

mgc pharma



MGC PHARMACEUTICALS LTD

ACN 116 800 269

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3.00pm (WST)
DATE: Wednesday 4 November 2020
PLACE: 1202 Hay Street
West Perth WA 6005

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

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

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 Shareholders at 5.00pm (WST) on Monday 2 November 2020.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRETT MITCHELL

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Brett Mitchell, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR – EVAN HAYES

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

“That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Evan Hayes, a Director who was appointed as an additional Director on 1 September 2020, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – APPROVAL TO ISSUE CONVERTIBLE NOTES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,850,000 Convertible Notes to Mercer Street Global Opportunity Fund, LLC (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES UNDER LISTING RULE 7.1

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,475,000 Convertible Notes on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – MERCER STREET GLOBAL OPPORTUNITY FUND, LLC

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,375,000 Shares on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES – GROW BIOTECH PLC

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,388,430 Shares on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – EMPLOYEES AND CONSULTANTS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,303,404 Shares on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES – PROHIBITION PARTNERS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,404,478 Shares on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES - ONASSIS HOLDINGS CORP

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,893,939 Shares on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES - CANNVALATE PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 727,272 Shares on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 12 – RATIFICATION OF AGREEMENT TO ISSUE SHARES – CANNVALATE PTY LTD

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify an agreement to issue that number of Shares, when multiplied by the deemed issue price, will equal \$1 million, on the terms and conditions set out in the Explanatory Statement.”

14. RESOLUTION 13 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

15. RESOLUTION 14 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

16. RESOLUTION 15 – APPROVAL TO ISSUE SHARES – DANIEL ERDMAN

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

17. RESOLUTION 16 – APPROVAL TO ISSUE SHARES – DR JONATHAN GRUNFELD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the deemed issue price, will equal \$50,000 on the terms and conditions set out in the Explanatory Statement.”

18. RESOLUTION 17 – APPROVAL TO ISSUE SHARES – LENIS FARMACEVTIKA D.O.O

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the deemed issue price, will equal €53,692 on the terms and conditions set out in the Explanatory Statement.”

Dated: 2 October 2020

By order of the Board



Rachel Kerr
Company Secretary

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter 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:<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 4 – Approval to issue Convertible Notes	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) namely Mercer Street Global Opportunity Fund, LLC or an associate of that person (or those persons).
Resolutions 5 – Ratification of prior issue of Convertible Notes	A person who participated in the issue or is a counterparty to the agreement being approved (namely Mercer Street Global Opportunity Fund, LLC) or an associate of that person or those persons.
Resolutions 6 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Mercer Street Global Opportunity Fund, LLC) or an associate of that person or those persons.
Resolution 7 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Grow Biotech PLC) or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 9 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Prohibition Partners) or an associate of that person or those persons.
Resolution 10 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Onassis Holdings Corp) or an associate of that person or those persons.
Resolution 11 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Cannvalate Pty Ltd) or an associate of that person or those persons.
Resolution 12 – Ratification of agreement to issue Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Cannvalate Pty Ltd) or an associate of that person or those persons.
Resolution 15 – Approval to issue Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) namely Daniel Erdman or an associate of that person (or those persons).

Resolution 16 – Approval to issue Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Dr Jonathan Grunfeld) or an associate of that person (or those persons).
Resolution 17 – Approval to issue Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Lenis farmacevtika d.o.o) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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 on the Resolution, 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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6382 3390.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.mgcpharma.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRETT MITCHELL

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Brett Mitchell who has served as a Director since 4 April 2013 and was last re-elected on 22 November 2018, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Mitchell is a corporate finance executive with over 25 years of experience in the venture capital, capital markets, tech and resources industries. He has been involved in the founding, financing and management of both private and publicly-listed companies, including the second listed medical cannabis company on the ASX – MGC Pharmaceuticals Ltd (MXC). Mr Mitchell is a founder and director of Chieftain Securities Pty Ltd, a Perth based Corporate Advisory and Venture Capital firm and founder and shareholder of Graft Polymer (UK) Ltd. Mr Mitchell is also currently Executive Chairman of ASX Listed company TNT Mines Ltd (TIN).

3.3 Independence

If re-elected the Board does not consider Brett Mitchell will be an independent Director.

3.4 Board recommendation

The Board has reviewed Brett Mitchell's performance since his appointment to the Board and considers that Brett Mitchell's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Brett Mitchell and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – EVAN HAYES

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Evan Hayes, having been appointed by other Directors on 1 September 2020 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Evan Hayes is a highly experienced Board member and brings over 20+ commercial and leadership experience within the healthcare and biotechnology sectors. Mr Hayes graduated with a Master of Science 1st Class Honours (Biotechnology) from the National University of Ireland, Galway and prior to this he finished first in his class from the National University of Ireland, Cork with a Bachelor of Science degree (Honours). Mr Hayes' has also won the Daniel O'Carroll Award for Scientific Research.

Mr Hayes is currently the Asia Pacific Managing Director of Factors Group, Canada's largest natural health company. Prior to this Mr Hayes was the Director of Sourcing and Product development at Australia's largest natural health company, Blackmores, leading the Procurement, Technical, New product development, and Strategic sourcing divisions and managed a budget of \$250m. Evan has served on multiple boards, worked in Europe the USA and in Australia evidenced by his strong knowledge of both the FDA and the TGA. Mr Hayes is an author of multiple patents including one world patent.

4.3 Independence

Evan Hayes has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Evan Hayes will be an independent Director.

4.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Evan Hayes.

4.5 Board recommendation

The Board has reviewed Evan Hayes's performance since his appointment to the Board and considers that Evan Hayes's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Evan Hayes and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL TO ISSUE CONVERTIBLE NOTES

5.1 General

As announced on 10 September 2020, the Company has entered into an agreement (**Convertible Securities Agreement**) with Mercer Street Global Opportunity Fund, LLC (**Mercer**), whereby Mercer has conditionally agreed to provide the Company with up to \$15 million in funding, via subscriptions for convertible notes in the Company with a face value of \$1 each (**Convertible Notes**).

The first tranche of 2,475,000 Convertible Notes (representing a subscription amount of \$2,250,000) were issued on 15 September 2020, under the Company's existing Listing Rule 7.1 placement capacity (**Initial Convertible Notes**). The Company is seeking Shareholder ratification for this issue pursuant to Resolution 5.

Under the Convertible Securities Agreement, the Company may request additional drawdowns of up to a further \$12.75 million, via the issue of up to a further 14,025,000 Convertible Notes (subject to Mercer agreeing to provide the additional funding).

As at the date of this Notice, no additional drawdowns have been requested by the Company. However, pursuant to this Resolution 4, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 3,850,000 Convertible Notes in advance of future funding drawdowns made by the Company (**Subsequent Convertible Notes**).

The Company notes that this approval does not guarantee that future drawdown requests will be made by the Company or agreed to by Mercer.

5.2 Listing Rule 7.1

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 or agree to 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 12 month period.

The proposed issue of the Subsequent Convertible Note does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Subsequent Convertible Notes. In addition, the issue of the Subsequent Convertible Notes (and any Shares issued on conversion of the Subsequent Convertible Notes) 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 still be able to proceed with the issue of the Subsequent Convertible Notes, but only to the extent that such issue does not exceed the Company's available placement capacity under Listing Rule 7.1 (calculated based on the number of Shares that may be issued on conversion of the Subsequent Convertible Notes). This may also impact the Company's ability to access future tranches of funding under the Convertible Securities Agreement.

5.4 Convertible Note Agreement

A summary of the material terms of the Convertible Securities Agreement between the Company and Mercer (the **Noteholder**) is set out in Part 1 of Schedule 1.

5.5 Material Terms and Conditions of Convertible Notes

A summary of the material terms of the Convertible Notes is set out in Part 2 of Schedule 1

5.6 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Convertible Notes will be issued to Mercer, who is not a related party of the Company;
- (b) the maximum number of Convertible Notes to be issued is 3,850,000, which will convert into a maximum of 213,888,889 Shares (based on the floor conversion price of \$0.018);
- (c) the Convertible Notes will be issued on the terms and conditions set out in Part 2 of Schedule 1;
- (d) any Shares issued on the conversion of the Convertible Notes will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Convertible Notes will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Convertible Notes will occur on the same date;

- (f) the Convertible Notes will be issued at an issue price of \$0.90909 per Convertible Note. The Company will not receive any other consideration for the issue of the Convertible Notes;
- (g) the purpose of the issue of the Convertible Notes is to raise \$3,500,000, which the Company intends to apply in accordance with the table set out below;

Allocation of Funds	
Clinical Trials - Phase IIb CannEpiI in Israel as announced, and ongoing Phase IIb CogniCann trial with Notre Dame, clinical trials for CannEpiI in Australia	\$1,363,000
Expansion into new markets (including Brazil) and manufacturing costs	\$400,000
Commencement of ArtemiC Registration in Russia	\$150,000
Malta Clinical Research Facility and ArtemiC Manufacturing Facility	\$650,000
General Working Capital	\$937,000
Total	\$3,500,000

Notes:

- The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.
- (h) the Convertible Notes are being issued in accordance with the terms of the convertible note agreement, which is summarised in Part 1 of Schedule 1; and
- (i) the Convertible Notes are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

6.1 General

As detailed in Section 5.1 above, on 15 September 2020, the Company issued the Initial Convertible Notes to Mercer under its existing Listing Rule 7.1 placement capacity.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Initial Convertible Notes.

6.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rule 7.1 is set out in section 5.2 above.

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 that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Initial Convertible Notes.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Initial Convertible Notes will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Initial Convertible Notes.

If Resolution 5 is not passed, the Initial Convertible Notes will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Initial Convertible Notes.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

6.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution 5:

- (i) 2,475,000 Convertible Notes were issued;
- (ii) the Convertible Notes were issued with a face value of \$1.00 at a subscription price of \$0.90909 per Initial Convertible Note;
- (iii) the Convertible Notes are convertible at a minimum of \$0.018 per Note, which represents a maximum of 137,500,000 Shares which may be issued on conversion, on the same terms and conditions as the Company's existing Shares;
- (iv) the Convertible Notes were issued to Mercer who is not a related party of the Company;
- (v) the funds raised from this issue will be used for completion of the Medicinal Cannabis Clinic Pty Ltd acquisition, completion of clinical and preclinical research programs for CannEpi[®], ArtemiC[™] and formulations on Glioblastoma cancer, manufacturing and logistics costs for product supply to new key markets, commencement of FDA Pre Investigational New Drug (IND) Registration for ArtemiC[™] and for general working capital purposes; and
- (vi) the Convertible Notes were issued pursuant to the Convertible Securities Agreement, a summary of which is included in Part 1 of Schedule 1.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – MERCER STREET GLOBAL OPPORTUNITY FUND, LLC

7.1 General

On 15 September 2020, the Company issued 9,375,000 Shares to Mercer as a commence fee pursuant to the Convertible Securities Agreement, under its existing Listing Rule 7.1 placement capacity.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares.

7.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

7.4 Technical 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 Resolution 6:

- (a) 9,375,000 Shares were issued to Mercer;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 15 September 2020;
- (d) the Shares were issued as a commencement fee for the provision of funding by Mercer under the Convertible Securities Agreement. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue of the Shares was to satisfy the Company's obligations under the Convertible Securities Agreement; and
- (f) the Shares were issued to Mercer under the Convertible Securities Agreement. A summary of the material terms of the Convertible Securities Agreement is set out in Part 1 of Schedule 1.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES – GROW BIOTECH PLC

8.1 General

On 12 August 2020, the Company issued 7,388,430 Shares to Grow Biotech PLC (**Grow Biotech**) in satisfaction of £89,400 of accrued fees relating to distribution and marketing services for the Company's products provided during 2020. The number of Shares was calculated by dividing the value of the accrued fees (£89,400) by the volume weighted average price per Share as traded on the ASX for the month of June 2020. The price per share (A\$0.022) was converted into GBP based on the AUD-GBP exchange rate established on 30 June 2020 being £0.55 per A\$1.

The Shares were issued under the Company's existing Listing Rule 7.1 placement capacity.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares.

8.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 7 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

8.4 Technical 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 Resolution 7:

- (a) 7,388,430 Shares were issued to Grow Biotech;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 12 August 2020;
- (d) the Shares were issued in consideration for accrued fees relating to distribution and marketing services provided to the Company. The Company has not and will not receive any other consideration for the issue of the Shares; and
- (e) the purpose of the issue of the Shares was to satisfy the Company's obligations under the Grow Biotech Deed of Termination, a summary of which is set out in Schedule 2.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – EMPLOYEES AND CONSULTANTS

9.1 General

On 12 August 2020, the Company issued 28,303,404 Shares to nine employees and consultants at a deemed issue price of \$0.022 per Share (being the volume weighted average price per Share as traded on the ASX for the month of June 2020) in lieu of \$622,675 of accrued salaries for the period October 2019 to June 2020 and cash payment of performance bonuses due in this period, as announced on 6 April and 29 April 2020.

The Shares were issued under the Company's existing Listing Rule 7.1 placement capacity.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares.

9.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 8 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

9.4 Technical 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 Resolution 8:

- (a) 28,303,404 Shares were issued to 9 employees and consultants of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; or

- (ii) issued more than 1% of the issued capital of the Company;
- (c) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 12 August 2020;
- (e) the Shares were issued in consideration for accrued salaries for the period October 2019 to June 2020 and for performance bonuses owed to the Employees. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the Shares were issued in consideration for accrued fees and bonuses under various industry standard employment and consultancy agreements.

10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES – PROHIBITION PARTNERS

10.1 General

On 12 August 2020, the Company issued 4,404,478 Shares to Prohibition Partners, the Company's European cannabis industry market research and marketing advisor, in satisfaction of £54,000 of accrued fees relating to market research and advertising services provided to the Company during 2020. The number of Shares was calculated by dividing the value of the accrued fees (£54,000) by the volume weighted average price per Share as traded on the ASX for the month of June 2020. The price per share (A\$0.022) was converted into GBP based on the AUD-GBP exchange rate established on 30 June 2020 being £0.55 per A\$1.

The Shares were issued under the Company's existing Listing Rule 7.1 placement capacity.

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares.

10.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 9 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

10.4 Technical 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 Resolution 9:

- (a) 4,404,478 Shares were issued to Prohibition Partners;
- (b) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 12 August 2020;
- (d) the Shares were issued in consideration for accrued fees relating to advertising provided and conference fees for the Company. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the Prohibition Partners Shares were not issued under an agreement.

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES – ONASSIS HOLDINGS CORP

11.1 General

On 12 August 2020, the Company issued 1,893,939 Shares to Onassis Holdings Corp (or nominee) in satisfaction of US\$30,000 of fees relating to US and European cannabis industry marketing campaign services for the Company's pharmaceutical medicine products to be provided in 2020. The number of Shares was calculated by dividing the value of the fees (US\$30,000) by the volume weighted average price per Share as traded on the ASX for the month of June 2020. The price per share (A\$0.022) was converted into US based on the AUD-USD exchange rate established on 23 July 2020 being US\$0.72 per A\$1.

The Shares were issued under the Company's existing Listing Rule 7.1 capacity.

Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares.

11.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

11.3 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the

Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 10 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

11.4 Technical 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 Resolution 10:

- (a) 1,893,939 Shares were issued to Onassis Holdings Corp;
- (b) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 12 August 2020;
- (d) the Shares were issued in consideration for accrued fees relating to advertising and marketing campaign services provided to the Company. The Company has not and will not receive any other consideration for the issue of the Shares; and
- (e) the Shares were issued to Onassis Holdings Corp under the Advertising Services Agreement. A summary of the material terms of the Advertising Services Agreement is set out in Schedule 2.

12. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES – CANNVALATE PTY LTD

12.1 General

On 12 August 2020, the Company issued 727,272 Shares to Cannvalate Pty Ltd in satisfaction of \$16,000 of accrued fees relating to data collection services on the Company's pharmaceutical medicine products provided to the Company. The number of Shares was calculated by dividing the value of the accrued fees (\$16,000) by the volume weighted average price per Share as traded on the ASX for the month of June 2020.

The Shares were issued under the Company's existing Listing Rule 7.1 placement capacity.

Resolution 11 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares.

12.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

12.3 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 11 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

12.4 Technical 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 Resolution 11:

- (a) 727,272 Shares were issued to Cannvalate;
- (b) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 12 August 2020;
- (d) the Shares were issued in consideration for accrued fees relating to data collection services provided for the Company. The Company has not and will not receive any other consideration for the issue of the Cannvalate Shares; and
- (e) the Cannvalate Shares were not issued under an agreement.

13. RESOLUTION 12 – RATIFICATION OF AGREEMENT TO ISSUE SHARES – CANNVALATE PTY LTD

13.1 General

As announced on 20 July 2020 the Company has entered into a binding terms sheet with Cannvalate Pty Ltd (**Cannvalate**) to acquire 100% of the operating business, data and proprietary assets of Medicinal Cannabis Clinic Pty Ltd, one of Australia's leading medicinal cannabis clinics.

As part payment of the Acquisition the Company agreed to issue Cannvalate that number of Shares, when multiplied by the 20 trading day volume weighted average price of Shares preceding the issue date, will equal \$1 million.

The key terms of the binding terms sheet are available in the 20 July 2020 announcement and in Schedule 2 of this Notice.

Resolution 12 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the Shares.

13.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in section 5.2 above and a summary of Listing Rule 7.4 is included at section 6.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the Shares.

By ratifying this agreement to issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

13.3 Technical information required by Listing Rule 14.1A

If Resolution 12 is passed, the agreement to issue Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 12 is not passed, the agreement to issue Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue or agree to issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 13 being passed at this Meeting.

13.4 Technical 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 Resolution 12:

- (a) the Shares were agreed to be issued to Cannvalate, who is not a related party of the Company;
- (b) the number of Shares agreed to be issued is that number of Shares, when multiplied by the 20 trading day volume weighted average price of Shares preceding the issue date, will equal \$1 million;
- (c) the Shares agreed to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were agreed to be issued in consideration for as part payment of the acquisition of Medicinal Cannabis Clinic business. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the Shares are to be issued to Cannvalate under the Binding Term Sheet. A summary of the material terms of Binding Term Sheet is set out in Schedule 2.

14. RESOLUTION 13 – APPROVAL OF 7.1A MANDATE

14.1 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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 13 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

14.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 13:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 14.2(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for as cash consideration in which case the Company intends to use funds raised for a range of purposes including:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
 - (ii) research and development in line with the Company's current business;
 - (iii) production and manufacturing costs;
 - (iv) the development of the Company's current business; and
 - (v) general working capital.
- (d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 13 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 16 September 2020.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.012	\$0.024	\$0.048
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	1,651,034,307 Shares	165,103,431 Shares	\$1,981,241	\$3,962,482	\$7,924,965
50% increase	2,462,488,961 Shares	247,655,146 Shares	\$2,971,862	\$5,943,724	\$11,887,447
100% increase	3,283,318,614 Shares	328,331,861 Shares	\$3,962,482	\$7,924,965	\$15,849,929

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. 1,651,034,307 Shares on issue comprising:
 - (a) 1,640,791,907 existing Shares as at the date of this Notice of Meeting; and
 - (b) 10,242,400 Shares which will be issued if Resolutions 15, 16 and 17 are passed at this Meeting (assuming a deemed issue price of \$0.023 for Resolution 16 and an EUR:AUD exchange rate of 1AUD: 0.6151EUR and deemed issue price of \$0.023 for Resolution 17);
2. The issue price set out above is the closing market price of the Shares on the ASX on 16 September 2020.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. 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.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2020 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 4 November 2019, the Company issued 129,600,000 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 8.99% of the total diluted

number of Equity Securities on issue in the Company on 4 November 2019, which was 1,366,710,986.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue & Appendix 2A: 4 May 2020
Recipients	Professional and sophisticated investors as part of a placement announced on 28 April 2020. The placement participants were identified through a bookbuild process, which involved Canaccord seeking expressions of interest to participate in the placement from non-related parties of the Company.
Number and Class of Equity Securities Issued	129,630,000 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.027 per Share (at a discount 6.9% to Market Price).
Total Cash Consideration and Use of Funds	<p>Amount raised: \$3,500,000</p> <p>Amount spent: \$3,400,000</p> <p>Use of funds: production for the Company's cannabinoid based medicines to fulfil current and future sales orders, to undertake the Company's clinical trials for ArtemiC to be tested on patients diagnosed with COVID-19, including the product development of ArtemiC for commercial production and supply and general working capital.</p> <p>Amount remaining: \$100,000</p> <p>Proposed use of remaining funds⁴: general working capital.</p>

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: MXC (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

14.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

15. RESOLUTION 14 – REPLACEMENT OF CONSTITUTION

15.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 14 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted in August 2012.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company to that adopted in February 2016; and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <https://mgcpharma.com.au/why-invest/corporate-governance/> and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6382 3390). Shareholders are invited to contact the Company if they have any queries or concerns.

15.2 Summary of material proposed changes

(a) Restricted Securities (clause 2.12)

The Proposed Constitution complies with the recent changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

(b) Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

(c) **Closing date for Director nominations (clause 14.3)**

On 19 December 2019, ASX amended Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 14.3 of the Proposed Constitution has been reduced to at least 30 days (previously it was 30 Business Days) to allow the Company to issue the notification just prior to the notice of meeting which will reduce the risk of having to delay Shareholder meetings to comply with the Listing Rule requirement.

16. RESOLUTION 15 – APPROVAL TO ISSUE SHARES – DANIEL ERDMAN

16.1 General

The Company is proposing to issue 1,000,000 Shares in consideration for consultancy services provided in relation to business development provided by Daniel Erdman.

16.2 ASX Listing Rules 7.1 and 7.4

As summarised in Section 5.2 above, 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 proposed issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

16.3 Technical information required by Listing Rule 14.1A

If Resolution 15 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the 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 15 is not passed, the issue of the Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 15 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

16.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 15:

- (a) the Shares will be issued to Daniel Erdman.
- (b) the maximum number of Shares to be issued is 1,000,000. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;

- (d) the Shares will be issued in consideration for consultancy services provided in relation to business development provided by Daniel Erdman;
- (e) the Shares are not being issued under an agreement; and
- (f) the Shares are not being issued under, or to fund, a reverse takeover.

17. RESOLUTION 16 – APPROVAL TO ISSUE SHARES – DR JONATHAN GRUNFELD

17.1 General

The Company is proposing to issue Dr Jonathan Grunfeld up to that number of Shares, when multiplied by the deemed issue price, will equal \$50,000, in consideration for services provided as chief medical officer to the Company.

17.2 ASX Listing Rules 7.1 and 7.4

As summarised in Section 5.2 above, 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 proposed issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

17.3 Technical information required by Listing Rule 14.1A

If Resolution 16 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the 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 16 is not passed, the issue of the Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 16 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

17.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 16:

- (a) the Shares will be issued to Dr Jonathan Grunfeld.
- (b) the maximum number of Shares to be issued is up to that number of Shares, when multiplied by the deemed issue price, will equal \$50,000. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the deemed issue price will be equal to the 20 trading day volume weighted average price of the Shares immediately prior to the issue date;

- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued in consideration for services provided to the Company by Dr Grunfeld as chief medical officer to the Company;
- (f) the Shares will be issued pursuant to a services agreement with Dr Grunfeld, a summary of which is included in Schedule 2; and
- (g) the Shares are not being issued under, or to fund, a reverse takeover.

18. RESOLUTION 17 – APPROVAL TO ISSUE SHARES – LENIS FARMACEVTIKA D.O.O

18.1 General

The Company is proposing to issue up to that number of Shares, when multiplied by the deemed issue price, will equal €53,692 in consideration for raw materials required for the production of the Company's phytocannabinoid products provided by Lenis farmaceutika d.o.o (**Lenis**).

18.2 ASX Listing Rules 7.1 and 7.4

As summarised in Section 5.2 above, 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 proposed issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

18.3 Technical information required by Listing Rule 14.1A

If Resolution 17 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the 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 17 is not passed, the issue of the Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolution 17 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

18.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 17:

- (a) the Shares will be issued to Lenis.
- (b) the maximum number of Shares to be issued is up to that number of Shares, when multiplied by the deemed issue price, will equal €53,692. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the deemed issue price of the Shares will be equal to the 20 trading day volume weighted average price of Shares immediately prior to the date of issue. The applicable exchange rate will be calculated based on the EUR€:A\$ exchange rate published by the Reserve Bank of Australia on its website at www.rba.gov.au on the date of the issue of the Shares;

Estimations of potential share issue totals as at 24/09/2020 RBA EUR€:A\$ Exchange Rate	Share total based on 24/09/2020 20-trading day VWAP of A\$0.025
Current exchange rate: €0.6040	3,555,761
10% Increase: €0.664 (maximum)	3,234,458
10% Decrease: €0.543 (minimum)	3,955,212

- (e) the Shares will be issued in consideration for raw materials required for the production of the Company's phytocannabinoid products provided by Lenis;
- (f) the Shares are being issued under an agreement a summary of the material terms of the agreement with Lenis is set out in Schedule 2; and
- (g) the Shares are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 14.1.

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

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means MGC Pharmaceuticals Ltd (ACN 116 800 269).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – SUMMARY OF CONVERTIBLE NOTES

1. Convertible Securities Agreement

The material terms of the convertible securities agreement between the Company and Mercer are as follows:

- (a) **First Investment Amount:** Subject to all of the relevant 'Closing Conditions' (detailed below) being satisfied or waived, the Investor agrees to advance the Company \$2,250,000 (less taxes and transaction costs) (**First Investment Amount**).
- (b) **Issue of Convertible Notes:** In consideration of the First Investment Amount the Company will issue the lender 2,475,000 convertible notes (**First Investment Securities**) with an aggregate face value of \$2,475,000, within 5 business days of the satisfaction of the applicable Closing Conditions to the First Investment Amount (**First Closing Date**).
- (c) **Subsequent Investment:** At any time following the First Closing Date (and no later than 18 months from the execution date of the Convertible Securities Agreement), the Company may request additional funding from the Lender of no less than \$500,000 and no more than \$12,750,000 (less taxes and transaction costs) (**Subsequent Investment Amount**), subject to:
 - (i) the Company providing the Lender with written notice requesting the Subsequent Investment Amount (or part thereof); and
 - (ii) the Investor, in its sole discretion, agreeing to advance the requested funds, the subject of the notice; and
 - (iii) the relevant 'Closing Conditions' (detailed below) being satisfied or waived.

The Company may provide multiple subsequent investment request notices, provided that the aggregate Subsequent Investment Amount paid to the Company under the notices is not greater than \$12,750,000.

The Company is under no obligation to provide any requests for the Subsequent Investment Amount (or part thereof) and the Investor has no obligation to agree to advance funds in respect of any such requests.

- (d) **Issue of Subsequent Convertible Notes:** In consideration for each tranche of the Subsequent Investment Amount advanced to the Company, the Company will issue the Lender the number of convertible notes (**Subsequent Investment Securities**) (with a face value of \$1.00 each) equal to 110% of the relevant Subsequent Investment Amount, within 5 business days of the satisfaction of the applicable Closing Conditions to the relevant Subsequent Investment Amount (**Subsequent Closing Date**).
- (e) **Secured Debt Security:** Repayment of the face value of the First Investment Securities and any Subsequent Investment Securities is secured by a first ranking general security granted by the Company in favour of the Lender.
- (f) **Reconstructions:** In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, the terms of the Convertible Securities will be reconstructed to the extent necessary to comply with the ASX Listing Rules.
- (g) **Commencement Fee:** At, or prior to, the First Closing Date, the Company shall grant to the Investor (or its nominee) Shares to the total value of \$225,000 (being 1.5% the total amount of funding that may be advanced under the Convertible Securities Agreement) (**Commencement Shares**).

(h) **Satisfaction of Convertible Security:** The face value of each Convertible Security issued is to be satisfied by:

(i) being converted into Shares;

The Investor may (at its absolute discretion) convert the First Investment Securities or any Subsequent Investment Securities (in a minimum parcel with a face value of at least \$25,000) at any time prior to the date which is 12 months from their date of issue, by giving the Company a conversion notice. The conversion will occur within 5 business days of receipt of the notice.

The number of Shares to which the Investor is entitled upon conversion of the relevant Convertible Securities is determined by the following formula:

Number of Shares = repayment amount / conversion price.

The applicable conversion price is set out below.

Upon conversion of the Convertible Securities:

- (A) those Convertible Securities are cancelled and may not be reissued; and
- (B) the face value of the Convertible Security which has been converted will be deemed satisfied.

(ii) being repaid; or

If the Investor has not notified the Company in writing by the day that is 10 business days prior to the relevant Maturity Date that it will be converting the relevant Convertible Securities (in whole or in part), the Company is to pay in full to the holder of the Convertible Securities, the face value of the Convertible Securities (and any accrued but unpaid interest).

If an event of default is subsisting after the Company has notice, the Company must repay the face value of the outstanding Convertible Securities held by the Investor together with any accrued but unpaid interest.

If there occurs a change of control event or a delisting event, the Investor may require repayment by the Company of some or all of the Convertible Securities.

(iii) the relevant Convertible Security being repurchased

Provided that the Company is:

- (A) in compliance with its obligations under the Convertible Securities Agreement;
- (B) there is no existing event of default; and
- (C) the Investor has not issued a conversion notice,

the Company may (by written notice to the Investor) elect to repurchase all of the outstanding Convertible Securities on issue at any time, for a 3% premium to the face value, provided such repurchase is permitted by law and the ASX Listing Rules.

Where the Investor receives a written notice from the Company with respect to the repurchase of Convertible Securities, the investor may elect to convert up to 30% of the Convertible Securities, the subject of such notice.

- (i) **Rights of Investor upon an Event of Default:** Upon the occurrence of an event of default, the Investor may in its sole discretion:
 - (i) declare all outstanding obligations by the Company under the Convertible Securities Agreement to be immediately due and payable; or
 - (ii) terminate the Convertible Securities Agreement, in which case any amounts payable under the Convertible Securities Agreement to the Investor, become immediately payable.

- (j) **Termination:** The Convertible Securities Agreement may be terminated:
 - (i) by the Investor if, in respect of First Investment Amount only, a Closing Condition is not satisfied, becomes incapable of being satisfied, nor is it waived, the Investor may terminate the Convertible Securities Agreement;
 - (ii) by the mutual written consent of the parties, at any time;
 - (iii) by the Company only after the First Investment Securities and the Commencement Shares have been issued, provided that the Company has paid the Investor all money due and payable under the Convertible Securities Agreement;
 - (iv) by the Investor, in an event of default; and
 - (v) by the Investor, if, as a consequence of any change of law, regulation or administrative action or policy relating to tax after the execution date, the tax liability of the Investor increases.

Upon termination, any amounts payable under the Convertible Securities Agreement to the Investor or the Company which are unpaid as at the date of termination, become immediately payable.

The provision of First Investment Amount and Subsequent Investment Amount, and any subsequent conversion, are conditional on the following conditions (together, the **Closing Conditions**):

- (k) **shareholding limits:** the issue of the securities will not:
 - (i) cause the voting power in the Company of the Investor and its associates to exceed 4.99%, unless the Investor gives its written consent to the Company from time to time, that the Investor's relevant interest may exceed 4.99% but will not exceed 9.99%; and
 - (ii) result in the Investor acquiring a relevant interest in the Shares which causes the voting power in the Company of the Investor and its associates to exceed 19.99%.

- (l) **entitlement to investment:** the Company being entitled under the Convertible Securities Agreement to require the Investor to:
 - (i) in respect of the closing of the First Investment Amount and issue of the First Investment Securities (**First Closing**), subscribe for the Commencement

Shares and the First Investment Securities and pay the First Investment Amount; and

- (ii) in respect of the closing of any Subsequent Investment Amounts and issue of any relevant Subsequent Investment Securities (**Subsequent Closing**), subscribe for the relevant Subsequent Investment Securities and pay the relevant Subsequent Investment Amount.
- (m) **capacity:** the Company either:
 - (i) Closing (**Closing**) or conversion for the purposes of Chapter 7 obtaining shareholder approval to issue the relevant securities the subject of a First Closing or Subsequent of the ASX Listing Rules and for all other purposes; or
 - (ii) having existing placement capacity to issue the relevant securities the subject of the relevant Closing or conversion without any further shareholder approval (including for the purposes of Chapter 7 of the ASX Listing Rules or any other purpose);
- (n) **grant of security:** in respect of the First Closing, the Company having delivered to the Investor a general security deed executed by the Company;
- (o) **conditional on First Closing:** in respect of any Subsequent Closing, the First Closing having completed and the Commencement Shares been issued in accordance with the Convertible Securities Agreement;
- (p) **representations and warranties:** each representation and warranty by the Company in the Convertible Securities Agreement being true and correct;
- (q) **other requirements:** any and all authorisations, in the reasonable opinion of the Investor, necessary at the relevant Closing Date or conversion date, to give effect to the transaction under the Convertible Securities Agreement, having been obtained by the Company and remaining in full force and effect;
- (r) **Company documents delivered:** the Company delivering to the Investor:
 - (i) in respect of a Closing, a copy of the resolutions duly adopted by the board of directors of the Company, approving the Closing; and
 - (ii) copies of such additional documents, certificates, payments, assignments, transfers and other deliveries as the Investor or its legal counsel may reasonably request;
 - (iii) a certificate, executed on behalf of the Company, dated as at the relevant Closing Date or conversion date certifying that:
 - (A) the Company has performed or complied in all material respects with all agreements and covenants required by the Convertible Securities Agreement to be performed or complied with by it at or prior to the relevant Closing Date or conversion date;
 - (B) the representations and warranties of the Company contained in the Convertible Securities Agreement are true and correct in all material respects as of the dates as of which they are made or deemed to be made under the Convertible Securities Agreement; and
 - (C) all Closing Conditions have been satisfied;

- (s) **no disclosure or default:** the Investor is of the opinion, acting reasonably, that:
- (i) any offer for sale by the Investor or its nominee of any of the relevant securities, does not and will not need disclosure under Part 6D.2 of the Corporations Act;
 - (ii) the issue of any securities in respect of the relevant Closing or conversion has not and will not result in the Company being in breach of the ASX Listing Rules or any other law;
 - (iii) no event of default has occurred; and
 - (iv) no event of default would result from the relevant Closing or conversion being effected and the relevant securities being issued;
- (t) **compliance with Convertible Securities Agreement:** the Company has complied in all respects with all agreements and covenants required by the Convertible Securities Agreement as at or prior to the relevant Closing Date or conversion date;
- (u) **quotation:** the ASX has not indicated to the Company that quotation of Shares (issued on conversion) on the ASX will not be granted;
- (v) **Cleansing Notice or prospectus lodged:** in respect of:
- (i) the First Closing:
 - (A) a short form prospectus has been lodged by the Company with ASIC and on the ASX announcements platform under which the First Investment Securities are offered to the Investor and such offer remains open as at the First Closing; and
 - (B) a cleansing prospectus has been lodged by the Company with ASIC and on the ASX announcements platform under which Shares are offered and such offer of Shares remains open as at the First Closing;
 - (ii) each Subsequent Closing, either:
 - (A) a short form prospectus has been lodged by the Company with ASIC and on the ASX announcements platform under which the Subsequent Investment Securities are offered to the Investor and such offer remains open as at the Subsequent Closing; or
 - (B) a Cleansing Notice is lodged by the Company on the ASX announcements platform in respect of the relevant Subsequent Investment Securities and any Shares into which the relevant Subsequent Investment Securities are convertible.
- (w) **Conversion Price:** means in respect of the First Investment Securities, the lower of:
- (i) \$0.02; or
 - (ii) 92% of the lowest daily volume weighted average price (**VWAP**) of the Company's shares (**Shares**) selected by the Investor and specified in a conversion notice for the 10 trading days on which the Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant conversion notice,

subject to:

- (iii) the Conversion Price being not less than \$0.018; and
- (iv) any Conversion of the First Investment Securities which occurs within two (2) months of issue of the First Investment Securities having a Conversion Price of \$0.024; and

in respect of any Subsequent Investment Securities, the lower of:

- (v) \$0.035; or
- (vi) 92% of the lowest daily VWAP of the shares selected by the Investor and specified in a Conversion Notice for the 10 Trading Days on which Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant Conversion Notice,
- (vii) subject to the Conversion Price being not less than \$0.018.

The Convertible Securities Agreement otherwise contains representations, warranties and indemnities standard for an agreement of this nature.

2. Terms and Conditions of the Convertible Notes

The key terms and conditions of the Convertible Notes offered pursuant to the Convertible Note Offer, are set out below. This information should be read in conjunction with other information contained in this Notice including the summary of the Convertible Securities Agreement set out above.

Face Value	\$1.00 per Convertible Note
Subscription Price	\$0.90909 per Convertible Note
Maturity Date	12 months from the date of issue of the Convertible Notes (Maturity Date).
Interest Rate	Upon an event of default occurring, the Company must pay interest at a rate of 18% per annum on the amount of the face value of all Convertible Notes issued which have not been converted or repurchased.
Conversion of Convertible Notes	<p>Mercer may (at its absolute discretion) convert the Convertible Notes or any Additional Convertible Notes (if applicable) (together, the Convertible Securities) (in a minimum parcel with a face value of at least \$25,000) at any time prior to the date which is 12 months from their date of issue, by giving the Company a conversion notice. The conversion will occur within 5 business days of receipt of the notice.</p> <p>The number of Shares to which Mercer is entitled upon conversion of the relevant Convertible Securities is determined by the following formula:</p> <p>Number of Shares = repayment amount / conversion price.</p> <p>The applicable conversion price is set out below.</p> <p>Upon conversion of the Convertible Securities:</p> <ul style="list-style-type: none"> (a) those Convertible Securities are cancelled and may not be reissued; and (b) the face value of the Convertible Security which has been converted will be deemed satisfied.
Conversion by the Company	The Company has no right to require Mercer to convert any Convertible Securities at any time.
Conversion Price	In respect of the Convertible Notes issued under the Convertible Note Offer, the conversion price will be the lower of:

	<p>(a) \$0.02; or</p> <p>(b) 92% of the lowest daily volume weighted average price (VWAP) of the Shares selected by Mercer and specified in a conversion notice for the 10 trading days on which the Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant conversion notice,</p> <p>subject to:</p> <p>(a) the conversion price being not less than \$0.018; and</p> <p>(b) any conversion of the Convertible Notes which occurs within two (2) months of issue of the Convertible Notes having a conversion price of \$0.024.</p> <p>In respect of any Additional Convertible Notes, the conversion price will be the lower of:</p> <p>(a) \$0.035; or</p> <p>(b) 92% of the lowest daily VWAP of the shares selected by the Investor and specified in a Conversion Notice for the 10 Trading Days on which Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant Conversion Notice,</p> <p>subject to the Conversion Price being not less than \$0.018.</p>
Repurchase	<p>Provided that the Company is:</p> <p>(a) in compliance with its obligations under the Convertible Securities Agreement;</p> <p>(b) there is no existing event of default; and</p> <p>(c) Mercer has not issued a conversion notice,</p> <p>the Company may (by written notice to Mercer) elect to repurchase all of the outstanding Convertible Securities on issue at any time, for a 3% premium to the face value, provided such repurchase is permitted by law and the ASX Listing Rules.</p> <p>Where Mercer receives a written notice from the Company with respect to the repurchase of Convertible Securities, Mercer may elect to convert up to 30% of the Convertible Securities, the subject of such notice.</p>
Redemption	<p>If the Mercer has not notified the Company in writing by the day that is 10 business days prior to the relevant Maturity Date that it will be converting the relevant Convertible Securities (in whole or in part), the Company is to pay in full to the holder of the Convertible Securities, the face value of the Convertible Securities (and any accrued but unpaid interest).</p> <p>If an event of default is subsisting after the Company has notice, the Company must repay the face value of the outstanding Convertible Securities held by the Investor together with any accrued by unpaid interest.</p> <p>If there occurs a change of control event or a delisting event, the Investor may require repayment by the Company of some or all of the Convertible Securities.</p>
Ranking on Conversion	Shares issued on conversion of the Convertible Securities will rank equally with existing Shares on issue.
Security Documents	Repayment of the face value of the Convertible Securities is secured by a first ranking general security granted by the Company in favour of Mercer.
Reconstruction of capital	In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, the terms of the Convertible Securities will

	be reconstructed to the extent necessary to comply with the ASX Listing Rules.
Participation Rights	The Convertible Securities will not carry any entitlement to participate in future issues of Securities by the Company prior to any conversion of the Convertible Securities into Shares.
No Voting Rights	Except as required by the Corporations Act, the Convertible Securities will not carry a right to vote at meetings of the Company prior to any conversion of the Convertible Securities into Shares.

SCHEDULE 2 – SUMMARY OF AGREEMENTS


Resolution	Agreement	Summary
Resolution 7	Deed of Termination Executed 14 July 2020	<p>The deed of termination terminates the marketing Access Services and Exclusive Supply Agreement between Grow Pharma Ltd, Vertical Pharma Resources Limited and Grow Biotech PLC and the Company.</p> <p>Under the deed of termination, the Company agrees to issue 7,388,430 shares to Grow Biotech in lieu of £89,400 that the Company owed to Grow Biotech under the Access Services and Exclusive Supply Agreement.</p>
Resolution 10	Advertising Services Agreement Executed 31 July 2020	<p>Under this agreement, the Company has engaged Onassis Holdings Corp to provide advertising and marketing services.</p> <p>Under the agreement the Company is to pay cash and/or securities with a value of at least thirty thousand (US\$30,000) for the provision of advertising services by Onassis Holdings Corp.</p>
Resolution 12	MCC Binding Term Sheet Executed 31 July 2020	<p>MGC Pharma to acquire 100% of the clinical assets of Medicinal Cannabis Clinic Pty Ltd ('MCC') from Cannvalate Pty Ltd (CVL) (Transaction) including:</p> <ul style="list-style-type: none"> (a) All trading names, logos, trademarks, domain name registrations, websites associated with MCC; (b) All plant and equipment including software and operating systems; (c) Assignment, transfer or novation of all agreements including those for premises, medical practitioners, employees, practice management, marketing and distribution; and (d) Any other asset necessary for the operation of the clinic . <p>Consideration for the Transaction will be:</p> <ul style="list-style-type: none"> (a) \$400,000 cash payable immediately on completion of the Conditions Precedent. (b) \$1m worth of MXC ordinary shares (valued at a 20-trading day VWAP preceding the issue date) issued immediately under the Company's Listing Rule 7.1 capacity on completion of the Conditions Precedent to Cannvalate Pty Ltd or nominee: <ul style="list-style-type: none"> (i) 1/3 released on completion of the Conditions Precedent, no trading restriction (ii) 1/3 voluntary trading restriction for 6 months from completion of the Conditions Precedent (iii) 1/3 voluntary trading restriction for 12 months from completion of the Conditions Precedent <p>Material Conditions Precedent are included below:</p> <ul style="list-style-type: none"> (a) the satisfactory completion by each party of due diligence investigation in respect of the Transaction within 14 days of execution (b) negotiation and execution of the following agreements (Transaction Documents) within 90 calendar days; <ul style="list-style-type: none"> (i) Service Level Agreement; (ii) Master Clinical Trial Agreement;

		<ul style="list-style-type: none"> (iii) Data Collection Work Order; (iv) Clinical Research Work Order; and (v) Director Agreement with Dr Gal Wong. <p>Should the Transaction Documents not be exercised within 90 days of the signing of the Term Sheet for any reason other than CVL's fault, MXC will pay an agreed penalty of \$70,000 in cash and \$100,000 worth of ordinary shares of MXC (valued at a 20 trading day VWAP preceding the issue date).</p> <p>The Term Sheet will be in effect until it is superseded by a Contract of Sale, or until 90 days following execution, or if either party is not satisfied with the results of its due diligence investigation concluding the proposed Transaction.</p>
Resolution 16	<p>Services Agreement</p> <p>Executed 1 July 2020</p>	<p>Dr Grunfeld has entered into agreement with MGC Research (Aus) Pty Ltd (MGC) (a wholly owned subsidiary of the Company) pursuant to which he will provide MGC services attributable to the position of chief medical officer to MGC (Services).</p> <p>The term of this engagement commenced on 1 July 2020 and will continue for a period of 12 months, during which time Mr Grunfeld will provide the Services to the Company full time.</p> <p>In consideration for such Services, Mr Grunfeld will receive the following fees:</p> <ul style="list-style-type: none"> • base monthly fee of \$12,000; • a bonus of \$50,000 worth of Shares at the end of each calendar year if the engagement remains in force; and • a bonus of \$250,000 worth of Shares upon the Company successfully registering (i.e. obtaining a marketing authorisation in accordance with applicable law) each medicinal drug, medical device or other intellectual property of scientific or commercial value to the Company. <p>Share issues may be subject to shareholder approval.</p> <p>Mr Grunfeld is also entitled to receive:</p> <ul style="list-style-type: none"> • a 0.5% royalty for any revenue generated by the Company on a specific medical drug, medical device or other intellectual property of scientific or commercial value that has been developed by the Company based on the intellectual property of Mr Grunfeld; and • a consultancy fee for services provided to third parties on behalf of the Company in an amount of 5% of the revenue generated by the Company on such consulting services; and • reimbursement of all reasonable and properly documented expenses in performing his duties.
Resolution 17	<p>Settlement Agreement</p> <p>Executed 30 September 2020</p>	<p>Under this agreement, it is noted the Company engaged Lenis to provide raw materials required for the production of the Company's phytocannabinoid products.</p> <p>The Company agreed to issue Lenis shares in lieu of cash payment for €53,692 which was owed to Lenis.</p>



MXC
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Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00 PM (AWST) on Monday, 2 November 2020.**

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 under the help tab, "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
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 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 ND

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 MGC Pharmaceuticals 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 Annual General Meeting of MGC Pharmaceuticals Ltd to be held at 1202 Hay Street, West Perth, WA 6005 on Wednesday, 4 November 2020 at 3:00 PM (AWST) 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 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 Item 1 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			For	Against	Abstain
1	Adoption of Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Ratification of Prior Issue of Shares – Prohibition Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Election of Director – Mr Brett Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Ratification of Prior Issue of Shares - Onassis Holdings Corp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director – Mr Evan Hayes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Ratification of Prior Issue of Shares - Cannvalate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to Issue Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Ratification of Agreement to Issue Shares – Cannvalate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Prior Issue of Convertible Notes Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Prior Issue of Shares – Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Ratification of Prior Issue of Shares – Grow Biotech PLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval to Issue Shares – Mr Daniel Erdman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Ratification of Prior Issue of Shares – Employees And Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Approval to Issue Shares - Dr Jonathan Grunfeld	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					17	Approval to Issue Shares – Lenis Farmaceutika	<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.

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

