



ACN 629 272 037

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia on
Wednesday, 26 February 2020 at 10.30am (WST).**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9204 8400.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

CARBON CONSCIOUS INVESTMENTS LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Carbon Conscious Investments Limited (**Company**) will be held at HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia on Wednesday, 26 February 2020 at 10.30am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 4.00pm on 24 February 2020 (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 September 2019, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding ordinary resolution the following:

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.
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3. Resolution 2 - Election of Director - Mr Anthony Fitzgerald

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

"That for the purpose of Clause 7.6(c) of the Constitution and for all other purposes, Mr Anthony Fitzgerald, a Director who was appointed on 9 October 2018, retires, and being eligible, is elected as a Director."

4. Resolution 3 - Election of Director - Dr Natasha Ayers

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

“That for the purpose of Clause 7.6(c) of the Constitution and for all other purposes, Dr Natasha Ayers, a Director who was appointed on 9 October 2018, retires, and being eligible, is elected as a Director.”

5. Resolution 4 - Election of Director - Mr Raphael Wood

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

“That for the purpose of Clause 7.6(c) of the Constitution and for all other purposes, Mr Raphael Wood, a Director who was appointed on 4 April 2019, retires, and being eligible, is elected as a Director.”

6. Resolution 5 - Appointment of Auditor - Elderton Audit Pty Ltd

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

“That, for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, Elderton Audit Pty Ltd having been nominated by a Shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect from the conclusion of this Meeting.”

BY ORDER OF THE BOARD



Mr Anthony Fitzgerald
Company Secretary

Dated: 30 January 2020

CARBON CONSCIOUS INVESTMENTS LIMITED

ACN 629 272 037

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia on Wednesday, 26 February 2020 at 10.30am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

| | SECTION / SCHEDULE HEADING | INFORMATION & MEMBER VOTING ELIGIBILITY |
|-------------|--|--|
| Section 2: | Action to be taken by Shareholders | Summarises action to be taken by Members wishing to understand and vote on Resolutions. |
| Section 3: | Annual Report | Summarises the approach to be taken in considering the Annual Report. |
| Section 4: | Resolution 1 - Remuneration Report | ALL MEMBERS other than the Key Management Personnel whose remuneration are included in the Remuneration Report, or a Member that is a Closely Related Party of Key Management Personnel. |
| Section 5: | Resolution 2 - Election of Director - Mr Anthony Fitzgerald | ALL MEMBERS |
| Section 6: | Resolution 3 - Election of Director - Dr Natasha Ayers | ALL MEMBERS |
| Section 7: | Resolution 4 - Election of Director - Mr Raphael Wood | ALL MEMBERS |
| Section 8: | Resolution 5 - Appointment of Auditor - Elderton Audit Pty Ltd | ALL MEMBERS |
| Schedule 1: | Definitions | Key terms defined |
| Schedule 2: | Nomination of Auditor - Elderton Audit Pty Ltd | |
| Schedule 3: | Proxy Form | Proxy Form for Members to appoint proxy and issue voting instructions or authorise discretionary voting. |

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

2.1 Voting

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, votes on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such member.

However, a person described above may cast votes on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

- (c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 September 2019.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.carbonconscious.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to asking questions at the Meeting, Shareholders can submit written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

and questions may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Part 2G.2, Division 9 of the Corporations Act provides Shareholders with the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

5. Resolution 2 - Election of Director - Mr Anthony Fitzgerald

Clause 7.6(a) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Clause 7.6(c) of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Anthony Fitzgerald, having been appointed on 9 October 2018 and having acted as Executive Director since the Company demerged on 1 January 2019 will retire in accordance with Clause 7.6(c) of the Constitution and being eligible, seeks election from Shareholders.

Mr Fitzgerald has over 35 years' experience in the operational and financial management of agribusinesses that includes joint ventures, large scale animal production, land conservation projects, farmer networks and grain marketing pools. From 2013 to 2018, Mr Fitzgerald led the Alterra teams that managed compliance with the Carbon Farming Initiative Act to generate Australian Carbon Credit Units driving a commercial focus into managing the 30 properties (21 million trees on 18,000 Hectares), and developed the science and intellectual property that supported the carbon business.

On the demerger of the Carbon Business, Mr Fitzgerald became Executive Director of CCIL, and at Alterra maintained executive management and Company Secretary responsibilities. Mr Fitzgerald's roles at Alterra will cease on 31 March 2020. He holds a Bachelor of Agribusiness (1st Hons), an AFMA Post-Grad Diploma in Financial Services, and is a member graduate of the AICD.

If elected, Mr Fitzgerald is not considered to be an independent Director, as Mr Fitzgerald is an Executive Director.

The Board (excluding Mr Fitzgerald) recommends that Shareholders vote in favour of Resolution 2. Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

6. Resolution 3 - Election of Director - Dr Natasha Ayers

A summary of Clauses 7.6(a) and 7.6(c) is set out above in Resolution 2.

Dr Natasha Ayers, having been appointed on 9 October 2018 will retire in accordance with Clause 7.6(c) of the Constitution and being eligible, seeks election from Shareholders.

Dr Ayers has a background in agriculture and has a PhD in Plant Biology and a Bachelor of Science in Agriculture, with qualifications in university teaching, research commercialisation and leadership and is a Member and graduate of the AICD. She specialises in innovation training and mentoring in regional areas and founded and leads AgriStart Pty Ltd and UniBiz Connect.

During 8 years as a researcher/lecturer at the University of Western Australia, University of Glasgow, University of Southern California and University of Sydney, she has published more than 25 papers and supervised 10 Masters and PhD students. While working in research management, Dr Ayers founded iPREP WA which won the 2017 Australian Council of Graduate Research award for industry engagement and is a unique program that results in researchers from all 5 WA universities undertaking projects in industry.

If elected, the Board considers Dr Ayers to be an independent Director.

The Board (excluding Dr Ayers) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Election of Director - Mr Raphael Wood

A summary of Clauses 7.6(a) and 7.6(c) is set out above in Resolution 2.

Mr Raphael Wood, having been appointed on 4 April 2019 will retire in accordance with Clause 7.6(c) of the Constitution and being eligible, seeks election from Shareholders.

Mr Wood's professional career began as an exploration geologist in locations that included the jungles of New Caledonia. After a decade as a stockbroker and investment advisor, Mr Wood worked for 5 years advising the Federal Government on establishing and operating environmental markets within the Clean Energy Regulator's Office, and then 2.5 years as the Head of Environmental Markets with Australia's largest carbon project developer, GreenCollar. In June 2018, Mr Wood founded and is the Managing Director of, Market Advisory Group which already enjoys a reputation for being one of Australia's preeminent independent carbon market advisory service providers.

Holding a Bachelor Science (Geology) and FINSIA Post-Grad Diploma of Financial Services and having had roles spanning all aspects of environmental markets, Mr Wood brings a broad knowledge and unique perspective to all issues including opportunities and risks in carbon and environmental markets.

If elected, the Board considers Mr Wood to be an independent Director.

The Board (excluding Mr Wood) recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

8. Resolution 5 - Appointment of Auditor - Elderton Audit Pty Ltd

Under section 327B of the Corporations Act, the Directors of the Company were required to appoint an auditor at the time of incorporation of the Company. Pursuant to the Corporations Act, the auditor so appointed holds office only until the first annual general meeting of the Company. The auditor must then be re-appointed at the first annual general meeting so that they may continue to act as auditor of the Company.

The Directors have considered this matter and now recommend that Elderton Audit Pty Ltd (ACN 609 542 458) (**Elderton Audit**) be appointed as auditor of the Company and that Shareholders consider this resolution at the Company's first Annual General Meeting. The Company acknowledges that Elderton Audit has consented in writing to being appointed as the Company's auditor.

In accordance with the Corporations Act and the Company's Governance Policies, the Board appointed Elderton Audit to be appointed auditor of the Company for the purposes of conducting the 2019 end of financial year audit.

In accordance with the Corporations Act, Mr Anthony Fitzgerald has nominated Elderton Audit to be appointed auditor of the Company ongoing. A copy of that nomination is attached to the Notice of Annual General Meeting at Schedule 2.

If Resolution 5 is passed, the appointment of Elderton Audit as the Company's auditor will take effect at the conclusion of this Meeting.

The Board recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 September 2019.

ASIC means the Australian Securities and Investments Commission.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chair or Chairman means the person appointed to chair the Meeting of the Company convened by the Notice.

Clause means a clause in the Company's Constitution.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Carbon Conscious Investments Limited (ACN 629 272 037).

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Elderton Audit means Elderton Audit Pty Ltd (ACN 609 542 458).

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means 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) of the Company.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia

Schedule 2 - Auditor Nomination

Attention: The Board of Directors
Carbon Conscious Investments Limited
144 Northwood Street
West Leederville WA 6007

Dear Sirs,

I, Anthony Fitzgerald, being a member of Carbon Conscious Investments Limited (**Company**), nominate Elderton Audit Pty Ltd (ACN 609 542 458) in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 22 January 2020:

A handwritten signature in black ink, appearing to read 'Anthony Fitzgerald', with a long horizontal stroke extending to the right.

Anthony Fitzgerald
Executive Director and Company Secretary

Schedule 3 - Proxy Form

CARBON CONSCIOUS INVESTMENTS LIMITED

ACN 629 272 037

PROXY FORM

The Company Secretary
Carbon Conscious Investments Limited

By delivery:
144 Northwood Street
West Leederville WA 6007

By post:
PO Box 1384
West Leederville WA 6901

By email:
cosec@carbonconscious.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

STEP 1 - APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company hereby appoint:

The Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at 10.30am (Perth time) on Wednesday, 26 February 2020, at HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia and at any adjournment or postponement of that Meeting.

Authority for Chairman to vote undirected proxies on remuneration related Resolutions

Where I/we have appointed the Chairman as my/our proxy (or where the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel which includes the Chair.

Chair's voting intentions in relation to undirected proxies

The Chairman intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chairman may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

| | | For | Against | Abstain* |
|--------------|---|-----|---------|----------|
| Resolution 1 | Remuneration Report | | | |
| Resolution 2 | Election of Director - Mr Anthony Fitzgerald | | | |
| Resolution 3 | Election of Director - Dr Natasha Ayers | | | |
| Resolution 4 | Election of Director - Mr Raphael Wood | | | |
| Resolution 5 | Appointment of Auditor - Elderton Audit Pty Ltd | | | |

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

Authorised signature/s This section *must* be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution in which the Chairman is entitled to vote.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder’s proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder’s votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder’s proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company’s share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate “Certificate of Appointment of Representative” should be produced prior to admission. A form of the certificate may be obtained from the Company’s Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or email which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Perth office of the Company (144 Northwood Street, West Leederville WA 6007 or email cosec@carbonconscious.com.au) not less than 48 hours prior to the time of commencement of the Annual General Meeting (WST).