LiveVerdure

LIVE VERDURE LTD
ACN 614 347 269

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held on Thursday 18 November 2021 at 11.00am (AEDT) via teleconference.

Due to the ongoing COVID-19 pandemic, the Meeting will be held via an audio conferencing facility and Shareholders will not be able to attend the Meeting in person. If you are a Shareholder who wishes to attend and participate in the virtual meeting please send your request to justin@liveverdure.com.au.

Shareholders are strongly encouraged to lodge their completed proxy forms online in accordance with the instructions in this Notice of Annual General Meeting.

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 8630 3321.

Shareholders are urged to attend the virtual meeting or vote by lodging the proxy form attached to the Notice

LIVE VERDURE LTD
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Live Verdure Ltd (**Company**) will be held virtually on Thursday, 18 November 2021 at 11:00am AEDT (**Meeting**).

Due to the ongoing COVID-19 pandemic, Shareholders will only be able to attend and participate in the Meeting via teleconference. Please refer to the accompanying access letter sent to Shareholders and the Explanatory Memorandum attached to the Notice for further details.

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 16 November 2021 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 8.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

There is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

2. Resolution 1 – Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2021 be adopted on the terms and conditions in the Explanatory Memorandum."

3. Resolution 2 – Re-election of Director – Mr Gernot Abl

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

"That Mr Gernot Abl, who retires by rotation in accordance with Article 7.2 of the Constitution, Listing Rule 14.5 and for all other purposes, and, being eligible and offering himself for re-election, be re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Approval of 10% Placement Facility

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

"'That the Company have the additional capacity to issue Equity Securities provided for in Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum."

5. Resolution 4 – Ratification of prior issue of Underwriter Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,157,419 Options to nominees of CPS Capital Group Pty Ltd, on the terms and conditions set out in the Explanatory Memorandum."

6. Resolution 5 – Approval to issue Incentive Options to Mr Corey Montry

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

"That, the issue of 1,000,000 Options to Mr Corey Montry (or his nominee) under the Plan is approved under and for the purposes of Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Justin Mouchacca
Company Secretary
Live Verdure Ltd

Dated: 15 October 2021

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **No physical attendance**

   Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company has elected not to allow Shareholders to physically attend the Meeting. Please refer to the information below and contained in the accompanying access letter sent to Shareholders for further details on how Shareholders can participate in the Meeting. You can vote by either voting online or appointing someone as your proxy to vote at the Meeting on your behalf as set out below.

3. **Proxies**

   All voting will be conducted by poll. Please refer to the accompanying access letter sent to Shareholders for further details on how to cast your vote during the meeting.

   The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Tuesday, 16 November 2021 at 11:00am (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

   Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. **Voting using the Online Platform during the Meeting**

   Due to the virtual nature of the event, the Company's share registry, Computershare Investor Services Pty Limited (**the Registry**), will facilitate voting during the meeting by following the below steps:

   If you wish to cast your vote during the Meeting, please follow the steps below to register your interest as soon as possible.

   Step 1: Visit web.lumiagm.com/364997517 on your desktop or mobile device

   Step 2: Enter username (SRN or HIN) and Password (Postcode or Country Code)

   Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of your screen.

   Step 4: Select your voting option (For/Against/Abstain) for each resolution.

   A message will appear at the top of the screen indicating the number of resolutions that you have voted on.

   Voting will close at the close of the Meeting. At the close of the Meeting, any votes you have placed will automatically be submitted to the Registry.

5. **Corporate Representative**

   Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority must be sent to the Company and/or registry in advance of the Meeting when registering as a corporate representative.

6. How the Chair will vote undirected proxies

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions. If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

7. Voting exclusions

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

(a) **Resolution 3**, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons;
(b) **Resolution 4** by or on behalf of CPS Capital Group Pty Ltd (or its respective nominees) and any person who participated in the issue of the securities or is a counterparty to the agreement being approved, or any of their respective associates; and
(c) **Resolution 5** by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

8. Voting prohibitions

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

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

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

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

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

However, the above prohibition does not apply if:

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

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Corey Montry (and his nominees) or any of their respective associates.

However, a vote may be cast by such a person if:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
(b) it is not cast on behalf of Mr Corey Montry (or his respective nominees) or an associate of those persons.

9. Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8630 3321 or via email at justin@liveverdure.com.au if they have any queries in respect of the matters set out in these documents.

LIVE VERDURE LTD
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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held on Thursday 18 November 2021 at 11.00am (AEDT).

The Explanatory Memorandum forms part of the Notice, which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Annual Report
Section 3	Resolution 1 – Adoption of Remuneration Report
Section 4	Resolution 2 – Re-election of Director – Mr Gernot Abl
Section 5	Resolution 3 – Approval of 10% Placement Facility
Section 6	Resolution 4 – Ratification of prior issue of Underwriter Options
Section 7	Resolution 5 – Approval to issue Incentive Options to Mr Corey Montry
Section 8	Definitions
Annexure A	Summary of Employee Securities Incentive Plan
Annexure B	Terms of Incentive Options
Annexure C	Valuation of Incentive Options

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

2. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2021.

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

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

(a) discuss the Annual Report which is available online at liveverdure.com.au/#, and a hardcopy of which is available upon request to the Company Secretary;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 – Adoption of Remuneration Report

3.1 General

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The Remuneration Report is set out in the Directors' Report in the Company's Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report (**Strike**) at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all the Directors (other than the Managing Director) who were in office at the date of the approval of the applicable Director's Report must go up for re-election.

It is noted that at this is the Company's first annual general meeting since admission to the ASX and as such the Company has not yet received a Strike. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2022 annual general meeting, this may result in the re-election of the Board.

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

4. Resolution 2 – Re-election of Director – Mr Gernot Abl

4.1 General

Article 7.2(b) of the Constitution requires that there is an election of Directors at each annual general meeting of the Company. If no person or Director is standing for election or re-election in accordance with other Articles of the Constitution, Article 7.2(b)(iv) provides that that any director who wishes to may retire and stand for re-election.

4.2 Accordingly, Mr Gernot Abl retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

Mr Gernot Abl

Mr Gernot Abl started his career within corporate advisory as an advisor and management consultant at Deloitte. Between 2005 and 2015, Gernot founded his own consulting business drawing on his directorship and management consultant experience to provide corporate consulting services to a range of businesses – specifically start-ups. Gernot is currently the non-executive chairman of Esports Mogul Asia Pacific Ltd (ASX: ESH). Mr Abl holds a Bachelor of Laws and Commerce (First Class Honours) from the University of Western Australia.

If elected, Mr Abl is not considered to be an independent Director due to his substantial shareholding in the Company.

4.3 Board recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Mr Abl) recommends that Shareholders vote in favour of Resolution 2 for the following reasons:

(a) Mr Abl is a highly experienced and qualified long-standing Board member; and

(b) Mr Abl will continue to be instrumental in the continued growth of the Company at an important stage of development.

5. Resolution 3 – Approval of 10% Placement Facility

5.1 General

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

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

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

300 Index and has a market capitalisation of approximately $19.06 million, based on the closing price of Shares ($0.345) on 14 October 2021.

Resolution 3 seeks shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 5.2(d) below). The Company has not previously obtained Shareholder approval for the 10% Placement Facility as it was admitted to the ASX on 10 December 2020.

If Shareholders do not approve Resolution 3 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(b) below).

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to either accelerate the work on its current projects, acquire new assets, commence new initiatives and to meet additional working capital requirements.

5.2 Description of Listing Rule 7.1A

(a) *Equity Securities*

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

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Shares.

(b) *Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

(A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;

(B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:

(i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
(ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:

(i) the agreement was entered into before the commencement of the relevant period; or
(ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;

(E) plus the number of partly paid shares that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(c) *Nature and Consideration for issue and Minimum Issue Price*

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

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(**Minimum Issue Price**).

(d) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

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

(**10% Placement Period**).

(e) *Effect of Resolution 3*

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without

further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

5.3 Specific information required by Listing Rule 7.3A

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

(a) **Final date for issue**

The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Meeting at which the approval is obtained, being 18 November 2021, and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the Meeting, being 18 November 2022 if Shareholders approve Resolution 3;
(ii) the time and date of the Company's next annual general meeting after the Meeting; or
(iii) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 5.2(c) above).

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

The purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 (for cash consideration only) may be used by the Company include:

(i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
(ii) continued expenditure on the Company's current business and/or general working capital.

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

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). Shareholders may also be exposed to economic risk and voting dilution, including the following:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares as at 14 October 2021 (**Current Share Price**) and the current number of Shares for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) (see Section 5.2(b)) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the Current Share Price.

Variable 'A' in Listing Rule 7.1A.2		**Issue Price**		
		$0.173 **50% decrease in Current Share Price**	$0.345 **Current Share Price**	$0.69 **100% increase in Current Share Price**
Current Variable A 55,247,300 Shares	**10% Voting Dilution**	5,524,730 Shares		
	Funds raised	$953,016	$1,906,032	$3,812,064
50% increase in current Variable A 82,870,950 Shares	**10% Voting Dilution**	8,287,095 Shares		
	Funds raised	$1,429,524	$2,859,048	$5,718,096
100% increase in current Variable A 110,494,600 Shares	**10% Voting Dilution**	11,049,460 Shares		
	Funds raised	$1,906,032	$3,812,064	$7,624,127

Notes:

(i) The table has been prepared on the following assumptions:

- The Current Share Price is $0.345 (34.5 cents), being the closing price of the Shares on ASX on 14 October 2021, being the last day that the Company's Shares traded on the ASX before this Notice was printed.
- Variable A is 55,247,300 comprising the number of Shares currently on issue. This assumes that the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares or other convertible securities are converted to Shares before the date of the issue of the Equity Securities.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

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

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments.

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

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

(g) **Voting exclusion statement**

The Company is not currently considering an issue utilising the 10% Placement Facility if approved by Shareholders.

At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue. However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

5.4 Board recommendation

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

6. Resolution 4 – Ratification of prior issue of Underwriter Options

6.1 General

As announced on 1 September 2021, the Company agreed to issue 5,157,419 Options to CPS Capital Group Pty Ltd (**CPS**) or their nominees pursuant to an underwriting agreement (**Underwriting Agreement**) as consideration for underwriting the Company's loyalty entitlement offer of options to Shareholders as detailed in the Options Prospectus (**Underwriter Options**).

The Underwriter Options have not yet been issued but are intended to be issued to nominees of CPS prior to the date of the Meeting, and are exercisable at $0.30 each on or before 8 October 2024.

The Underwriter Options will be issued pursuant to the Company's capacity under ASX Listing Rule 7.1, without the need for Shareholder approval.

Resolution 4 seeks the approval of Shareholders to ratify the issue of Underwriter Options under and for the purposes of Listing Rule 7.4.

Resolution 4 is an ordinary resolution.

6.2 Listing Rules 7.1 and 7.4

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 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

The issue of Underwriter Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Underwriter Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to the issue of the Underwriter Options under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Underwriter Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Underwriter Options.

If Resolution 4 is not passed, the Underwriter Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Underwriter Options.

6.3 Specific Information required by Listing Rule 7.5

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

(a) the Company has agreed to issue a total of 5,157,419 Underwriter Options to nominees of CPS, none of whom is a Material Investor or a related party of the Company, except for Mr Andrew Wilson, a substantial shareholder of the Company who will receive 1,203,398 Underwriter Options;

(b) the Underwriter Options will be issued for nil cash consideration as consideration for underwriting services in relation to the Company's loyalty entitlement offer as announced on 1 September 2021;

(c) the Underwriter Options are exercisable at $0.30 each on or before 8 October 2024 and on the terms and conditions set out in the Options Prospectus;

(d) the Underwriter Options are intended to be issued prior to the Meeting, and in any event will be issued no later than 3 months after the date of the Meeting;

(e) the Underwriter Options will be issued pursuant to the Underwriting Agreement, a summary of the material terms of which are set out in the Options Prospectus; and

(f) a voting exclusion statement is included in the Notice.

6.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4. Each Director intends to vote the Shares they control in favour of Resolution 4.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 4.

A voting exclusion for Resolution 4 is contained in the Notice.

7. Resolution 5 – Approval to issue Incentive Options to Mr Corey Montry

7.1 General

Subject to receipt of Shareholder approval for the purposes of Listing Rule 10.14, the Board intends to issue 1,000,000 unquoted Options exercisable at $0.3975 (39.75 cents) each on or before 9 August 2024 (**Incentive Options**) to non-executive Director Mr Corey Montry (or his nominee) under the Employee Securities Incentive Plan (**Plan**), the terms of which are summarised in the Company's prospectus dated 26 October 2020 and announced to the ASX on 11 December 2021. The material terms of the Plan are also set out in Annexure A.

As announced on 9 August 2021, the Board resolved to issue 1,000,000 Incentive Options to Mr Montry as an incentive for continued service, subject to Shareholder approval at the Meeting. The Board believes that incentivising with Incentive Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Incentive Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Subject to the terms and conditions in Annexure B, the Incentive Options will vest as follows (each a **Vesting Condition**):

(a) 500,000 Incentive Options will vest on the date of issue; and

(b) 500,000 will vest on 9 February 2023, provided that Mr Montry is, and at all times has been, an employee or otherwise engaged with the Company at the relevant date.

Resolution 5 seeks approval from Shareholders for the proposed issue of up to 1,000,000 Incentive Options under the Plan to Mr Corey Montry (or his nominee), under and for the purposes of Listing Rule 10.14 and section 200E of the Corporations Act.

7.2 Chapter 2E of the Corporations Act

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

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

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

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

A “related party” for the purposes of the Corporations Act is defined widely and includes a director of a public company.

A “financial benefit” for the purposes of the Corporations Act also has a very wide meaning. It includes a public company paying money or issuing securities to a related party.

The grant of the Incentive Options constitutes giving a financial benefit and Mr Montry is a related party of the Company by virtue of being a Director.

The Board (other than Mr Montry who has a personal interest in Resolution 5) has formed the view that the issue of the Incentive Options to Mr Montry (or his nominee) does not require Shareholder approval under Section 208 of the Corporations Act as the issue constitutes “reasonable remuneration” in accordance with Section 211 of the Corporations Act. In reaching this view, the Board considers the proposed issue of the Incentive Options to Mr Montry is reasonable and appropriate having regard to the circumstances of the Company and his duties and responsibilities, and is aligned with Shareholder interests whilst also preserving cash resources in the Company.

7.3 Section 200E of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Mr Montry holds a 'managerial or executive office' as his details are included in the Directors' Report by virtue of being a Director.

Under the terms and conditions of the Plan, under which the Incentive Options the subject of Resolution 5 are proposed to be issued, circumstances in which the early vesting of Incentive Options are permitted at the Board's discretion include, amongst other things, termination of a participant's employment, engagement or office with the Company due to death, permanent incapacity, mental incapacity, redundancy, resignation, retirement or any other reason the Board decides, or in other circumstances where the Board exercises its discretion to allow early vesting as well as change of control events, notwithstanding that the Company will comply with its obligations under Listing Rules 10.18 and 10.19.

The termination 'benefit' under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolution 5, the early vesting of Incentive Options upon the exercise of the Board's discretion or the Board determining to provide that the Incentive Options do not lapse but will continue and be vested in the ordinary course.

Resolution 5 therefore also seeks approval of any termination benefit that may be provided to Mr Montry under the terms and conditions of the Incentive Options proposed to be issued under Resolution 5.

7.4 Specific information required by section 200E(2) of the Corporations Act

The value of the potential termination benefits cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Share price at the time of vesting and the number of Incentive Options that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

(a) Mr Montry's length of service and the status of the vesting conditions attaching to the relevant Incentive Options at the time Mr Montry's employment or office ceases; and

(b) the number of unvested Incentive Options that Mr Montry (or his nominee) holds at the time he ceases employment or office.

7.5 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

(a) a director of the company (Listing Rule 10.14.1);

(b) an associate of a director the company (Listing Rule 10.14.2); or

(c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of the Incentive Options falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if Mr Montry elects for the Incentive Options to be granted to his nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing

Rule 7.1 or 10.11 is not required.

If Resolution 5 is passed, the Company will be able to issue the Incentive Options to Mr Montry or his nominee.

If Resolution 5 is not passed, the Company will not be able to issue the Incentive Options to Mr Montry or his nominee.

7.6 Specific Information required by Listing Rule 10.15

Under and for the purposes of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Incentive Options:

(a) the proposed recipient of the Incentive Options is Mr Corey Montry or his nominee and the maximum number of Incentive Options to be issued under Resolution 5 is 1,000,000;

(b) Mr Montry is a Director of the Company and is therefore a related party of the Company under ASX Listing Rule 10.14.1. In the event the Incentive Options are issued to a nominee of Mr Montry, that person will fall into the category stipulated by Listing Rule 10.14.2;

(c) Mr Montry's current total remuneration package at the date of this Notice is an aggregate of $3,000 plus superannuation per month;

(d) Mr Montry has not previously been issued Securities under the Plan;

(e) the Incentive Options will be exercisable at $0.3975 each on or before 9 August 2024 and will otherwise be issued on the terms and conditions set out in Annexure B;

(f) the Board considers that Incentive Options, rather than Shares, are an appropriate form of incentive because the Incentive Options granted will generally only be of benefit if Mr Montry performs to the level whereby the value of the Company increases sufficiently to warrant exercising the Incentive Options. The issue of the Incentive Options will therefore further align the interests of Mr Montry with Shareholders. If all Incentive Options are exercised, it would also result in a cash injection to the Company of $397,500;

(g) the Company has performed a valuation of the Incentive Options, using a Black-Scholes valuation model, on 14 September 2021 as set out in Annexure C. The total aggregate value of the Incentive Options based on this valuation is $242,400;

(h) the Company intends to issue the Incentive Options shortly after the Meeting and in any event no later than 3 years after the date of the Meeting;

(i) the Incentive Options are to be issued for nil cash consideration as they will be issued as part of Mr Montry's remuneration package. Funds raised upon exercise of the Incentive Options (if any) will be used for working capital purposes at the time of exercise;

(j) the material terms of the Plan are set out in Annexure A;

(k) no loan will be provided to Mr Montry in relation to the issue of the Incentive Options;

(l) details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period within which they were issued, along with a statement that approval for the issue was obtained under Listing

Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after Resolution 5 is approved and who were not named in the Notice will not participate until approval is obtained under that rule; and

(m) a voting exclusion statement is contained in the Notice.

7.7 Board recommendation

Resolution 5 is an ordinary resolution.

The Board (other than Mr Corey Montry who has a personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 5.

8. Definitions

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

10% Placement Facility has the meaning given in 5.1.

10% Placement Period has the meaning given in 5.2(d).

$ or A$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time being the time in Sydney, New South Wales.

Annexure means an annexure to the Notice.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2021.

Article means an article of the Constitution.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Live Verdure Ltd (ACN 614 347 269).

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

CPS means CPS Capital Group Pty Ltd (ACN 088 055 636) (AFSL: 294848).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Incentive Options means up to 1,000,000 unquoted Options to be issued to Mr Corey Montry (or his nominee) on the terms and conditions set out in Annexure B, which are the subject of Resolution 5.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Material Investor means, in relation to the Company:

(a) a related party;

(b) Key Management Personnel;

(c) a substantial Shareholder;

(d) an advisor; or

(e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting has the meaning given in the introductory paragraph of the Notice.

Minimum Issue Price has the meaning given in Section 5.2(c).

Notice means this notice of annual general meeting.

Option means an unlisted option to acquire one Share.

Options Prospectus means the prospectus dated 31 August 2021 and announced to the ASX on 1 September 2021.

Plan means the Company's Employee Securities Incentive Plan, a summary of which is set out in Annexure A.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).

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

Shareholder means the holder of a Share.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day has the meaning given in the Listing Rules.

Underwriting Agreement means the underwriting agreement entered into between the Company and CPS on 31 August 2021.

Underwriter Options means the 5,157,419 unquoted Options issued to CPS (or its nominee/s) on the terms and conditions set out in the Options Prospectus, which are the subject of Resolution 4.

VWAP means volume weighted average price.

Annexure A – Summary of Employee Securities Incentive Plan

A summary of the key terms of the Plan is set out below:

1. **Eligible Participant**
Eligible Participant means a person that:

(a) is an 'eligible participant' (as that term is defined in ASIC Class Order [**CO 14/1000**]) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order [14/1000]); and

(b) has been determined by the Board to be eligible to participate in the Plan from time to time.

2. **Maximum Allocation**
The Company must not make an offer of Securities under the Plan where the total number of Plan Shares that may be issued, or acquired upon exercise of Plan Convertible Securities offered, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period would exceed 5% of the total number of Shares on issue at the date of the offer.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of the Listing Rules is 20,000,000 (**ASX Limit**), meaning that the Company may issue up to the ASX Limit under the Plan, without seeking Shareholder Approval and without reducing its placement capacity under Listing Rule 7.1.

3. **Purpose**
The purpose of the Plan is to:

(a) assist in the reward, retention and motivation of Eligible Participants;

(b) link the reward of Eligible Participants to Shareholder value creation; and

(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. **Plan administration**
The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

5. **Eligibility, invitation and application**

(a) The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

(b) On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

(c) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

6. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7. Terms of Convertible Securities

Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

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

8. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

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

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

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

10. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the

number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. **Forfeiture of Convertible Securities**

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

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

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

(a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. Rights attaching to Plan Shares

All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

15. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of

the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

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

16. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

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

18. Plan duration

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

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

Annexure B – Terms of Incentive Options

The terms of the Incentive Options are set out below:

1. **Entitlement**
Each Option (**Option**) entitles the holder to subscribe for one ordinary share (**Share**) upon exercise of the Option.

2. **Exercise Period**
The Options are exercisable at any time on or prior to 9 August 2024 (**Expiry Date**).

3. **Exercise Price**
Each Option has an exercise price of $0.3975 (39.75 cents) (**Exercise Price**).

4. **Vesting**
Options have the vesting conditions as set out following:

- 500,000 Options will vest on the date of issue.
- 500,000 Options vesting on 9 February 2023, provided that the holder is, and at all times has been, an employee or otherwise engaged by the Company at the relevant date.

5. **Notice of Exercise**
The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

6. **Shares issued on exercise**
Shares issued on exercise of the Options will rank equally with the then shares of the Company.

7. **Quotation of Shares on exercise**
Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

8. **Timing of issue of Shares**
After an Option is validly exercised, the Company must, within, 20 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

(a) issue the Share; and

(b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

9. **Participation in new issues**
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

10. Adjustment for bonus issues of Shares

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

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

11. Adjustment for entitlement issue

In the case of a pro rata issue other than a bonus issue, the Exercise Price of each Option will be reduced in accordance with the Listing Rules (in particular Listing Rule 6.22.2, or any successor provision).

12. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

13. Options not quoted

The Company will not apply to ASX for quotation of the Options.

14. Options transferable

The Options are not transferrable.

15. Amendment to Terms

If ASX requires amendments to these Option terms, the Company and the holder must consult in good faith to agree the amendments to the extent necessary in order to comply with the ASX Listing Rule (and in the manner which achieves the most favourable treatment for the holder).

16. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

Annexure C - Valuation of Incentive Options

The Incentive Options to be issued pursuant to Resolution 5 have been valued by the Company using the Black & Scholes valuation model on the following assumptions:

Number of Incentive Options	1,000,000
Valuation date	4 October 2021
Closing Share price at Valuation date	$0.36
Exercise price	$0.3975
Expiry date	9 August 2024
Expected volatility	120%
Risk free interest rate	0.15%
Annualised dividend yield	Nil
Value of each Incentive Option	$0.2424
Aggregate value of Incentive Option	$242,400

Live Verdure Ltd

ABN 28 614 347 269

Need assistance?

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MR SAM SAMPLE
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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (AEDT) on Tuesday, 16 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Live Verdure Ltd hereby appoint

☐ **the Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Live Verdure Ltd to be held as a virtual meeting on Thursday, 18 November 2021 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Gernot Abl	☐	☐	☐
Resolution 3	Approval of 10% Placement Facility	☐	☐	☐
Resolution 4	Ratification of prior issue of Underwriter Options	☐	☐	☐
Resolution 5	Approval to issue Incentive Options to Mr Corey Montry	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically