



**Oliver's Real Food
Ltd ABN 33 166
495 441**

**PO Box 3678
TUGGERAH NSW 2259
(02) 4353 8055**

8 January 2020

Dear Shareholder

On behalf of the Directors of Oliver's Real Food Limited (**Oliver's**), we hereby invite you to attend an Extraordinary General Meeting (**EGM**) of Oliver's. Enclosed is the Notice of Meeting setting out the business of the EGM.

The EGM will be held on Thursday, 6 February 2020 commencing at 10.00am (AEDT), at Oliver's head office at 10 Amsterdam Circuit, Wyong NSW 2259,

If you are attending the EGM, please bring your Proxy Form with you to facilitate a faster registration. Corporate representatives must provide proper authority as set out in the Notice of Meeting. If you are unable to attend the EGM, please complete and return the enclosed Proxy Form no later than 10.00am (AEDT) on Tuesday, 4 February 2020 in one of the ways specified in the Notice of Meeting and Proxy Form.

Please would you read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Oliver's unanimously recommend that shareholders vote in favour of all resolutions.

Yours faithfully,

**Nick Dower
Chairman**

FRESH. NATURAL. ORGANIC.

OLIVER'S REAL FOOD LIMITED
ABN 33 166 495 441

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting (**EGM** or **Meeting**) of shareholders of Oliver's Real Food Limited (**Oliver's** or **Company**) will be held:

Date: Thursday 6 February 2020

Time: 10.00am (AEDT)

Venue: Olivers Head Office, 10 Amsterdam Circuit, Wyong, NSW 2259

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the EGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

ITEMS FOR APPROVAL

Resolution 1. Capitalisation of loan and issue of shares to Jason Gunn

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

That for the purpose of listing rule 10.11 and for all other purposes, shareholders approve the issue of 7,402,550 fully paid ordinary shares to Mr. Jason Gunn as consideration for the repayment of \$335k of a loan made by Safety Factor Aviation Pty Ltd (a wholly owned entity of Mr. Jason Gunn) (SFA) pursuant to a loan agreement between SFA and the Company dated 29 July 2019.

VOTING EXCLUSION STATEMENT

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr. Jason Gunn or any of his associates.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2: Grant of 5,000,000 Options for Mr. Nicholas Martin Dower (related party – Non Exec Director, Chairman)

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 5,000,000 Options to **Mr. Nicholas Martin Dower** with an exercise price of \$0.022 per Option on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice. Mr Dower's current remunerative package from Olivers amounts to \$100K pa.

VOTING EXCLUSION STATEMENT

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr. Nicholas Dower or any of his associates.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3: Grant of 5,000,000 Options for Mr. Steven Metter (related party – Non Exec Director, Co Sect)

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 5,000,000 Options to **Mr. Steven Metter** with an exercise price of \$0.022 per Option on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice. Mr Metter's current remunerative package from Olivers amounts to \$80K pa.

VOTING EXCLUSION STATEMENT

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr. Steven Metter or any of his associates.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4: Grant of 5,000,000 Options for Mrs. Amanda Robson Gunn (related party - Director)

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 5,000,000 Options to **Mrs. Amanda Robson Gunn** with an exercise price of \$0.022 per Option on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice. Mrs Gunn's current remunerative package from Olivers amounts to \$125K pa.

VOTING EXCLUSION STATEMENT

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast in favour of the resolution by or on behalf of Mrs. Amanda Gunn or any of her associates.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5: Grant of 5,000,000 Options for Mr. Jason Antony Gunn (related party - Director)

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 5,000,000 Options to **Mr. Jason Antony Gunn** with an exercise price of \$0.022 per Option on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice. Mr Gunn's current remunerative package from Olivers amounts to \$100K pa.

VOTING EXCLUSION STATEMENT

Pursuant to Listing Rule 14.11.1 the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr. Jason Gunn or any of his associates.

However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Steven Metter - Company Secretary

8 January 2020

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (AEDT) on Tuesday, 4 February 2020, being two days before date of Meeting, will be entitled to attend and vote at the EGM as a shareholder.

If more than one joint holder of shares is present at the EGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the EGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10.00am (AEDT) on Tuesday, 4 February 2020 (48 hours before EGM). Proxies must be received before that time by one of the following methods:

By post: Oliver's Real Food Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

By facsimile: (02) 9290 9655 (within Australia)
+61 9290 9655 (from outside Australia)

By delivery in person: Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
Sydney NSW 2000
Australia

Online: <https://www.votingonline.com.au/oliEGM2020>

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (AEDT) on Tuesday, 4 February 2020, being 48 hours before the EGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the EGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to

the EGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.boardroomlimited.com.au/investor-forms/.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the EGM by proxy.
- Shareholders are encouraged to use the online voting facility that can be accessed on Oliver's share registry's website at <https://www.votingonline.com.au/oliEGM2020> to ensure the timely and cost effective receipt of your proxy

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's EGM to be held on Thursday, 6 February 2020.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1-5 inclusive are ordinary resolutions, which requires a majority of 50% votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 1. Capitalisation of loan and issue of shares to Jason Gunn

Explanatory Memorandum

A notice of meeting proposing a resolution to approve an issue of equity securities to a person under Listing Rule 10.11 (this Notice) must include a summary of Listing Rule 10.11, and what will happen if security holders give, or do not give, the approval sought under that rule.

Olivers Real Food Ltd is proposing to issue 7,402,550 shares in Olivers to Mr. Jason Gunn, a Director of the Company (hereinafter referred to as "the issue") in terms of an agreement, the details of which are outlined below.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- | | |
|------------|---|
| LR 10.11.1 | a related party |
| LR 10.11.2 | a person who is, or was at any time in the 6 months before the issue or agreement a substantial (30%+) holder in the company |
| LR 10.11.3 | a person who is, or was at any time in the 6 months before the issue or agreement a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so |
| LR 10.11.4 | an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 or |
| LR 10.11.5 | a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders |

Unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 (Director is a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the shareholders of Olivers Real Food Ltd under Listing Rule 10.11.

Resolution #1 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11. If Resolution #1 is passed, Olivers Real Food Ltd will then proceed with the issue of 7,402,550 shares to Mr Jason Gunn in accordance with the explanation provided immediately below. Pursuant to Listing Rules 14.1 and 14.1A, should Resolution #1 fail to be passed, Mr. Gunn's entity (SFA) will seek to recover its loan from Olivers which will then involve a reduction in the cash reserves of the Company.

In accordance with Listing Rule 10.13.9, Resolution #1 requires securities to be issued pursuant to an agreement, the details of which follow. These comprise the full details of this agreement and there are no other material terms attaching to this agreement which have not been disclosed.

On or about 29 July 2019, Safety Factor Aviation Pty Ltd ("SFA") (a wholly owned entity of Mr. Jason Gunn) lent \$420,000 to the Company to assist it with its short-term cash flow requirements. This loan was made pursuant to entities of Mr Gunn selling 7,402,550 Olivers shares. The current balance of the Loan is \$420,000 (**Loan Balance**). In terms of the Loan Agreement between SFA and the Company, SFA agreed to the Company issuing 7,402,550 shares to Mr. Gunn as repayment of \$335,000 of the Loan Balance, leaving \$85,000 to be repaid in cash on or before 30th March 2020. This issue will reinstate the number of OLI shares held by Mr Gunn prior to the Loan Agreement, and translates into an effective issue price of 4.525 cents per share. This issue, if sanctioned by the shareholders, will essentially swap a liability on Olivers balance sheet for shares allowing the company to retain the cash and remove a debt of \$335,000 from its balance sheet.

It is likely that if and when this resolution is passed and the 7,402,550 shares are issued to Mr. Gunn, the actual trading price may differ from the effective issue price (of 4.525 cents per share) originally agreed. If the trading price is greater than the 4.525 cents per share, then Mr Gunn will receive a premium to the value of the difference between the trading price and 4.525 cents a share multiplied by the number of shares issued (7,402,550). Likewise, if the trading price is less than the 4.525 cents per share, Mr Gunn will suffer a discount equal to the value of the difference between the trading price and 4.525 cents a share multiplied by the number of shares issued (7,402,550).

Pursuant to Listing Rule 10.13.5 the Company will issue the shares to Mr Jason Gunn no later than 5th March 2020

Pursuant to Listing Rule 10.13.7 shareholders should please note that this transaction will not raise any further funds for the company, but it will remove a liability of the Company by the issuing of these shares.

Pursuant to Listing Rule 10.13.8 shareholders should please note that this transaction is not intended to nor does it remunerate or incentivize the Director.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolutions 2, 3, 4 & 5. Grant of 5,000,000 Options with an exercise price of \$0.022 per Option to each of its Directors, Jason Gunn and Amanda Gunn, its Company Secretary, Steven Metter and to its Chairman Nicholas Dower. Each such Option entitles the holder to one fully paid ordinary share in the Company. Please note that all these Options contemplated by Resolutions 2-5 (inclusive) are not being granted under an employee incentive scheme.

Explanatory Memorandum (Resolutions 2, 3, 4, 5)

A notice of meeting proposing a resolution to approve an issue of equity securities to a person under Listing Rule 10.11 (this Notice) must include a summary of Listing Rule 10.11, and what will happen if security holders give, or do not give, the approval sought under that rule.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- LR 10.11.1 a related party
- LR 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement a substantial (30%+) holder in the company
- LR 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so
- LR 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 or
- LR 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders

Unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 (Director is a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the shareholders of Olivers Real Food Ltd under Listing Rule 10.11.

At the meeting of the Board of Directors of Oliver's on 28 March 2019, the Directors unanimously approved to issue five (5) million share Options to each of the Directors, being Jason Gunn, Amanda Gunn, and Steven Metter and to its Chairman Nicholas Dower. The nature of and conditions attaching to these Options are detailed in the attached Annexure.

The resolution was documented in the Minutes of Meeting of the Directors on 28 March 2019.

Accordingly, the Directors seek shareholder approval pursuant to ASX Listing Rule 10.11 to grant of 5,000,000 Options with an exercise price of \$0.022 per Option to each of its Directors, Jason Gunn and Amanda Gunn, its Company Secretary, Steven Metter and to its Chairman Nicholas Dower.

In granting these Options to the Directors, the Company was aware that in March 2019 each of the Directors joined the Board, at considerable risk to themselves, to ensure the financial survival of the Company following catastrophic losses and cash burn. In addition, each of these Directors conceded to taking a substantial pay cut

compared to their predecessors, and the granting of these Options was the agreed means by which the Company was to compensate these Directors for their efforts and risk, as well as to incentivize the Directors. At the time these Options were granted, the OLI trading price was 1.9 cents per share, and the agreed exercise price of these Options was 2.2 cents per share, subject to the Company achieving 2 consecutive quarters of EBITDA, which was achieved with the June and September 2019 quarters, as well as a doubling of the share price to 4.4 cents per share.

Pursuant to Listing Rule 10.13.9, the above Board decision and subsequent minute comprises an agreement by the Company to issue these options as detailed above. These comprise the full details of this agreement and there are no other material terms attaching to this agreement which have not been disclosed.

Note: There is a significant cash flow benefit to the business by the issuing of these Options, as once taken up, these Options will raise an additional \$440,000 of cash (being 5,000,000 Options X 4 Directors @ \$0.22cents per share). This cash will be placed into the general cash reserves of the Company to meet on-going commitments.

Pursuant to Listing Rule 10.13.5 the Company will issue the shares to its Directors, Jason Gunn and Amanda Gunn, its Company Secretary, Steven Metter and to its Chairman Nicholas Dower no later than 5th March 2020.

Pursuant to Listing Rules 14.1 and 14.1A, should any of Resolutions 2-5 fail to achieve a majority vote, the Company will not raise its anticipated \$440K in additional cash reserves, and the Directors will have no form of incentive in place.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Annexure: Nature and Conditions attaching to the Options

1. The Options grant the holder a right to buy a certain number of shares at a certain price, exercisable by the holder.
2. In exercising the Option, the holder pays to the Company the number of Options exercised multiplied by the Option Price, and in so doing thereby secures that number of shares in the Company as fully paid Ordinary Shares.
3. Pursuant to Listing Rule 10.13.3 all the Options being issued under Resolutions 2-5 (inclusive) are unquoted Options and refer exclusively to Ordinary Fully Paid Shares in the Company.
4. Pursuant to Listing Rule 10.13.8 shareholders should please note that each of the transactions contemplated by Resolutions 2-5 (inclusive) are designed specifically to remunerate each of the Directors, all of whom have significantly reduced their fees and benefits compared to their predecessors.
5. Pursuant to Listing Rule 6.16, the rights of an Option holder will be changed to the extent necessary to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.
6. Pursuant to Listing Rule 6.19, no Option holder can participate in new issues without exercising their Option.
7. Pursuant to Listing Rules 6.21 and 6.22, all the Options to be issued under Resolutions 2-5 (inclusive) prohibit the right to change the exercise price or to change the number of options issued.
8. The Options have no issue price, and the exercise price per Option is 2.2 cents per Option
9. From the date the Options are issued, if and when approved by shareholders, they must be exercised within a maximum period of 6 months or else be forfeited.
10. The first condition attaching to the Options provided for Olivers share price to double from 2.2 cents (the share price at the time of this directors' resolution on 28 March 2019) to 4.4 cents.
11. The second condition governing the issuing of these Options was that Olivers achieved two (2) successive quarters of EBITDA Profit as announced to the market with effect from 1 April 2019.
12. As both these vesting conditions have been met, the Company now seeks shareholder approval to issue these Options.



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday 4 February 2020.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/oliegm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday, 4 February 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **Online** <https://www.votingonline.com.au/oliegm2020>
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Oliver's Real Food Ltd

ABN 33 166 495 441

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Oliver's Real Food Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Oliver's Head Office at 10 Amsterdam Circuit, Wyong NSW 2259 on Thursday, 6 February 2020 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1-5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1-5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1-5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Capitalisation of loan and issue of shares to Jason Gunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Grant of 5,000,000 options for Mr. Nicholas Martin Dower	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Grant of 5,000,000 options for Mr. Steven Metter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of 5,000,000 options for Mrs. Amanda Robson Gunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of 5,000,000 options for Mr. Jason Antony Gunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020