

26 October 2021

ASX RELEASE

ASX: OGA

Annual General Meeting - Notice and Proxy Form

DETAILS

Dear Shareholder,

Notice is given that the Annual General Meeting (Meeting) of Shareholders of Ocean Grown Abalone Ltd (Company) will be an in-person meeting held as follows:

Fremantle Sailing Club-Bridge Room
151 Marine Terrace, Fremantle, Western Australia, 6160
Commencing at **10:00am (WST)** on **Friday, 26 November 2021**

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead the Notice of Meeting and accompanying Explanatory Statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded at the following link:

<https://www.oceangrown.com.au/investors/asx-announcements/>

For those shareholders that have not elected to receive notice by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online: www.investor.automic.com.au/#/loginsah or scan the QR code available on the proxy form.
By mail: Automic, GPO Box 5193, Sydney NSW 2000, Australia
In person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 10am (WST) on Wednesday the 24th of November 2021, being not later than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Authorised for release by:

Brent Stockden
Chief Financial Officer & Company Secretary

END

This announcement was authorised to be given to the ASX by:
The Board of Ocean Grown Abalone Limited.

For investor and media enquiries, please contact:

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About the Company

Ocean Grown Abalone Limited (ASX:OGA) has developed the world's first commercial greenlip abalone sea ranching business in the pristine waters of Flinders Bay, Western Australia. With the construction of proprietary, purpose-built artificial abalone reefs (called "Abitats") now complete, OGA is supplying commercial quantities of its premium, 'wild-harvested', greenlip abalone to local and overseas customers.

For more information visit <https://www.oceangrown.com.au>

OCEAN GROWN ABALONE LIMITED
ACN 148 155 042
(to be renamed "RARE FOODS AUSTRALIA LIMITED")

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**For the Annual General Meeting of Shareholders
to be held on 26 November 2021 at 10:00am (WST)
at Fremantle Sailing Club-Bridge Room, 151 Marine Terrace, Fremantle,
Western Australia**

Due to the ongoing COVID-19 pandemic and strict limitation on physical attendance, the Company has taken steps to ensure attendance in person is in adherence to COVID-19 protocols. If the situation in relation to COVID-19 changes in a way that affects the Company's ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

Shareholders are urged to vote by lodging the Proxy Form.

ATTENDANCE AT ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of Ocean Grown Abalone Limited will be held at:

**Fremantle Sailing Club-Bridge Room
151 Marine Terrace
Fremantle, Western Australia, 6160**

**Commencing
at 10:00am (WST)
on Friday, 26 November 2021**

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10:00am (WST). Given the current COVID-19 pandemic, Shareholders are urged to vote by proxy.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form as soon as possible and deliver the Proxy Form in accordance with the instructions on the Proxy Form. You may also submit your Proxy Form online in accordance with instructions on the Proxy Form.

Your Proxy Form must be received no later than 48 hours before the commencement of the Meeting.

OCEAN GROWN ABALONE LIMITED
ACN 148 155 042
(to be renamed RARE FOODS AUSTRALIA LIMITED)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Ocean Grown Abalone Limited will be held at Fremantle Sailing Club-Bridge Room, 151 Marine Terrace, Fremantle, Western Australia on 26 November 2021 at 10:00am (WST) for the purpose of transacting the following business.

Due to the ongoing COVID-19 pandemic and strict limitation on physical attendance, the Company has taken steps to ensure attendance in person is in adherence to COVID-19 protocols. If the situation in relation to COVID-19 changes in a way that affects the Company's ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

GENERAL BUSINESS

ACCOUNTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass 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 in the Annual Report of the Company for the financial year ended 30 June 2021."

Voting exclusion:

A vote in respect of the Resolution must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (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.

However, the voter may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) 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 for the company.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER HAROLD

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

"That Peter Harold, who retires by rotation in accordance with rule 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – BRADLEY ADAMS

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

"That Bradley Adams, who retires by rotation in accordance with rule 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

RESOLUTION 4 – APPROVAL OF CHANGE OF COMPANY NAME

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

"In accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to 'Rare Foods Australia Limited' with effect from the date that ASIC alters the details of the Company's registration."

RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% CAPACITY

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

"That, the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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 entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting 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.

RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO BRADLEY ADAMS

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

"That, subject to the passing of Resolution 3, the issue up to 1,570,354 Performance Rights to Bradley Adams or his nominees is approved under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Bradley Adams and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting 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.

Restriction on proxy voting by key management personnel or closely related parties:

A person appointed as proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO PETER HAROLD

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

"That, subject to the passing of Resolution 2, the issue up to 1,000,000 Options to Peter Harold or his nominees is approved under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Peter Harold and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

- way; or
- (b) the chair of the Meeting 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.

Restriction on proxy voting by key management personnel or closely related parties:

A person appointed as proxy must not vote, on the basis of that appointment, on this Resolution if:

- (e) the proxy is either:
 - (i) a member of the key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (f) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (g) the proxy is the chair of the Meeting; and
- (h) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO DANIELLE LEE

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

"That, the issue up to 1,000,000 Options to Danielle Lee or her nominees is approved under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Danielle Lee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the Meeting 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.

Restriction on proxy voting by key management personnel or closely related parties:

A person appointed as proxy must not vote, on the basis of that appointment, on this Resolution

if:

- (i) the proxy is either:
 - (i) a member of the key management personnel for the Company; or
 - (ii) a closely related party of such a member; and
- (j) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:


- (k) the proxy is the chair of the Meeting; and
- (l) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Where the chair is the related party the subject of the Resolution or is an associate of the related party, the chair cannot cast undirected proxies in respect of the Resolution.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the chair of 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.
3. The chair of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, including Resolutions 1, 6, 7 and 8. The Proxy Form expressly authorises the chair of the Meeting to exercise the proxy in relation to Resolutions 1, 6, 7 and 8 even though these Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the chair) will not be voted on Resolutions 1, 6, 7 and 8.
4. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling of the activities of the Company, directly or indirectly. Closely related parties are defined in the Corporations Act, and include certain family members, dependants and companies controlled by key management personnel.
5. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 24 November 2021 at 5.00pm (WST).
6. If using the Proxy Form, please complete, sign and return it to the Company's registered office in accordance with the instructions on that form. Voting online is available.

By order of the Board



Brent Stockden
Company Secretary

Dated: 26 October 2021

OCEAN GROWN ABALONE LIMITED
ACN 148 155 042
(to be renamed RARE FOODS AUSTRALIA LIMITED)

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

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 2021 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

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.oceangrown.com.au.

Shareholders will be offered the following opportunities:

- (a) discuss the annual financial report for the financial period ended 30 June 2021;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the 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.

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 Directors or 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 the financial year ending 30 June 2021.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

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 Meeting.

2.4 Proxy restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for this Resolution.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution.

The Chairman intends to vote all undirected proxies in favour of this Resolution. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on this Resolution, by signing and returning the Proxy Form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER HAROLD

Rule 7.3 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Peter Harold was last re-elected as a Director at the 2018 annual general meeting. Peter Harold retires by rotation in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

Peter Harold is the Non-Executive Chairman of the Company. Details of the qualifications and experience of Mr Harold is set out in the Company's 2021 Annual Report.

The Board of the Company recommends the re-election of Peter Harold as a Director.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – BRADLEY ADAMS

Rule 7.3 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Bradley Adams has been a Director since January 2011 and served as Managing Director until 9 March 2021. On this date Bradley changed his role to Executive Director Corporate Development.

As Bradley is no longer Managing Director, he is required by Listing Rule 14.4 to retire. Bradley, being eligible, offers himself for re-election as a Director.

Bradley Adams is the Executive Director Corporate Development of the Company. Details of the qualifications and experience of Mr Adams is set out in the Company's 2021 Annual Report.

The Board of the Company recommends the re-election of Bradley Adams as a Director.

5. RESOLUTION 4 - APPROVAL OF CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "Rare Foods Australia Limited".

If this Resolution is passed, the change of name will take effect when ASIC alters the details of the Company's registration. The proposed name has been reserved by the Company and, if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The Board proposes this change of name on the basis that it more accurately reflects and aligns with diversification strategies for the future direction and growth of the Company. The Company intends to introduce 'Rare Foods Australia' as the overarching master brand for which all of our current and future premium unique product brands are based.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

The Directors recommend that Shareholders vote in favour of this Resolution.

6. RESOLUTION 5– APPROVAL OF ADDITIONAL 10% CAPACITY

6.1 Background

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

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

purposes.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution 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 this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in 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.

6.2 Specific information required by Listing Rule 7.3A

(i) Period for which approval is valid

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (b) The time and date of the Company's next annual general meeting.
- (c) The time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

(ii) Minimum price at which equity securities may be issued

Any equity securities issued under Listing Rule 7.1A must be in an existing quoted class of the eligible entity's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- (b) if the securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the securities are issued.

(iii) Purposes for which funds raised may be used

Equity securities can only be issued under Listing Rule 7.1A for a cash consideration. Funds raised by the issue of equity securities under Listing Rule 7.1A may be used for the continued development of the Company's current assets, the acquisition of new assets or other investments (including expenses associated with such acquisition), and for general working capital.

(iv) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the equity securities in that class may be significantly lower on the issue date than on the date of the Shareholder approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2. This includes one example that assumes that "A" is double the number of Shares on issue at the time of the approval under Listing Rule 7.1A and that the price of Shares has fallen by 50%.

Number of Shares on Issue (Variable "A" in Listing Rule 7.1A.2)	Number of Shares issued under additional 10% capacity	Dilution		
		Funds raised based on issue price of 3.75 cents	Funds raised based on issue price of 7.5 cents	Funds raised based on issue price of 15 cents
		(50% decrease in current issue price)	(Current issue price)	(100% increase in current issue price)
200,742,780 (Current)*	20,074,278	\$752,785	\$1,505,571	\$3,011,142
301,114,170 (50% increase)*	30,111,417	\$1,129,178	\$2,258,356	\$4,516,713
401,485,560 (100% increase)*	40,148,556	\$1,505,571	\$3,011,142	\$6,022,283

*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 has been prepared on the following assumptions:

1. The current Shares on issue are the Shares on issue as at 13 October 2021.
2. The issue price set out above is the closing price of the Shares on the ASX on 13 October 2021.
3. The Company issues the maximum number of equity securities available under the additional 10% capacity.
4. No Options are exercised into Shares before the date of the issue of the equity securities.

(v) Allocation Policy

The Company's allocation policy for the issue of equity securities under the additional 10% capacity will depend on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- (b) the effect of the issue of the equity securities on the control of the Company;

- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the additional 10% capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company and may include new investors who have not previously been Shareholders.

(vi) Equity securities issued under Listing Rule 7.1A.2 in the previous 12 months

The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding this Meeting.

(vii) Voting Exclusion Statement

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice

7. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO BRADLEY ADAMS

7.1 General

The Board consists of Peter Harold (Non-Executive Chairman), Bradley Adams (Executive Director), Ignazio Ricciardi (Non-Executive Director) and Danielle Lee (Non-Executive Director).

This Resolution seeks Shareholder approval so that the Company may issue Performance Rights as an incentive to Bradley Adams. The approval to issue Performance Rights to Bradley Adams is conditional on his re-election as a Director (Resolution 3).

Shareholder approval is required for the purposes of Chapter 2E of the Corporations Act (section 208) and Listing Rule 10.11 because Bradley Adams as a Director is a related party of the Company. Each of Chapter 2E and Listing Rule 10.11 are dealt with separately below.

7.2 Chapter 2E of the Corporations Act - Related Party Transaction

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, Bradley Adams as a director is a related party of the Company.

The issue of Performance Rights to a related party is a financial benefit requiring shareholder approval in the absence of a specified exception applying.

For the purpose of Chapter 2E of the Corporations Act the following information is provided.

- (a) *The related party to whom the resolution would permit the financial benefit to be given*

The related party is Bradley Adams or his nominees.

(b) *The nature of the financial benefit*

The proposed financial benefit to be given is the issue of Performance Rights.

There are 2 classes of Performance Rights being Class E Performance Rights and Class F Performance Rights. They each have different performance conditions.

The terms of the Class E Performance Rights including the service and performance conditions and vesting information are set out in Schedule 1. The terms of the Class F Performance Rights including the service and performance conditions and vesting information are set out in Schedule 2.

The numbers of Performance Rights proposed to be issued are:

	Class E Performance Rights	Class F Performance Rights	Total Performance Rights
Bradley Adams	785,177	785,177	1,570,354

(c) *Reasons and basis for giving the benefit and Directors recommendation*

The purpose of the issue of the Performance Rights is to incentivise to Bradley Adams to continue to provide ongoing dedicated services to the Company and provide remuneration linked to the performance of the Company. The benefit will only be received upon the relevant service and performance condition being satisfied.

Under the Company's current circumstances, the Directors consider that the incentive, represented by the issue of these Performance Rights, is a cost effective and efficient reward and incentive to be provided to Bradley Adams by the Company, as opposed to alternative forms of incentive, such as the payment of cash compensation. In addition, the Directors independent of Bradley Adams consider it prudent to make payment by way of the Performance Rights so as to preserve the cash reserves of the Company.

The Directors independent of Bradley Adams (being the 3 other Directors that are not the subject of this Resolution) consider that the number and terms of the Performance Rights to be issued to Bradley Adams constitutes an appropriate number to adequately reward and incentivise him in the circumstances in light of his effort, skill and experience and when considered together with their other remuneration as a Director as detailed below.

The Directors independent of Bradley Adams in each case recommend that Shareholders vote in favour of the Resolution.

Bradley Adams abstains from making a recommendation to Shareholders on this Resolution as he has a material personal interest in the outcome as the recipient of the Performance Rights.

(d) *Dilution*

The passing of the Resolution would have the effect of issuing Bradley Adams (or his nominees) a total of 1,570,534 Performance Rights.

If any of the Performance Rights vest, Shares will issue which will have the effect of diluting the shareholding of existing Shareholders. If all of the Performance Rights vest so that 1,570,534 Shares are issued, the effect would be to dilute the shareholding of the existing Shareholders by approximately 0.78% (based on the total number of Shares that will be on issue at the date of this Notice of 200,742,780 Shares).

(e) *Current total remuneration package*

The current remuneration package received by Bradley Adams is \$225,000 per annum plus statutory superannuation.

(f) *Existing relevant interest*

At the date of this Notice, Bradley Adams has a relevant interest in securities of the Company as follows.

	Shares	Performance Rights
Bradley Adams	5,277,667	4,000,000

(g) *Trading history*

The following table gives details of the highest, lowest and the latest closing market price of the Company's Shares trading on the ASX over the last 12 months.

	Closing price	Date
Highest price	9.9 cents	4 November 2020
Lowest price	7.0 cents	28 May 2021
Latest price	7.8 cents	19 October 2021

(h) *Valuation of the Performance Rights*

The Company's independent advisers, BDO Corporate Finance (WA) Pty Ltd, have valued the Performance Rights to be issued to Bradley Adams. The Class E and Class F Performance Rights have been valued using the Black and Scholes option pricing model.

The following assumptions have been made regarding the inputs required for the valuation model:

Input	Class E Performance Rights	Class F Performance Rights	Note
Number of Performance Rights	785,177	785,177	
Underlying Share spot price	7.5 cents	7.5 cents	1
Dividend rate	Nil	Nil	2

Risk free rate	0.105%	0.105%	3
Expected future volatility	60%	60%	4
Life of the Performance Rights	1.7 years	1.7 years	5
Performance condition	Yes	Yes	6

Note 1: The underlying share spot price used for the purpose of the valuation is based on the closing Share price of 7.5 cents on 13 October 2021.

Note 2: No dividends are expected to be paid during the life of the Performance Rights.

Note 3: The risk free rate is based on the 2 year Commonwealth Government bond rates at 13 October 2021.

Note 4: The expected future volatility was calculated from the Company's historical trading volatility over 1, 2 and 3 year periods and is 60%.

Note 5: The life of the Performance Rights has been assumed to be 1.7 years for each of the Class E Performance Rights and the Class F Performance Rights.

Note 6: The performance condition for the Class E Performance Rights is set out in Schedule 1 and for the Class F Performance Rights is set out in Schedule 2.

Based on the above assumptions, the Performance Rights have been valued as follows:

	Number and Value of Performance Rights	
	Class E Performance Rights	Class F Performance Rights
Bradley Adams	785,177 Performance Rights – 7.5 cents each (\$58,888)	785,177 Performance Rights – 7.5 cents each (\$58,888)

(i) *Other information*

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass the Resolution.

7.3 Listing Rule 10.11

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:

- (a) Listing Rule 10.11.1 - a related party;
- (b) Listing Rule 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;
- (c) Listing Rule 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;
- (d) Listing Rule 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to

10.11.3; or

- (e) Listing Rule 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 of the Performance Rights falls within Listing Rule 10.11.1 (as Bradley Adams is a Director of the Company) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

This Resolution seeks the required Shareholder approval to the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

If the Resolution is passed, the Company will be able to proceed with the issue.

If the Resolution is not passed, the Company will not be able to proceed with the issue and this incentive will not be issued to Bradley Adams. No other replacement incentive is currently proposed.

7.4 Listing Rule 10.13

For Shareholders to approve the issue of the Performance Rights under and for the purposes of Listing Rule 10.11, the following information is provided to Shareholders in accordance with Listing Rule 10.13:

- (a) The securities will be issued to Bradley Adams or his nominees.
- (b) Bradley Adams is a Director and is therefore a related party (Listing Rule 10.11.1).
- (c) The number of securities the Company will issue is up to 1,570,354 Performance Rights.
- (d) The securities to be issued are 2 classes of Performance Rights, the terms of which are set out in Schedules 1 and 2.
- (e) The securities will be issued no later than 1 month after the date of the Meeting (or a later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (f) The Performance Rights will be issued for no consideration and there is no issue price.
- (g) The purpose of the issue is to issue Performance Rights to incentivise and remunerate Bradley Adams in performing his role as a Director and the issue of the Performance Rights is considered an appropriate incentive in the circumstances of the Company. No funds will be raised from the issue of the Performance Rights.
- (h) The current total remuneration package of Bradley Adams is set out in Section 7.2(e) above.
- (i) The Performance Rights to be issued to Bradley Adams are to be issued as an incentive under the terms of the executive service agreement for his engagement as Executive Director-Corporate Development. Other than the remuneration referred to above, the other material terms of the executive service agreement with Bradley Adams is he is engaged on an ongoing basis as an Executive Director subject to either Bradley Adams or the Company being able to terminate the agreement without cause on 12 month's notice and otherwise either party can terminate the engagement upon limited events akin

to misconduct and incapacity. Otherwise, the terms of the engagement is on standard commercial terms.

8. RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE OPTIONS TO PETER HAROLD AND DANIELLE LEE

8.1 General

The Board consists of Peter Harold (Non-Executive Chairman), Bradley Adams (Executive Director), Ignazio Ricciardi (Non-Executive Director) and Danielle Lee (Non-Executive Director).

Resolutions 7 and 8 seek Shareholder approval so that the Company may issue Options as an incentive to each of Peter Harold and Danielle Lee. The approval to issue Options to Peter Harold (Resolution 7) is conditional on his re-election as a Director (Resolution 2).

Shareholder approval is required for the purposes of Chapter 2E of the Corporations Act (section 208) and Listing Rule 10.11 because each of Peter Harold and Danielle Lee as a Director is a related party of the Company. Each of Chapter 2E and Listing Rule 10.11 are dealt with separately below.

8.2 Chapter 2E of the Corporations Act - Related Party Transaction

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, each of Peter Harold and Danielle Lee as a Director is a related party of the Company.

The issue of Options to a related party is a financial benefit requiring shareholder approval in the absence of a specified exception applying.

For the purpose of Chapter 2E of the Corporations Act the following information is provided.

- (a) *The related party to whom the resolutions would permit the financial benefit to be given*

The related parties are Peter Harold or his nominees (Resolution 7) and Danielle Lee or her nominees (Resolution 8).

- (b) *The nature of the financial benefit*

The nature of the financial benefit is the issue of up to 1,000,000 Options to each of Peter Harold and Danielle Lee.

The Options will have an exercise price of 150% of the VWAP for the 5 Trading Days on which Shares trade prior to the Meeting and an expiry date of 26 November 2024. The full terms of the Options are set out in Schedule 3.

(c) *Reasons for giving the benefit and Directors' Recommendation*

The purpose of the issue of the Options is to respectively incentivise Peter Harold and Danielle Lee to provide ongoing dedicated services and provide remuneration linked to the performance of the Company. The benefit will only be received from the Options upon the Company's Share price exceeding the exercise price of the Options and thereby warranting their exercise.

Under the Company's current circumstances, the Directors consider that the incentive, represented by the issue of these Options, is a cost effective and efficient reward and incentive to be provided to the Director by the Company, as opposed to alternative forms of incentive, such as the payment of cash compensation. In addition, the Directors independent of the Director to be issued the Options consider it prudent to make payment by way of the Options so as to preserve the cash reserves of the Company.

The Directors independent of the Director to be issued the Options consider that the number of Options together with the terms of the Options constitutes an appropriate number to adequately incentivise them in light of their skill and experience and their current remuneration as detailed below.

The Company acknowledges that the issue of the Options to each of Peter Harold and Danielle Lee as non-executive directors may be contrary to guidelines for non-executive director remuneration in the ASX Corporate Governance Principles and Recommendations, 4th Edition suggesting that non-executive directors should not receive performance based remuneration. However, the Board considers the issue of the Options to be reasonable in the circumstances given the Company's size and stage of development and the importance of maintaining the Company's cash reserves.

The independent Directors in each case recommend that Shareholders vote in favour of the Resolution.

Peter Harold abstains from making a recommendation as a Director to Shareholders on Resolution 7 as he has a material personal interest in the outcome as the recipient of the Options.

Danielle Lee abstains from making a recommendation as a Director to Shareholders on Resolution 8 as she has a material personal interest in the outcome as the recipient of the Options.

(d) *Dilution*

The passing of Resolutions 7 and 8 would have the effect of issuing up to a total of 2,000,000 Options.

If any of the Options are exercised into Shares, the effect will be to dilute the shareholding of existing Shareholders. If all the 2,000,000 Options were exercised into Shares, the effect would be to dilute the shareholding of the existing Shareholders by approximately 0.99% based on the total number of Shares on issue at the date of this Notice of 200,742,780.

(e) *Current total remuneration package*

The current remuneration received by Peter Harold is \$54,000 per year director's fee inclusive of superannuation.

The current remuneration received by Danielle Lee is \$45,000 per year director's fee inclusive of superannuation.

(f) *Existing relevant interests*

As at the date of this Notice, Peter Harold and Danielle Lee have a relevant interest in securities of the Company as follows:

	Shares
Peter Harold	135,000
Danielle Lee	0

(g) *Trading history*

The following table gives details of the highest, lowest and the latest closing price of the Company's Shares trading on the ASX over the last 12 months.

	Closing Price	Date
Highest Price	9.9 cents	4 November 2020
Lowest Price	7.0 cents	28 May 2021
Latest Price	7.8 cents	19 October 2021

(h) *Valuation of Options*

The Company's independent advisers, BDO Corporate Finance (WA) Pty Ltd, have valued the Options to be issued to Peter Harold and Danielle Lee by reference to the Black and Scholes option pricing model.

The following assumptions have been made regarding the inputs required for the model:

	Input	Note
Number of Options	2,000,000	
Underlying share spot price	7.5 cents	1
Exercise Price	assumed 12 cents	2
Dividend rate	Nil	3
Risk free rate	0.475%	4
Volatility	60%	5
Life of the Options	3 years	6
Valuation	2 cents	

Note 1: The underlying Share spot price used for the purpose of the valuation is based on the closing Share price of 7.5 cents on 13 October 2021.

Note 2: The exercise price is 150% of the VWAP for the 5 Trading Days on which Shares trade prior to the Meeting. The example uses 12 cents being 150% of the 5 day VWAP at the valuation date of 13 October 2021.

Note 3: No dividends are expected to be paid during the life of the Options.

Note 4: The risk free rate is based on the Commonwealth Government 3 year bond rate of 0.475% at 13 October 2021.

Note 5: The volatility was calculated from the Company's historical trading volatility over 1, 2 and 3 year periods and is 60%.

Note 6: The life of the Options has been assumed to be 3 years expiring on 26 November 2024, the final date for exercise of the Options.

Based on the above assumptions, the Options have been valued as follows:

Number and Value of Options	
Peter Harold	1,000,000 Options – 2 cents each (\$20,000)
Danielle Lee	1,000,000 Options – 2 cents each (\$20,000)

(i) *Other information*

The Directors do not consider that there are opportunity costs to the Company or benefits foregone by the Company in issuing the Options.

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass the Resolutions.

8.3 Listing Rule 10.11

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:

- (a) Listing Rule 10.11.1 - a related party;
- (b) Listing Rule 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;
- (c) Listing Rule 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;
- (d) Listing Rule 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) Listing Rule 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 of the Options falls within Listing Rule 10.11.1 (as each of Peter Harold and Danielle Lee is a Director of the Company) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 7 and 8 seek the required Shareholder approval to the issue of the Options under and for the purposes of Listing Rule 10.11.

In each case if the Resolution is passed, the Company will be able to proceed with the issue.

In each case if the Resolution is not passed, the Company will not be able to proceed with the issue and this incentive will not be issued to the particular Director. No other replacement incentive is currently proposed.

8.4 Listing Rule 10.13

For Shareholders to approve the issue of the Options under and for the purposes of Listing Rule 10.11, the following information is provided to Shareholders in accordance with Listing Rule 10.13:

- (a) The securities will be issued to Peter Harold or his nominees (Resolution 7) and Danielle Lee or her nominees (Resolution 8).
- (b) Each of the persons referred to above is a Director and is therefore a related party (Listing Rule 10.11.1).
- (c) The number of securities the Company will issue is up to 1,000,000 Options to Peter Harold or his nominees (Resolution 7) and up to 1,000,000 Options to Danielle Lee or her nominees (Resolution 8).
- (d) The securities to be issued are Options with an exercise price being 150% of the VWAP for the 5 Trading Days on which Shares trade prior to the Meeting and an expiry date of 26 November 2024. The full terms of the Options are set out in Schedule 3.
- (e) The securities will be issued no later than 1 month after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or notification of the Listing Rules).
- (f) The Options will be issued for no consideration and there is no issue price.
- (g) The purpose of the issue is to issue Options to incentivise and remunerate each of the Directors in performing their role and the issue of the Options is considered an appropriate incentive in the circumstances of the Company. No funds will be raised from the issue of the Options.
- (h) The current total remuneration package of each of the Directors is set out in Section 8.2(e) above.
- (i) The Options to be issued to each of Peter Harold and Danielle Lee under these Resolutions are to be issued as an incentive under the terms of their non-executive director engagement agreement. Other than the remuneration referred to above, the other material terms of their engagement is each is engaged as a non-executive director subject to the rights of Shareholders and they must perform this role in accordance with applicable laws. Otherwise, the terms of the engagement is on standard commercial terms for a non-executive director.

OCEAN GROWN ABALONE LIMITED
ACN 148 155 042
(to be renamed RARE FOODS AUSTRALIA LIMITED)

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

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

"**ASIC**" means Australian Securities and Investments Commission.

"**ASX**" means the ASX Limited (ACN 008 624 691).

"**ASX Listing Rules**" or "**Listing Rules**" means the Listing Rules of the ASX.

"**Board**" means the Board of Directors of the Company.

"**Chair**" or "**Chairman**" means the chairperson of the Company.

"**Company**" or "**OGA**" means Ocean Grown Abalone Limited (ACN 148 155 042), to be renamed Rare Foods Australia Limited.

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

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

"**Directors**" mean the directors of the Company from time to time.

"**equity securities**" has the same meaning as in the Listing Rules.

"**Explanatory Statement**" means this Explanatory Statement.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Option**" means an option to subscribe for a Share.

"**Performance Right**" means a right to acquire a Share subject to the satisfaction of applicable vesting conditions.

"**Resolution**" means a resolution referred to in the Notice.

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

"**Shareholder**" means a registered holder of Shares in the Company.

"**Trading Day**" has the same meaning as in the Listing Rules.

"**VWAP**" means the volume weighted average price.

"**WST**" means Western Standard Time, Perth, Western Australia.

"**A\$**" or "**\$**" means Australian dollars unless otherwise stated.

SCHEDULE 1

Terms of Class E Performance Rights (Resolution 6)

The terms of the Class E Performance Rights will be as follows:

The Performance Rights are subject to the holder or the holder's representative remaining engaged as an employee or Director and the achievement of harvest targets on the Flinders Bay operations for the 2 year period from 1 July 2021 to 30 June 2023.

The proportion of Performance Rights available to vest following a determination of the harvest over the 2 year performance period is summarised in the following table:

Harvest over performance period	Proportion of Performance Rights available to vest (%)
Less than 160,000 kg	0%
Greater than 160,000 kg and up to 190,000 kg	on a straight-line pro-rata basis between 50% to 99%
Greater than or equal to 190,000kg	100%

An alternative performance hurdle to the harvest target, is a Takeover Event occurring on or before 30 June 2023.

"*Takeover Event*" means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where the bidder achieves control of more than 50% of the ordinary shares or a court grants an order approving a compromise or scheme where the ordinary shares are either cancelled or transferred to a third party (not being a scheme of arrangement simply for the purposes of a corporate restructure).

The other terms of the Performance Rights will be:

- (a) (Conversion) Upon satisfaction of the relevant performance condition and service condition, each Performance Right will, at the election of the holder, vest and convert into one Share.
- (b) (No Consideration payable) No consideration will be payable upon the vesting and conversion of the Performance Rights.
- (c) (No Voting rights) A Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company.
- (d) (No dividend rights) A Performance Right does not entitle a holder to any dividends.
- (e) (No rights on winding up) A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (f) (Not transferable) A Performance Right is not transferable.
- (g) (Reorganisation of capital) If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.

- (h) (Quotation of Shares on conversion) An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules. The Company will not apply for quotation of the Performance Rights on ASX.
- (i) (No participation in entitlements and bonus issues) A Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (j) (No other rights) A Performance Right does not give a holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (k) (Lapse) If the performance condition relevant to a Performance Right has not been satisfied by the relevant expiry date, then the Performance Rights will automatically lapse.

SCHEDULE 2

Terms of Class F Performance Rights (Resolution 6)

The terms of the Class F Performance Rights will be as follows:

The Performance Rights are subject to the holder or the holder's representative remaining engaged as an employee or Director and the achievement of EBIT targets over the Company's operations for the 2 year period from 1 July 2021 to 30 June 2023.

The proportion of Performance Rights available to vest following a determination of the EBIT over the 2 year performance period is summarised in the following table:

EBIT target	Proportion of Performance Rights available to vest (%)
Less or equal to \$200,000	0%
Greater than \$200,000 and up to \$749,999	on a straight-line pro-rata basis between 50% to 99%
Greater than or equal to \$750,000	100%

An alternative performance hurdle to the EBIT target, is a Takeover Event occurring on or before 30 June 2023.

"*Takeover Event*" means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where the bidder achieves control of more than 50% of the ordinary shares or a court grants an order approving a compromise or scheme where the ordinary shares are either cancelled or transferred to a third party (not being a scheme of arrangement simply for the purposes of a corporate restructure).

The other terms of the Performance Rights will be:

- (l) (Conversion) Upon satisfaction of the relevant performance condition and service condition, each Performance Right will, at the election of the holder, vest and convert into one Share.
- (m) (No Consideration payable) No consideration will be payable upon the vesting and conversion of the Performance Rights.
- (n) (No Voting rights) A Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company.
- (o) (No dividend rights) A Performance Right does not entitle a holder to any dividends.
- (p) (No rights on winding up) A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (q) (Not transferable) A Performance Right is not transferable.
- (r) (Reorganisation of capital) If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.

- (s) (Quotation of Shares on conversion) An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules. The Company will not apply for quotation of the Performance Rights on ASX.
- (t) (No participation in entitlements and bonus issues) A Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (u) (No other rights) A Performance Right does not give a holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (v) (Lapse) If the performance condition relevant to a Performance Right has not been satisfied by the relevant expiry date, then the Performance Rights will automatically lapse.

SCHEDULE 3

Terms of Options (Resolutions 7 and 8)

The terms of the Options are:

1. Each Option entitles the holder to one Share (fully paid ordinary share) upon exercise of the Option.
2. The exercise price of the Options is 150% of the VWAP for the 5 Trading Days on which Shares trade prior to the Meeting.
3. The Options are exercisable at any time prior to 5.00 pm WST on 26 November 2024 (Expiry Date).
4. The Options are only transferable with Board approval. The Options are not intended to be quoted.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Thereby, the Optionholder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. If there is a bonus issue (Bonus Issue) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.



OCEAN GROWN ABALONE LIMITED | ACN 148 155 042

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by 10.00am (WST) on Wednesday, 24 November 2021, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.



