

4 November 2022

Dear Shareholder

2022 Annual General Meeting

Notice is hereby given that an Annual General Meeting (**Meeting**) of Shareholders of Abundant Produce Limited will be held at 12 noon (Sydney time) on Friday 16 December 2022 at Unit 23, 376-380 Eastern Valley Way, Chatswood, NSW.

Notice of Meeting

In accordance with Part 1.2AA of the Corporations Act, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://abundantproduce.com/investor-centre/>

Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information. Completed proxy forms must be returned to and received by 12 noon (Sydney time) on 14 December 2022, by following the lodgement instructions on the proxy form.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents.

As a valued Shareholder of the Company, we look forward to your participation in the Meeting.

Yours faithfully
Tony Crimmins
Chairman

ABUNDANT PRODUCE LIMITED

ABN 46 606 255 887

NOTICE OF 2022 ANNUAL GENERAL MEETING

TIME: 12 noon (Sydney time)

DATE: Friday 16 December 2022

PLACE: Unit 23, 376-380 Eastern Valley Way, Chatswood, NSW.

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 0411713555

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II. IMPORTANT INFORMATION

A. TIME AND PLACE OF MEETING AND HOW TO VOTE

The Annual General Meeting of the Shareholders of Abundant Produce Limited to which this Notice of Meeting relates will be held at 12 noon (Sydney time) on Friday, 16 December 2022 at Unit 23, 376-380 Eastern Valley Way, Chatswood, NSW.

B. YOUR VOTE IS IMPORTANT

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

C. VOTING ELIGIBILITY

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 as at 7pm (AEST) on 14 December 2022.

D. VOTING BY PROXY

You may appoint any person to vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:

Registry Direct
PO Box 18366
Collins Street East
Melbourne VIC 8003

so that it is received not later than 12 noon (Sydney time) on 14 December 2022.

Proxy forms received later than this time will be invalid.

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Chair's intention

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

III. NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Abundant Produce Limited will be held at 12 noon (Sydney time) on Friday 16 December 2022 at Unit 23, 376-380 Eastern Valley Way, Chatswood, NSW.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR ANTHONY CRIMMINS

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

“That, for the purpose of clause 6.1(f)(i)(A) of the Constitution and for all other purposes, Mr Anthony Crimmins, a Director retires by rotation, and being eligible, is re-elected as a Director.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTHONY ALESSI

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

“That Anthony Alessi, having been appointed a director since the last Annual General Meeting, retires in accordance with the provisions of the Company's Constitution and offers himself for election, be elected as a Director.”

3. RESOLUTION 3 – CHANGE OF COMPANY NAME

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

“That for the purposes of section 157(1)(a) of the Corporations Act, the name of the Company be changed to Abundant Natural Health Limited”.

BY ORDER OF THE BOARD

**BRETT CROWLEY
COMPANY SECRETARY**

IV. EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 12 noon (Sydney time) on Friday, 16 December 2022 at Unit 23, 376-380 Eastern Valley Way, Chatswood, NSW.

This purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report and the auditor's report.

There is no requirement under the Corporations Act or the Constitution for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company. Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.abundantproduce.com.

The Chairman will also allow a reasonable opportunity for Shareholders as a whole to ask the Company's auditor questions relevant to:

- The preparation and content of the Auditor's Report;
- The conduct of the audit;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

In addition to asking questions at the Meeting, Shareholders entitled to cast a vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:

- The content of the Auditor's Report to be considered at the Meeting; or
- The conduct of the audit of the financial Report to be considered at the Meeting.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR ANTHONY CRIMMINS

Clause 6.1(f)(i)(A) of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, must retire from office, provided always that no Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A Director who retires by rotation under clause 6.1(f)(i)(A) of the Constitution is eligible for re-election.

Mr Anthony Crimmins will retire by rotation at this Annual General Meeting and seeks re-election.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTHONY ALESSI

Mr Alessi was appointed as a Director of the Company during the year. Pursuant to the Company's Constitution, Mr Alessi retires and, being eligible, offers himself for election as a Director.

4. RESOLUTION 3 – CHANGE OF COMPANY NAME

The Directors consider it prudent to change the Company name from "Abundant Produce Limited" to "Abundant Natural Health Limited" to reflect the current activities of the Company.

Section 157(1)(a) of Corporations Act requires a resolution changing the name of the company to be a special resolution. A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution and who vote at the meeting in person or by proxy.

If the resolution is passed, the Company will lodge a copy of Resolution 3 with ASIC and the change of name will take effect from the date ASIC alters the Company's registration details.