Live Verdure Limited

ACN 614 347 269

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: **11.00am (AEST) on Monday, 24 April 2023**

Location: **Level 21, 459 Collins Street, Melbourne, Victoria, 3000**

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 3 8630 3321 or email at justin@liveverdure.com.au.

Shareholders are urged to vote by lodging a Proxy Form

Live Verdure Limited
ACN 614 347 269
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Live Verdure Limited will be held at Level 21, 459 Collins Street, Melbourne, Victoria, 3000 on Monday 24 April 2023 at 11.00am (AEST) (**Meeting**).

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

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 Saturday 22 April 2023 at 7.00pm (AEST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,000,000 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval of issue of Tranche 1 Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,500,000 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of issue of Tranche 2 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Placement Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of issue of Tranche 2 Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,500,000 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of issue of Lead Manager 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 7.1 and for all other purposes, Shareholders approve the issue of up to 8,000,000 Options to the Lead Manager (or its nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusions

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

(a) **Resolution 1** by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or is a counterparty to the agreement being approved, or any of their respective associates.

(b) **Resolution 2** by or on behalf of the Placement Participants and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 1 Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(c) **Resolution 3** by or on behalf of the Placement Participants and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(d) **Resolution 4** by or on behalf of the Placement Participants and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(e) **Resolution 5** by or on behalf of CPS Capital and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), 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;

(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:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Gernot Abl
Non-Executive Chairman

Live Verdure Limited
Dated: 24 March 2023

Live Verdure Limited
ACN 614 347 269
(Company)

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 at Level 21, 459 Collins Street, Melbourne, Victoria, 3000 on Monday 24 April 2023 at 11.00am (AEST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Tranche 1 Placement Shares
Section 4	Resolution 2 – Approval of issue of Tranche 1 Placement Options
Section 5	Resolution 3 – Approval of issue of Tranche 2 Placement Shares
Section 6	Resolution 4 – Approval of issue of Tranche 2 Placement Options
Section 7	Resolution 5 – Approval of issue of Lead Manager Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

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

2. Action to be taken by Shareholders

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

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by proxy

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Chair's voting intentions

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

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at **justin@liveverdure.com.au** by 5.00pm (AEST) on Saturday 22 April 2023.

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

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

3. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

3.1 General

(a) **Placement**

On 2 March 2023, the Company announced a placement to raise up to $1,600,000 (before costs) (**Placement**) through the issue of 16,000,000 fully paid ordinary shares in the Company at an issue price of $0.10 (**Placement Shares**), with one free attaching option for every two Shares subscribed for under the Placement (**Placement Options**). The Placement Options are quoted Options exercisable at a price of $0.25 on or before 31 August 2025 and currently listed under the ASX Listing Code: LV1OA.

The Placement consists of:

(i) 11,000,000 Placement Shares (**Tranche 1 Placement Shares**) issued on 14 March 2023 without Shareholder approval under the Company's available Listing Rule 7.1 placement capacity to raise $1,100,000 (before costs) (the subject of Resolution 1);

(ii) 5,500,000 free attaching Placement Options to be issued to the subscribers of Tranche 1 Placement Shares subject to Shareholder approval (the subject of Resolution 2) (**Tranche 1 Placement Options**);

(iii) 5,000,000 Placement Shares (**Tranche 2 Placement Shares**) to be issued subject to Shareholder approval under ASX Listing Rule 7.1 to raise $500,000 (before costs) (the subject of Resolution 3); and

(iv) 2,500,000 free attaching Placement Options to be issued to the subscribers of Tranche 2 Placement Shares subject to Shareholder approval (the subject of Resolution 4) (**Tranche 2 Placement Options**).

Resolution 1 seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

3.2 Listing Rule 7.1 and 7.4

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

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve the issue of Equity Securities after the issue has been made or agreed to be made. If they do, those Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without Shareholder approval under that rule.

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

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 11,000,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 11,000,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 11,000,000 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares.

3.3 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 Tranche 1 Placement Shares:

(a) The Tranche 1 Placement Shares were issued to sophisticated and institutional investors, including Hardwood Holdings Pty Ltd who is a substantial holder of Company Shares. The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest from clients of the Lead Managers (**Placement Participants**).

(b) A total of 11,000,000 Tranche 1 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1.

(c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Tranche 1 Placement Shares were issued on 14 March 2023.

(e) The Tranche 1 Placement Shares were issued at a price of $0.10 per Share.

(f) The proceeds of the Placement will be used for general working capital and to further accelerate the Company's growth through investment in sales, marketing and inventory initiatives.

(g) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.

(h) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Approval of issue of Tranche 1 Placement Options

4.1 General

Background to the Placement is summarised above in Section 3.1(a).

If Resolution 2 is passed, the Company will be able to proceed with the issue of 5,500,000 Placement Options. In addition, the Tranche 1 Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Placement Options.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 1 Placement Options:

(a) The Tranche 1 Placement Options will be issued to the Placement Participants (refer to Section 3.3(a) for further details of the Placement Participants).

(b) A maximum of 5,500,000 Tranche 1 Placement Options will be issued if Shareholders pass this Resolution.

(c) The Placement Options are exercisable at a price of $0.25 on or before 31 August 2025 and will otherwise be issued on the terms and conditions in Schedule 2. The Company intends to apply for quotation of the Placement Options.

(d) The Tranche 1 Placement Options will be issued within three months after the date of the Meeting.

(e) The Tranche 1 Placement Options are being issued as free attaching Options to the Tranche 1 Placement Shares. Accordingly, nil additional cash consideration will be payable by the Placement Participants.

(f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Options.

(g) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Approval of issue of Tranche 2 Placement Shares

5.1 General

Background to the Placement is summarised above in Section 3.1(a).

If Resolution 3 is passed, the Company will be able to proceed with the issue of 5,000,000 Placement Shares. In addition, the Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Shares.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Shares:

(a) The Tranche 2 Placement Shares will be issued to the Placement Participants (refer to Section 3.3(a) for further details of the Placement Participants).

(b) A maximum of 5,000,000 Placement Shares will be issued if Shareholders pass this Resolution.

(c) The Placement Shares will rank equally in all respects with the Company's existing Shares on issue.

(d) The Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting.

(e) The Placement Shares will be issued at $0.10 per Placement Share.

(f) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.

(g) The proceeds of the Placement will be used for general working capital and to further accelerate the Company's growth through investment in sales, marketing and inventory initiatives.

(h) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 3 is an ordinary resolution.

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

6. Resolution 4 – Approval of issue of Tranche 2 Placement Options

6.1 General

Background to the Placement is summarised above in Section 3.1(a).

If Resolution 4 is passed, the Company will be able to proceed with the issue of 2,500,000 Tranche 2 Placement Options. In addition, the Tranche 2 Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Options.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

6.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Placement Options:

(a) The Tranche 2 Placement Options will be issued to the Placement Participants (refer to Section 3.3(a) for further details of the Placement Participants).

(b) A maximum of 2,500,000 Tranche 2 Placement Options will be issued if Shareholders pass this Resolution.

(c) The Tranche 2 Placement Options are exercisable at a price of $0.25 on or before 31 August 2025 and will otherwise be issued on the terms and conditions in Schedule 2. The Company intends to apply for quotation of the Tranche 2 Placement Options.

(d) The Tranche 2 Placement Options will be issued within three months after the date of the Meeting.

(e) The Tranche 2 Placement Options are being issued as free attaching Options to the Tranche 2 Placement Shares. Accordingly, nil additional cash consideration will be payable by the Placement Participants.

(f) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Options.

(g) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Approval of issue of Lead Manager Options

7.1 General

CPS Capital acted as lead manager to the Placement (**Lead Manager**) pursuant to a lead manager mandate entered into by the Company and the Lead Manager dated 28 February 2023 (**Lead Manager Mandate**).

In consideration for these services, the Company agreed to pay the Lead Manager fees comprising:

(a) a cash management fee of 6% (excluding GST) of the funds raised under the Placement; and

(b) 6,400,000 Options plus one Option for every $1 raised under the Placement, to be issued on the same terms as the Placement Options.

Accordingly, Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue 8,000,000 Options (**Lead Manager Options**) to the Lead Manager in partial consideration for services provided as lead manager to the Placement (refer to the summary of the Placement in Section 3.1(a)).

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options without using its available capacity under Listing Rule 7.1. In the event that the Company cannot issue the Lead Manager Options, it may be required to negotiate alternative forms of remuneration to be paid to the Lead Manager as consideration for its services, which may include the payment of cash in lieu of the Options.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Lead Manager Options:

(a) The Lead Manager Options will be issued to the Lead Manager (or its nominees).

(b) A maximum of 8,000,000 Lead Manager Options will be issued if Shareholders pass this Resolution.

(c) The Lead Manager Options will be exercisable at a price of $0.25 on or before 31 August 2025 and will otherwise be issued on the terms and conditions in Schedule 2. The Company intends to apply for quotation of the Placement Options.

(d) The Lead Manager Options will be issued within three months after the date of the Meeting.

(e) The Lead Manager Options are being issued as partial consideration for lead manager services provided in connection with the Placement. Accordingly, nil cash will be paid in consideration for the Lead Manager Options.

(f) A summary of the material terms of the Lead Manager Mandate is set out in Section 7.1 above.

(g) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

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

$ or A$	means Australian Dollars.
AEST	means Australian Eastern Standard Time.
Agreement	means the convertible note agreement between the Company and the Noteholder.
ASX	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Live Verdure Limited (ACN 614 347 269).
Conditions Precedent	means the conditions precedent to the Acquisition, as stated in the SPA.
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Issue Date	means the date of issue of a Convertible Note.
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.
Lead Manager or **CPS Capital**	means CPS Capital Group Pty Ltd (ACN 088 055 636).
Lead Manager Mandate	means the mandate between the Company and the Lead Manager dated 28 February 2023.
Lead Manager Options	means 8,000,000 Options to be issued to the Lead Manager, the subject of Resolution 5.
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.
Notice	means this notice of general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Placement	means a capital raising of $1,600,000 through the issue of up to 16,000,000 Shares at an issue price of $0.10 per Share.
Placement Shares	means the Tranche 1 and Tranche 2 Placement Shares.
Placement Options	means the Tranche 1 and Tranche 2 Placement Options.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options, Performance Securities, and/or Convertible Notes).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	has the meaning given to it in the Listing Rules.
Tranche 1 and Tranche 2 Placement Shares	means the 11,000,000 Tranche 1 Placement Shares, the subject of Resolution 1 and 5,000,000 Tranche 2 Placement Shares, the subject of Resolution 3.
Tranche 1 and Tranche 2 Placement Options	means the 5,500,000 free attaching Tranche 1 Placement Options, the subject of Resolution 2 and 2,500,000 Tranche 2 Placement Options, the subject of Resolution 4.

Schedule 2 Terms and conditions of Options

The terms and conditions of the Options are as follows:

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Consideration

The Options will be granted for nil additional cash consideration.

3. Exercise Price

The amount payable upon exercise of each Option is $0.25 per Option (**Exercise Price**).

4. Expiry Date

Each Option will expire at 5:00pm (AEST) on 31 August 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise

A holder may exercise their Options by lodging with the Company, before the Expiry Date:

(a) a written notice of exercise of Options specifying the number of Options being exercised; and

(b) a electronic funds transfer for the Exercise Price for the number of Options being exercised.

6. Exercise Notice

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.

7. Timing of issue of Shares on exercise

Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

8. Transferability

(a) to the extent they are quoted on ASX's official list, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws, the Options will be freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws; and

(b) to the extent they are not quoted on ASX's official list, the Options will not be transferable without the prior written approval of the Company.

9. Ranking of Shares

All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.

10. Quotation

(a) The Company will apply for quotation of the Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days after the date of allotment of those Shares. However, the Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the ASX Listing Rules).

(b) If official quotation of the Options is not granted by ASX in accordance with Section 10(a) above), the Options will not be quoted.

11. Reconstruction

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

12. Participating rights

There are no participating 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 without exercising the Options.

13. Amendments

A Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

14. Dividend and voting rights

An Option does not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

Live Verdure Ltd

ABN 28 614 347 269

Need assistance?

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

Online:
www.investorcentre.com/contact

LV1
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Saturday, 22 April 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form: XX

Online:

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

Your secure access information is

Control Number: 999999
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.

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

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 Chairman of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Live Verdure Ltd to be held at Level 21, 459 Collins Street, Melbourne, VIC 3000 on Monday, 24 April 2023 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

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	Ratification of issue of Tranche 1 Placement Shares	☐	☐	☐
Resolution 2	Approval of issue of Tranche 1 Placement Options	☐	☐	☐
Resolution 3	Approval of issue of Tranche 2 Placement Shares	☐	☐	☐
Resolution 4	Approval of issue of Tranche 2 Placement Options	☐	☐	☐
Resolution 5	Approval of issue of Lead Manager Options	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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

Computershare