



Notice of Annual General Meeting 2018

NuCannaCo Science Limited ACN 607 640 513

Notice is hereby given that the Annual General Meeting of the shareholders of NuCannaCo Science Limited (**Company**) will be held at Minter Ellison, Level 10, 25 Grenfell Street, Adelaide SA 5000 on **Thursday 31st May 2018**, at **11.00 am** (Adelaide time), for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Notes that accompany and form part of this Notice of Annual General Meeting describe in more detail the matters to be considered.

ORDINARY BUSINESS

1. FINANCIAL REPORT

To receive and consider the Company's Financial Report for the year ended 31 December 2017, together with the accompanying Directors' and Auditor's Report.

An electronic copy of the Company's Financial Report is available on our website at:

<http://www.NuCannaCo.com>

2. ORDINARY RESOLUTION 1: REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report for the period ended 31 December 2017 as set out in the Directors' Report in the 2017 Annual Report."

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

Voting exclusion: In accordance with the Corporations Act, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such a member.

However, the member or any Closely Related Party of such a member may vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution, or by a person who is the chair of the meeting at which the resolution is voted on and the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of the member or any Closely Related Party of such a member.

3. ORDINARY RESOLUTION 2: RE-ELECTION OF MR DAVID LINDH AS A DIRECTOR

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

"That Mr David John Lindh, a Director who retires by rotation in accordance with clause 59.1 of the Company's Constitution and being eligible, is re-elected as a Director of the Company."

4. ORDINARY RESOLUTION 3: RE-ELECTION OF MR DAVID FRANKENS AS A DIRECTOR

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

"That Mr David Wayne Frankens, a Director who retires by rotation in accordance with clause 59.1 of the Company's Constitution and being eligible, is re-elected as a Director of the Company."

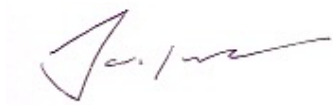
OTHER BUSINESS

To deal with any other business that may legally be brought forward in accordance with the Constitution and the Corporations Act.

EXPLANATORY NOTES

Explanatory Notes for this Notice appear on the following pages.

By order of the Board



Jonathan W. Lindh
Company Secretary
Dated: 27 April 2018

VOTING ENTITLEMENTS

The Company has determined that, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company's shares quoted on NSX at 7.00 pm (Adelaide Time) on Tuesday 29th May 2018 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the meeting.

PROXIES

A shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A proxy form is included with this Notice of Annual General Meeting. If you require an additional proxy form, please contact the Company.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney or authorised officer, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11 am (Adelaide time) on Tuesday 29th May 2018, by post, in person or fax to:

- To be effective, proxy forms (duly completed) must be received by the Company at Computershare Investor Services Pty Ltd, by mail at GPO Box 242, Melbourne, Victoria 3001 or be delivered in person at Level 5, 115 Grenfell Street, Adelaide SA 5000, no later than 48 hours before the time, in Adelaide, of the commencement of the meeting.
- Proxy forms (duly completed) may be sent by facsimile to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 and must be received no later than 48 hours before the time, in Adelaide, of the commencement of the meeting.

For Intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Appointment of company representative

A body corporate may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.

Voting by proxies

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chair to vote in accordance with the directions on the proxy form.

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.

Please read the directions on the proxy form carefully.

Annual General Meeting – Explanatory Notes

NuCannaCo Science Limited ACN 607 640 513

These Explanatory Notes have been prepared for the information of shareholders in connection with the Annual General Meeting of shareholders to be held at Minter Ellison, Level 10, 25 Grenfell Street, Adelaide SA 5000 on Thursday 31st May 2018 at 11.00 am (Adelaide time).

These Explanatory Notes should be read in conjunction with the accompanying Notice, and are a brief explanation of the agenda items in the Notice. For your convenience key terms used in these Notes are defined in the Glossary below.

ORDINARY RESOLUTION 1: REMUNERATION REPORT

In accordance with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption by the way of non-binding resolution its Remuneration Report for the year ended 31 December 2017. At the Annual General Meeting, shareholders will have a reasonable opportunity to discuss the report.

The Remuneration Report sets out the remuneration arrangements of the Company and can be located in the Directors Report of the Company's 2017 Annual Report.

The Remuneration Report includes:

- (a) an explanation of the Board's policies in relation to the nature and level of remuneration of the non-executive and executive directors; and
- (b) details of the total remuneration (as well as categorised break down of its components) of each Director of the Company.

Although the vote on this resolution is advisory only, and does not bind the Directors or the Company, the discussion on this resolution and the outcome of the vote will be taken into consideration by the Directors when considering the remuneration arrangements of the Company.

If more than 25% of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors must go up for re-election.

Voting Exclusions

In accordance with section 250R(4) and (5) of the Corporations Act, a vote must not be cast in respect of Resolution 1 in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such a member. However, such a member or any Closely Related Party of such a member may vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution, or by a person who is the chair of the meeting at which the resolution is voted on and the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of the member or any Closely Related Party of such a member.

If you elect to appoint a member of the Key Management Personnel (other than the Chairman) or a Closely Related Party of such a person as a proxy, then you must direct the proxy how they are to vote. Undirected proxies granted to these persons will not be included in any vote on Resolution 1. If you elect to appoint the Chairman as your proxy, you do not need to direct the Chairman how you wish the Chairman to exercise your vote on this resolution. However please carefully read the proxy form enclosed with this Notice before completing it.

In completing the proxy form, if you appoint the Chairman as your proxy and do not direct the Chairman how to vote and provide the relevant authorisation to the Chairman, this will allow the Chairman to exercise his discretion in exercising your proxy, even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel, which includes the Chairman.

Alternatively, shareholders can nominate as their proxy for the purpose of Resolution 1 a proxy who is not a member of the Company's Key Management Personnel or a Closely Related Party of that member. That person would be permitted to vote undirected proxies.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 1. The Chairman intends to vote undirected proxies in favour of Resolution 1.

ORDINARY RESOLUTION 2: RE-ELECTION OF MR DAVID LINDH AS A DIRECTOR

Under the Company's Constitution, at the close of each Annual General Meeting, a minimum of two Directors must retire from office. A Director appointed during the year either to fill a casual vacancy or as an addition to the Board is not taken into account in determining the Directors who must retire by rotation. The managing director is not subject to retirement by rotation and not taken into account in determining the rotation of retirement of Directors.

Mr Lindh was appointed a Director following the Company's incorporation on 13 August 2015 and last elected at an annual general meeting on 31 March 2017, and being eligible, offers himself for re-election as a Director of the Company. Details of his qualifications and experience are set out immediately below.

David John Lindh – LLB (University of Adelaide)

Mr. Lindh is a consultant in corporate and commercial matters with over 30 years of experience both as a lawyer and a company director. Mr. Lindh is currently a non-executive director of ASX listed Woomera Mining Limited and was founding Chairman of ASX listed Ellex Medical Lasers Ltd and Centrex Metals Ltd as well as a non-executive director of ASX listed Enterprise Energy Ltd and Bass Strait Oil & Gas Ltd. Mr. Lindh is a consultant with Adelaide Law Firm, Minter Ellison and has served as a director for many publicly listed companies over his extensive career. He has significant experience with initial public offerings. Mr. Lindh received the Order of Australia for services to business and equestrian sport.

Mr Lindh is an Australian citizen and is 72 years of age.

Directors' Recommendation

The Directors (excluding Mr Lindh who abstains) unanimously recommend that shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in favour of Resolution 2.

ORDINARY RESOLUTION 3: RE-ELECTION OF MR DAVID FRANKENS AS A DIRECTOR

Under the Company's Constitution, at the close of each Annual General Meeting, a minimum of two Directors must retire from office. A Director appointed during the year either to fill a casual vacancy or as an addition to the Board is not taken into account in determining the Directors who must retire by rotation. The managing director is not subject to retirement by rotation and not taken into account in determining the rotation of retirement of Directors.

Mr Frankens was appointed as a Director on 26 August 2016 and last elected at an annual general meeting on 31 March 2017, and being eligible, offers himself for re-election as a Director of the Company. Details of his qualifications and experience are set out immediately below.

David Wayne Frankens

Mr. Frankens is a lifelong resident of East Texas where he started his business career as a custom home builder and expanded into mortgage lending and farm and ranch management. Mr. Frankens is also a developer of wind energy in the Southwestern US and brings a high level of experience in negotiations, deal structures, and worldwide business contacts that will benefit and complement the Company.

Mr. Frankens is a US citizen and is aged 47 years.

Directors' Recommendation

The Directors (excluding Mr Frankens who abstains) unanimously recommend that shareholders vote in favour of Resolution 3. The Chairman intends to vote undirected proxies in favour of Resolution 3.

GLOSSARY

"**Board**" means the board of directors of the Company;

"**Closely Related Party**" has the same meaning as in the Corporations Act;

"**Company**" means NuCannaCo Science Limited ACN 607 640 513;

"**Constitution**" means the constitution of the Company;

"**Corporations Act**" means *Corporations Act 2001* (Cth);

"**Directors**" means the directors of the Company;

"**Key Management Personnel**" means a member of the key management personnel as disclosed in the Remuneration Report;

"**Notice**" means this Notice of Annual General Meeting which accompanies these Explanatory Notes;

"**NSX**" means the National Stock Exchange of Australia Limited ABN 11 000 902 063 or the securities exchange operated by it (as the context requires);

"**shares**" means fully paid ordinary shares in the Company, where the context permits; and

"**shareholder**" means a shareholder of the Company.

Lodge your vote:



By Mail:

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

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

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

For all enquiries call:

(within Australia) 1300 383 308
(outside Australia) +61 3 9415 4376

Proxy Form

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For your vote to be effective it must be received by 11:00am (Adelaide time) Tuesday 29 May 2018

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN:



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

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of NuCannaCo Science Limited hereby appoint

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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 NuCannaCo Science Limited to be held at **Minter Ellison, Level 10, 25 Grenfell Street, Adelaide SA 5000 on Thursday 31 May 2018 at 11:00am (Adelaide time)** 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 below) 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 below.

STEP 2 Items of Business



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

ORDINARY BUSINESS

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr David Lindh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr David Frankens as a Director	<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 NSX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
