

NOTICE OF ANNUAL GENERAL MEETING

CannPal Animal Therapeutics Limited

ABN 88 612 791 518 (“the Company”)

Notice is hereby given of the Second Annual General Meeting of the Company to be held at BDO, Level 11, 1 Margaret Street, Sydney NSW 2000 on Tuesday 20 November 2018 commencing at 10am for the following purposes:

BUSINESS:

1. Annual Financial Report

To receive and consider the Company's Annual Financial Report for the year ended 30 June 2018, and the reports of the Directors and Auditor.

2. Remuneration Report

To receive and consider the Company's Remuneration Report for the year ended 30 June 2018, as contained within the Directors Report.

3. Re-election of Director – Robert Johnston

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

“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Robert Johnston, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

By order of the Board

Baden M Bowen

Company Secretary

15 October 2018



VOTING BY PROXY:

- A Member has the right to appoint a proxy to attend and vote for the Member at the Meeting.
- The proxy need not be a Member of the Company.
- A Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is entitled to exercise.
- The instrument appointing a proxy shall be in writing and signed by the appointor or his or her duly authorised attorney or, if the appointor is a corporation, either under seal or signed by two directors, or one director and company secretary, of the company. If signed under a power of attorney or other authorisation a certified copy of the power or attorney or other authorising document must accompany the proxy form.
- A Proxy Form accompanies this Notice. To be effective, Proxy Forms (duly completed and signed) must be received by the Company at its Share Registry's office no less than 48 business hours before the time of the general meeting – that is 10am on Sunday 18 November 2018.

To vote by proxy, you have the following options:

1. Online

At www.investorvote.com.au

2. By mail

Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

3. By fax

1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

4. By mobile

Scan the QR Code on your proxy form and follow the prompts

5. Custodian

For Intermediary Online subscribers only (custodians) please visit

6. Voting

www.intermediaryonline.com to submit your voting intentions



CannPal Animal Therapeutics Limited

ABN 88 612 791 518 ("the Company")

EXPLANATORY MEMORANDUM – MEETING 20 November 2018

The purpose of this Explanatory Memorandum is to provide all information that is reasonably necessary to enable the Members of the Company to determine how to vote on resolutions to be put to the General Meeting of the Company, to be held at 10am on Tuesday 20 November 2018 (the "meeting").

1. Annual Financial Report

The Company's Annual Financial Report for the year ended 30 June 2018, and the reports of the Directors and Auditor for the review and acceptance of the Members.

BDO has provided an unqualified report in its audit of the Company's Annual Financial Report. The Company's auditors, BDO will be available for any questions that the Members may have.

2. Remuneration Report

The Company's Remuneration Report for the year ended 30 June 2018 is contained within the Directors Report for the review and acceptance of the Members.

3. Re-election of Director – Robert Johnston

General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Robert Johnston, who has served as a director since 21 April 2017, retires by rotation and seeks re-election.

Independence

If elected the Board considers Robert Johnston will be an independent director.


Board recommendation

The Board supports the re-election of Robert Johnston and recommends that shareholders vote in favour of Resolution 3.

END OF EXPLANATORY MEMORANDUM



Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 182084

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

 **For your vote to be effective it must be received by 10:00am (AEDT) Sunday, 18 November 2018**

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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.


Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of CannPal Animal Therapeutics Limited 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 Annual General Meeting of CannPal Animal Therapeutics Limited to be held at BDO, Level 11, 1 Margaret Street, Sydney, New South Wales on Tuesday, 20 November 2018 at 10:00am (AEDT) and at any adjournment or postponement of that Meeting.

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

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

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 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Robert Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____