \$1,000,000 in short term funding as announced to ASX on 24 April 2019 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.

In accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 6:

Maximum Number of Shares to be Issued: 1,000,000 Shares.

Issue Price: The Shares will be issued at a deemed issue price of \$0.04 per Share.

Allottee: The Shares will be issued to Jamber Investments Pty Ltd (and/or their nominees). The allottees are not a related party of the Company or an associate of a related party of the Company.

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

Intended Use of Funds: No funds will be raised from this issue as the Shares are being issued in accordance with the terms and conditions of the bridging loan facility announced to ASX on 24 April 2019.

Date of Issue: The issue will occur no later than 3 months after approval of the Resolution or such later date to the extent permitted by an ASX waiver of the Listing Rules and it is intended that issue of the Shares will occur on the same day.

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

The Directors recommend that the Shareholders vote in favour of this Resolution.

6. RESOLUTION 7 – APPROVAL FOR ISSUE OF OPTIONS TO HUNTER CAPITAL ADVISORS PTY LTD (AND/OR THEIR NOMINEES)

Resolution 7 seeks Shareholder approval for the issue of up to 10,000,000 Options as part consideration for Lead Manager services provided by Hunter Capital Advisors Pty Ltd in relation to the Placement announced to ASX on 24 April 2019 to raise \$3 million (before costs).

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 7 will be to allow the Company to issue the Options 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.

In accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 7:

Maximum Number of Options to be Issued: 10,000,000 Options.

Issue Price: The Options will be issued for nil cash consideration in consideration and as a reward for the Lead Manager services provided by Hunter Capital Advisors Pty Ltd in connection with the \$3 million Placement announced to ASX on 24 April 2019.

Allottee: The Options will be issued to Hunter Capital Advisors Pty Ltd (and/or its nominees). The allottees are not a related party of the Company or an associate of a related party of the Company.

Terms: The terms and conditions of the Options are set out in Schedule 2.

Intended Use of Funds: No funds will be raised from the issue as the Options are being issued in part consideration for Lead Manager services provided by Hunter Capital Advisors Pty Ltd in connection with the \$3 million Placement announced to ASX on 24 April 2019.

Date of Issue: The issue will occur no later than 3 months after approval of the Resolution or such later date to the extent permitted by an ASX waiver of the Listing Rules and it is intended that issue of the Options will occur on the same day.

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

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 and as such declines to make a recommendation on this Resolution.

7. RESOLUTION 8 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MMR CORPORATE SERVICES PTY LTD (AND/OR THEIR NOMINEES)

On 30 April 2019, the Company issued 2,000,000 Shares at an issue price of \$0.035 per Share. The 2,000,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 to the Company's investor relations advisor MMR Corporate Services Pty Ltd (and/or their nominees) as part consideration for investor relations services provided to the Company.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of a total of 2,000,000 Shares issued on 30 April 2019 pursuant to 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.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

The placement of 2,000,000 Shares was within the Company's Listing Rule 7.1 placement capacity and subsequent approval under Listing Rule 7.4 is now being sought.

The effect of passing Resolution 8 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 8:

Number of Shares Issued: 2,000,000 Shares.

Issue Price: The Shares were issued at \$0.035 per Share being the closing share price on the date of issue, 30 April 2019.

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

Allottees: The Shares were issued to the Company's investor relations advisor MMR Corporate Services Pty Ltd (and/or their nominees). The allottees were not a related party of the Company or an associate of a related party of the Company.

Use of Funds: No funds were raised from the issue as Shares as they were issued in part consideration for investor relations services provided to the Company.

Date of Issue: 30 April 2019.

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

The Directors recommend that the Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

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

Board means the current board of directors of the Company.

Chairman means the chair of the Meeting.

Company means CropLogic Limited (ARBN 619 330 648).

Constitution means the Company's constitution.

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.

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 issued subject to the terms and conditions set out in Schedule 2 of this Notice of Meeting.

Placement Option means an option to acquire a Share issued subject to the terms and conditions set out in Schedule 1 of this Notice of Meeting.

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.

SCHEDULE 1

TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS

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

- a) Each Placement Option gives the holder the right to subscribe for one (1) Share.
- b) The exercise price of each Placement Option is \$0.06 (**Exercise Price**).
- c) The Placement Options are exercisable at any time on a date that is within 2 years from the date of issue.
- d) The Placement Options are freely transferable.
- e) The Placement Options are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the holder to exercise a specified number of Placement Options, accompanied by a Placement Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Placement Options held does not affect the holder's right to exercise the balance of any Placement Options remaining.
- f) All Shares issued upon exercise of the Placement Options will rank pari passu in all respects with the Company's then issued Shares.
- g) The Placement Options are not to be quoted on ASX and the Company is under no obligation to apply for quotation of the Placement Options on ASX.
- h) The Company will apply for quotation on ASX of all Shares issued upon exercise of the Placement Options within 5 days from the date of exercise of the Placement Options.
- i) There are no participating rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital to Shareholders during the currency of the Placement Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the Company will give each Placement Option holder prior notice as required by the Listing Rules of the Record Date (as defined in the Listing Rules) of any proposed issue of Shares or other securities or entitlements made available to the holders of Shares generally to enable the Placement Option holder to exercise its Placement Options and participate in the new issue.
- j) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Placement Options, the exercise price of the Placement Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- k) If there is a bonus issue of Shares, the number of Shares over which a Placement Option can be exercised increases by the number of Shares which the Placement Option holder would have received if the Placement Option had been exercised before the record date for the bonus issue.
- l) In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date, all rights of the Placement Option holder will be varied in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

SCHEDULE 2

TERMS AND CONDITIONS OF THE OPTIONS

The terms and conditions of the Options are as follows:

- a) Each Option gives the holder the right to subscribe for one (1) Share.
- b) The exercise price of each Option is \$0.06 (**Exercise Price**).
- c) The Options are exercisable at any time on a date that is within 2 years from the date of issue.
- d) The Options are freely transferable.
- e) The Options are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the holder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Options remaining.
- f) All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares.
- g) The Options are not to be quoted on ASX and the Company is under no obligation to apply for quotation of the Options on ASX.
- h) The Company will apply for quotation on ASX of all Shares issued upon exercise of the Options within 5 days from the date of exercise of the Options.
- i) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the Company will give each Option holder prior notice as required by the Listing Rules of the Record Date (as defined in the Listing Rules) of any proposed issue of Shares or other securities or entitlements made available to the holders of Shares generally to enable the Option holder to exercise its Options and participate in the new issue.
- j) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- k) If there is a bonus issue of Shares, the number of Shares over which an Option can be exercised increases by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- l) In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date, all rights of the Option holder will be varied in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.


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

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 **10.30am (Christchurch, New Zealand time) on Tuesday, 28 May 2019 at the offices of Deloitte, 151 Cambridge Terrace, Christchurch Central, Christchurch, New Zealand (the Meeting)** and at any postponement or adjournment of the Meeting.

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


STEP 1

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*		For	Against	Abstain*
1 Ratification of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for Issue of Shares and Options via Placement to Mr John Corbett (and/or his Nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval for Issue of Shares via Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval for Issue of Shares to Jamber Investments Pty Ltd (and/or their Nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for Issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval for Issue of Options to Hunter Capital Advisors Pty Ltd (and/or their Nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for Issue of Shares and Options via Placement to Mr Stephen Silver (and/or his Nominees)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Ratification of Prior Issue of Shares To MMR Corporate Services Pty Ltd (and/or their Nominees)	<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).

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.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10.30am (Christchurch, New Zealand time) on Sunday, 26 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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



COMMUNICATION PREFERENCE

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



ONLINE

www.linkmarketservices.com.au

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

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