



ACN 629 272 037

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at

**Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on Thursday, 29
February 2024 at 10.00am (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 email leaving your contact details to cosec@carbonconscious.com.au.

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 Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on Thursday, 29 February 2024 at 10.00am (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 Tuesday, 27 February 2024 (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 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Re-election of Director - Mr Andrew McBain

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

"That Mr Andrew McBain, who retires by rotation in accordance with Article 7.2(b) of the Constitution and for all other purposes, and being eligible and offering himself for re-election, is re-elected as a Director."

BY ORDER OF THE BOARD

Mr Paul Jensen
Chair and Non-Executive Director
30 January 2024

CARBON CONSCIOUS INVESTMENTS LIMITED

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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 Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on Thursday, 29 February 2024 at 10.00am (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 Resolution will be voted.

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

	SECTION / SCHEDULE HEADING	INFORMATION & MEMBER VOTING ELIGIBILITY
Section 2:	Action to be taken by Shareholders	Summarises action to be taken by Shareholders wishing to understand and vote on the Resolution.
Section 3:	Annual Report	Summarises the approach to be taken in considering the Annual Report.
Section 4:	Resolution 1 - Re-election of Director - Mr Andrew McBain	ALL Shareholders are eligible to vote.
Schedule 1:	Definitions	Key terms defined.
Schedule 2:	Proxy Form	Proxy Form for Shareholders to appoint proxy and issue voting instructions or authorise discretionary voting. A Proxy Form is located at the end of the Explanatory Memorandum. Alternatively Shareholders can submit proxies via www.automic.com.au .

2. Action to be taken by Shareholders

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

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

2.2 Voting by proxy

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 or submit their Proxy Form online at www.automic.com.au. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) a Shareholder 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.

2.3 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 Chair is appointed as your proxy and you have not specified the way the Chair is to vote, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair'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 2023.

The Annual Report can be viewed at www.carbonconscious.com.au/investors.

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 Chair 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 or by email to cossec@carbonconscious.com.au.

4. Resolution 1 - Re-election of Director - Mr Andrew McBain

Article 7.2(b) of the Constitution provides that:

- (b) there must be an election of Directors at each annual general meeting of the Company. This can be satisfied by one or more of the following:
 - (i) a person standing for election as a new Director having been nominated in accordance with Article 7.5;
 - (ii) any Director who was appointed under Article 7.6 standing for election as a Director;
 - (iii) any Director who is retiring at the end of the annual general meeting due to the tenure limitation in Article 7.2(a), standing for re-election; or
 - (iv) if no person or Director is standing for election or re-election in accordance with paragraphs (i), (ii) or (iii), any Director who wishes to retire and stand for re-election. Otherwise, the person who has been a Director the longest without re-election must retire and stand for re-election. If 2 or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Article 7.3 of the Constitution provides that a retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

The Company currently has 3 Directors and pursuant to Article 7.2(b) one Director must retire.

Mr Andrew McBain was appointed on 31 May 2022 and elected by Shareholders at the Company's annual general meeting held on 28 February 2023.

As the longest serving director, Mr McBain will retire in accordance with Article 7.2(b) of the Constitution and being eligible, offer himself for re-election and seeks re-election from Shareholders.

As a founder of Carbon Conscious and having served in non-executive and executive director roles between 2007 and February 2020, Mr McBain has a deep knowledge of the carbon farming sector and the operations of the Company.

His business career extends over 20 years and includes founding and managing a number of ASX and non-ASX businesses in carbon, agribusiness and mineral exploration. Mr McBain has experience in start-ups, ASX listings, capital raisings, investor relations and corporate compliance and his experience is complemented by competencies including business management, strategic thinking and business development.

If elected, Mr McBain is not considered to be an independent Director, as Mr McBain has been employed as an Executive Director of the Company.

The Board (excluding Mr McBain) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

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 2023.

Article means an article in the Company's Constitution.

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

Board means the board of Directors of the Company.

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

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.

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.

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.