

**RELEAF GROUP LIMITED
ACN 642 203 790**

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

The Annual General Meeting (AGM) will be held as a virtual-only meeting pursuant to the Constitution of the Company. Further details are set out in the enclosed documents.

Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting

Please call 1300 347 736 if you have any queries.

Annual General Meeting of Shareholders

To be held at 10.00am (AEDT) online at

https://us02web.zoom.us/webinar/register/WN_oOTq0zvVTXGqYAajrSQQQQ

on 28 March 2024.

The AGM will be conducted as a virtual meeting, accessible online only.

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PART A: LETTER TO SHAREHOLDERS FROM CEO

8 March 2024

Dear Shareholders

NOTICE OF ANNUAL GENERAL MEETING

The 2023 Annual General Meeting (**AGM**) of Releaf Group Limited (**Releaf**) will be held as a virtual only meeting at 10.00am (AEDT) on 28 March 2024.

The 2023 AGM Notice of Meeting is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

www.releafgrouppltd.com/investors

Releaf's AGM is an important event in our corporate calendar as it provides the Board with an opportunity to engage with shareholders.

At the AGM, we would like the shareholders to consider two (2) separate matters which are mentioned below:

1. Financial Statements and Reports
2. Re-Election of Director – Gary Mackenzie
3. Re-Election of Director – Scott McDonald

We encourage shareholders to lodge questions in advance of the meeting by emailing questions to meetings@atomicgroup.com.au by 3.00pm (AEDT) on 27 March 2024. We will attempt to address as many of the most frequently raised questions as possible during the meeting and in the Chair's address.

We wish to flag with our shareholders and apologise for the delay in holding the 2023 Annual General Meeting. In accordance with section 250N of the *Corporations Act*, public companies must hold an Annual General Meeting at least once in each calendar year and within five (5) months after the end of the financial year.

Due to unforeseen delays in finalising the requisite documents and preparing the audited reports, the Company sought and was granted approval from ASIC to host the 2023 Annual General Meeting at a later date pursuant to section 250P of the *Corporations Act*.

We look forward to interacting with you all in person at our Annual General Meeting.

Yours faithfully



Gary Mackenzie
CEO

PART B: DEFINITIONS

In this Notice of Meeting, Explanatory Statement and accompanying documents, the following terms have the following meanings, unless the context dictates otherwise:

Company means Releaf Group Limited ACN 642 203 790.

ASIC means the Australian Securities and Investment Commission.

Article means an article of the Constitution.

Board means all or some of the Directors acting as a board.

Chair means the Director appointed to be the chairperson for the Meeting.

Constitution means the constitution of the Company.

Director means a director of the Company.

Directors means any two or more directors of the Company.

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

Explanatory Statement means the explanatory statement set out in Part D of this document providing further information in respect of the Notice of Meeting.

KMP means key management personnel of the Company as defined by the Australian Accounting Standards Board Accounting Standard AASB 124, being persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

General Meeting and **Meeting** means the general meeting of the Company called under the Notice of Meeting.

Notice of Meeting means the Notice of Meeting set out in Part C of this document calling for a meeting of the Shareholders to be held at 10.00am (AEDT) on 28 March 2024.

Releaf means Releaf Group Limited ACN 642 203 790.

Resolution means a resolution proposed for approval by Shareholders in the Notice of Meeting.

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

Shareholder means any holder of a Share.

PART C: NOTICE OF GENERAL MEETING

Notice is hereby given that a Meeting of Shareholders of Releaf Group Limited ACN 642 203 790 will be held at 10.00 am (AEDT) on 28 March 2024 as a virtual meeting only (**Meeting**).

In order to determine voting entitlements, the register of Shareholders will be closed at 7.00pm (AEDT) on 26 March 2024.

An Explanatory Statement containing information in relation to each of the Resolutions to be put to the meeting accompanies this Notice.

AGENDA

Resolution 1 – Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the directors and auditor for the year ended 30 June 2023, which are attached to this Notice of Meeting as Annexure A and available on the Company's website at the following link: www.releafgrouppltd.com/investors.

Note: Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the statements and reports. However, Shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

Resolution 2 – Re-Election of Directors – Mr Gary Donald Mackenzie

To consider, and if thought fit, to pass an ordinary resolution of the Company:

That Mr Gary Mackenzie who retires as a Director of the Company in accordance with Article 6.1(f) of the Constitution, and being eligible, is re-elected as a Director.

Resolution 3 – Re-Election of Director – Mr Scott Martin McDonald

To consider and, if thought fit, to pass an ordinary resolution of the Company:

That Mr Scott Martin McDonald who retires as a Director of the Company in accordance with Article 6.1(f) of the Constitution, and being eligible, is re-elected as a Director.

Dated 7 March 2024

BY ORDER OF THE BOARD



GARY MACKENZIE
CEO

NOTES:

Entitlement To Attend and Vote

In accordance with the Corporations Act, the Company has determined that the shareholding of each shareholder for the purposes of determining entitlements to attend and vote at the meeting will be the entitlement of that shareholder as set out in the Company's share register as at 7:00pm (AEDT), 26 March 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Voting Virtually at the Meeting

Arrangements will be made for direct voting by way of a poll for all attendees at the Meeting.

Shareholders will be able to vote and ask questions at the Meeting.

The Company will provide shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

We encourage Shareholders to lodge questions in advance of the Meeting by emailing questions to meeting@automicgroup.com.au by 7.00pm (AEDT) on 26 March 2024. We will attempt to address as many of the most frequently raised questions as possible during the meeting and in the Chair's address.

Please also refer to the proxies section below.

Proxies

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them.

The proxy does not have to be a Shareholder of the Company.

Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion is specified, each proxy may exercise half the member's votes. Neither proxy may vote on a show of hands.

If the Chair of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chair intends to exercise all available votes in favour of Resolution 2.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

The Proxy Form enclosed at Part E of this document provides further details on appointing proxies and lodging Proxy Forms.

Corporate Representative

A Shareholder that is a corporation may appoint an individual to act as its corporate representative to vote at the Meeting in accordance with section 250D of the Corporations Act.

Any corporation wishing to appoint an individual to act as its representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An Appointment of Corporate Representative Form is enclosed in Part E of this document if required.

Enquiries

Shareholders are invited to contact the Company on 1300 347 736 if they have any queries in respect of the matters set out in this document.

PART D: EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to accompany the Notice of Meeting of Releaf Group Limited ACN 642 203 790 to be held at 10.00 am (AEDT) on 28 March 2024, as a virtual only meeting.

This Explanatory Statement has been prepared for the information of Shareholders in connection with the Annual General Meeting to be held in accordance with the Notice of Meeting.

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

1. GENERAL INFORMATION

This Explanatory Statement is dated 8 March 2024. It is an important document and should be read carefully. It is meant to be a part of and should be read in conjunction with the Notice of Meeting.

If you do not understand its contents or are not sure what to do, you should consult your professional advisor.

If you have any questions regarding the matters set out in this Explanatory Statement, or elsewhere in the documentation accompanying the Notice of Meeting, you may contact Gary Mackenzie, a Director of the Company, on 1300 347 736.

2. RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay its financial report, the reports of the directors and the auditor's report for the last financial year before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR GARY DONALD MACKENZIE

Resolution 2 seeks the approval of Shareholders for the re-election of Mr Gary Donald Mackenzie who is retiring by rotation under Article 6.1(f)(i)(B) of the Company's Constitution. This Article states that where any director will at the conclusion of a meeting have been in office for three or more years, that director must retire. Mr Mackenzie is eligible for election under Article 6.1(m)(i) and offers himself for re-election as a Director of the Company.

Mr Mackenzie was appointed as a director of the Company at the date of incorporation, being 30 June 2020.

Mr Mackenzie is the Chief Executive Officer (CEO) of the Company.

4. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR - MR SCOTT MARTIN MCDONALD**

Resolution 3 seeks the approval of Shareholders for the re-election of Mr Scott Martin McDonald who is retiring by rotation under Article 6.1(f)(i)(B) of the Company's Constitution. This Article states that at least one-third of all Directors (excluding the managing director) must retire from office each year. Mr McDonald is eligible for election under Article 6.1(m)(i) and offers himself for re-election as a Director of the Company.

Mr McDonald was appointed as a director of the Company at the date of incorporation, being 30 June 2020.

PART E: ACCOMPANYING DOCUMENTATION – PROXY FORM

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