



ASX Announcement

18 April 2019

2019 Annual General Meeting

Elixinol Global Limited (EXL or the Company) (ASX:EXL; OTCQX:ELLXF), a global company operating in the industrial hemp, dietary supplements and emerging medicinal cannabis sectors, is pleased to announce that the Annual General Meeting will be held on Thursday, 23 May 2019 commencing at 10.00am (Sydney time) at the offices of Gilbert and Tobin, Level 35, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW, 2000.

The Notice of Meeting, Explanatory Notes, Proxy Form and Question Form have been mailed to shareholders today. Copies of these documents follow this announcement. The Notice of Meeting is also available on Elixinol's website.

The 2018 Annual Report has also been mailed today to shareholders who have elected to receive a printed copy. A copy of the Annual Report was lodged with the ASX on 27 March 2019 and is available on the Elixinol website.

About Elixinol Global

Elixinol Global Limited (ASX:EXL; OTCQX:ELLXF) through its businesses has a global presence in the cannabis industry including hemp-derived CBD dietary supplements, hemp food and wellness products, as well as cultivation and manufacture of medicinal cannabis products. EXL's businesses include:

- Elixinol LLC ("Elixinol"), founded in 2014, is a manufacturer and global distributor of hemp dietary supplement and skincare products, with operations based out of Colorado, USA.
- Hemp Foods Australia Pty Ltd ("Hemp Foods Australia"), founded in 1999, is a leading hemp food wholesaler, retailer, manufacturer and exporter of bulk and branded raw materials, and finished products.
- Nunyara Pharma Pty Ltd ("Nunyara"), formerly known as Elixinol Australia, was founded in 2014 to participate in the emerging Australian medicinal cannabis market and submitted licence applications for cultivation and manufacture to the Office of Drug Control in early 2018. These applications are currently pending approval.

See more at www.elixinolglobal.com



18 April 2019

Dear Shareholder,

On behalf of the Directors of Elixinol Global Limited (**Elixinol**), I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of Elixinol. Enclosed is the Notice of Meeting setting out the business of the AGM.

Elixinol's 2019 AGM will be held on Thursday, 23 May 2019 commencing at 10.00am (Sydney time) at the offices of Gilbert and Tobin, Level 35, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW, 2000.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 10.00am (Sydney time) on Tuesday, 21 May 2019 in one of the ways specified in the Notice of Meeting and Proxy Form.

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

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

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Elixinol and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,

Andrew Duff
Chairman



Elixinol Global Limited
ABN 34 621 479 794

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Elixinol Global Limited (**Elixinol** or **Company**) will be held:

Date: Thursday 23 May 2019

Time: 10.00am (Sydney time)

Venue: The offices of Gilbert and Tobin, Level 35, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW, 2000

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

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 31 December 2018.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2018 on the Company's website at www.elixinolglobal.com/site/investor/investor-centre-home.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the 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.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1. Election of Director – Mr Gregory Ellery

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

“That Mr Gregory Ellery, who having been appointed by the Board of the Company since the last annual general meeting, retires in accordance with clause 6.1(e) of the Company’s Constitution and being eligible, offers himself for re-election as a Director of the Company.”

Resolution 2. Re-election of Director – Mr Andrew Duff

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

“That Mr Andrew Duff, who retires in accordance with clause 6.1(f)(i) of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 3. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Company’s Remuneration Report for the financial year ended 31 December 2018, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is contained in the 2018 Annual Report (available at www.elixinolglobal.com/site/investor/investor-centre-home). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 4. Increase to Non-Executive Directors’ Fee Pool

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

“That, for the purposes of ASX Listing Rule 10.17 and clause 6.3(a) of the Company’s Constitution, the maximum aggregate amount payable to Non-Executive Directors by way of Directors’ fees be increased by \$110,000 from \$240,000 to \$350,000 per annum.”

Resolution 5. Ratification of issue of Placement Shares

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 28 September 2018 of a total of 15,439,281 fully paid ordinary shares in Elixinol Global Limited (**Shares**) at an issue price of A\$1.85 cents per Share, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, is ratified.”*

Resolution 6. Issue of Performance Share Rights under the Elixinol Global Limited Equity Plan– Mr Stratos Karousos

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of up to a maximum of 900,000 Performance Share Rights to Mr Stratos Karousos under the Elixinol Global Equity Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of Elixinol (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting.”

VOTING EXCLUSION STATEMENTS

Resolution 3. Remuneration Report

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2018 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by 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 KMP.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act 2001* (Cth).

Resolution 4. Increase to Non–Executive Directors’ Fee Pool

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any Director of the Company or any of their associates.

However, the Company need not disregard a vote cast on Resolution 4 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 5. Ratification of issue of Placement Shares

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour on Resolution 5 by or on behalf of:

- a. any person who participated in the above issue; or
- b. an associate of those persons.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6. Issue of Performance Share Rights under the Elixinol Global Limited Equity Plan to Mr Stratos Karousos

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a. Mr Karousos; or
- b. an associate of Mr Karousos.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the *Elixinol Global equity plan*; or
- b. an associate of any of those Directors.

However, the Company need not disregard a vote cast on Resolution 6 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a. any person who may participate in the 10% placement facility, 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 Company; or
- b. an associate of those persons.

As at the date of this Notice of Meeting, the Company has no specific plans to issue securities under the 10% placement facility under ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential issue of securities under the placement facility (if any) under ASX Listing Rule 7.1A. On that basis, the Company is not aware of any person who would be excluded from voting on this resolution.

However, the Company need not disregard a vote cast on Resolution 7 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Ron Dufficy
Company Secretary
18 April 2019



ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on Tuesday, 21 May 2019 will be entitled to attend and vote at the AGM as a shareholder.

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

Appointment of Proxy

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

A proxy need not be a shareholder of the Company.

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

To be effective, the proxy must be received at the Share Registry of the Company no later than 10.00am (Sydney time) on Tuesday, 21 May 2019. Proxies must be received before that time by one of the following methods:

Online:

www.investorvote.com.au

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (Sydney time) on Tuesday, 21 May 2019 being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act 2001 (Cth). The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.computershare.com.au.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3 then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.computershare.com.au, select Voting then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 10.00am (Sydney time) on Thursday, 16 May 2019. Questions will be collated, and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Elixinol's share registry's website at www.computershare.com.au to ensure the timely and cost-effective receipt of your proxy;
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chairman or Deloitte (our external auditor) at the AGM; and
- a reply-paid envelope for you to return either or both the proxy form and AGM Question Form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Thursday, 23 May 2019.

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

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

Resolutions 1, 2, 5 and 6 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolution 7 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1. Election of Director – Mr Gregory Ellery

Mr Gregory Ellery was appointed as a Non-Executive Director of the Company on 12 April 2019. In accordance with clause 6.1(e) of the Constitution, Mr Ellery retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Gregory joined the Company in 2019. He has significant international Consumer Packaged Goods (CPG) / Fast Moving Consumer Goods (FMCG) experience within multinational publicly listed companies across a number of sectors including beverages, consumables, imaging products and apparel. Gregory held the position of CEO, Asahi Premium Beverages, Asia Pacific, for five years prior to joining the Board. Gregory is also a Fellow of the Australian Institute of Company Directors.

The Directors, with Mr Gregory Ellery abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2. Re-Election of Director – Mr Andrew Duff

Mr Andrew Duff was appointed as a Non-Executive Director of the Company on 27 November 2017. In accordance with clause 6.1(f)(i) of the Constitution, Mr Duff retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Andrew joined the Company in 2017. He has significant ASX-listed company experience, including as a director. He is also the Chairman of Cornerstone Health Pty Ltd and director of Dexus Wholesale Funds Limited. Andrew held the position of Chief Financial Officer and Finance Director of Primary Health Care (ASX: PRY), an ASX 100 listed company. Prior to joining Primary Health Care, Andrew was Chief Accountant of Medical Defence of Australia from 1995 to 1998, an insolvency manager from 1993 to 1995, and a Senior Audit Manager at Deloitte Touche Tohmatsu in both London and Sydney from 1985 to 1993.

Mr Duff is the Chair of the Board, Audit and Risk Committee and the Remuneration and Nomination Committee.

The Directors, with Mr Duff abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 3. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Elixinol's website at <https://www.elixinolglobal.com/site/investor/investor-centre-home>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

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

Resolution 4. Increase to Non-Executive Directors' Fee Pool

In accordance with ASX Listing Rule 10.17, the Board seeks shareholder approval to increase the annual aggregate amount of remuneration that may be paid to the Company's Non-Executive Directors under clause 6.3(a) of the Company's Constitution from \$240,000 to \$350,000.

The current fee pool was initially determined in accordance with the Company's Constitution. The fee pool includes all Board fees paid (no Committee fees are paid) to Non-Executive Directors, as well as superannuation contributions made on behalf of Non-Executive Directors. It is exclusive of industry-standard travel entitlements. In the year ended 31 December 2018, a total of \$150,000 was paid to the Company's Non-Executive Directors.

To allow the Company to continue to attract and retain directors with appropriate skills, experience and competency and potentially increase the size of the Board in future. The Directors propose that the maximum amount be increased to \$350,000 to allow additional capacity to increase the Director's fees commensurate with fees paid by peer companies.

If shareholder approval is obtained, the increased available Non-Executive Director Fee Pool will apply from and including the financial year ending 31 December 2018.

In the past three years the Company has issued the following securities to Non-Executive Directors with shareholder approval under ASX Listing Rule 10.11 or 10.14.

Mr Andrew Duff	675,000 Performance Share Rights subject to vesting conditions
Mr Stratos Karousos	300,000 Performance Share Rights subject to vesting conditions

Please refer to Resolution 4 in respect of a proposed change in awards and employment arrangements with Mr Karousos.

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

Resolution 5. Ratification of issue of Placement Shares

Background about the Placement

On 28 September 2018, the Company announced details of a Placement to domestic and international institutional and sophisticated investors to subscribe for new Elixinol Global Limited shares of 21,621,622 at a price of A\$1.85 cents per share, to raise approximately A\$40 million (**Placement**). Bell Potter Securities Limited acted as Lead Manager to the Placement.

Of the 21,621,622 new Placement shares that were issued, 15,439,281 shares were issued under the Company's ASX Listing Rule 7.1 capacity, with the remaining 6,182,341 Placement Shares issued under the ASX Listing Rule 7.1A capacity.

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 15,439,281 fully paid ordinary shares under the Placement.

Specific information about Resolution 5

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of ASX Listing Rule 7.1.

The Company is seeking approval for the purposes of ASX Listing Rule 7.4 to enable the Company to refresh its issuing capacity under Listing Rule 7.1, thereby providing the Company with the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises in the next 12 months.

15,439,281 of the Placement was made within the 15% limit permitted under ASX Listing Rule 7.1 and without shareholder approval and the remaining 6,182,341 Placement Shares were issued under the ASX Listing Rule 7.1A capacity. Accordingly, Resolution 5 is proposed for the purpose of ratifying the issue of the Placement and thereby refreshing the Company's ability to issue Shares in the future up to the 15% limit should the need or opportunity arise.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of Shares issued under the Placement was 15,439,281 issued pursuant to ASX Listing Rule 7.4;
- the Shares issued under the Placement were issued at a price of A\$1.85 cents per share;
- Shares under the Placement have been issued to:
 - a range of sophisticated and professional investors who qualify under the requirements of sections 9 and 708 of the Corporations Act identified by Bell Potter Securities Limited; and
 - international resident investors to whom an offer of the Placement Shares did not require disclosure under the laws of the relevant jurisdiction;
- the Shares issued under the Placement were fully paid ordinary shares which rank equally with all other existing Shares from the date of issue;
- the funds raised from the Placement will be used by the Company to:
 - support the growth of Elixinol USA's hemp-derived CBD business including ramping up sales and marketing efforts and further expanding Elixinol USA's production capacity;
 - expand Elixinol's sales and marketing activities in Europe; and
 - provide general working capital including for the funding of strategic investments; and
- a Voting Exclusion Statement accompanies Resolution 5 in the Notice of Meeting.

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

Resolution 6. Issue of Performance Share Rights under the Elixinol Global Limited Equity Plan to Mr Stratos Karousos

The Company has invited Mr Karousos to join the executive management team in the new role of Chief

Commercial and Legal Officer as the Company continues to grow. Mr Karousos has agreed to resign as a non-executive Director of the Company effective on close of this meeting and to commence in his new executive role on 24 May 2019.

The Company in its AGM on 15 May 2018 approved the invitation of employees and Directors to participate in the Elixinol Global Limited Equity Plan (the **Plan**) following meeting certain key performance indicators determined by the Company.

As part of this AGM, approval was obtained for the issue of 300,000 Performance Share Rights to Mr Karousos under the Plan in his capacity as a non-executive Director. These 300,000 unvested Performance Share Rights currently held by Mr Karousos are to lapse on the resignation of Mr Karousos as a Director becoming effective (as described above) in accordance with the Plan.

The Company adopted the Plan on 25 October 2017, and after having received independent advice on the reasonableness of the Vesting Conditions from its external advisors and after review and consideration by the Nomination and Remuneration Committee, the Company has agreed on the Vesting Conditions for the current participants in the Plan, as described in the 2018. The Vesting Conditions applicable to the Performance Share Rights proposed to be issued to Mr Karousos have been aligned with the current participants in the Plan with any variance noted in the key terms summary below.

It is not the intention of the Company to make an annual grant and Directors have no expectation of a further grant in the foreseeable future.

Details of the Plan are presented in the Explanatory Memorandum relating to Resolution 6 below.

The Company proposes to grant a total of up to 900,000 Performance Share Rights to Mr Karousos under the terms of the Plan in respect of the financial year commencing 1 January 2019 with a grant date for 300,000 of these Performance Share Rights deemed to be aligned to the original grant date of 15 May 2018 (**Replacement Share Rights**), and with the remaining 600,000 Performance Share Rights deemed to have a grant date of 23 May 2019 (**New Share Rights**), subject to shareholder approval (**proposed grant**). This alignment of the grant date for the Replacement Share Rights with the date of grant of the original 300,000 Performance Share Rights to Mr Karousos (and similarly alignment of the performance period – see below) recognises that he has held his existing 300,000 Performance Share Rights since that original grant date.

The grant of the Replacement Share Rights reflects the desire to ensure that Mr Karousos is not unfairly disadvantaged by the lapse of his existing Performance Share Rights on his resignation as a Director notwithstanding that he will now continue in an executive capacity. The grant of the New Share Rights will, together with the Replacement Share Rights, represent an aggregate 900,000 Performance Share Rights, which is consistent with the number of Performance Share Rights issued to the other senior executives of the Company.

The proposed grant to Mr Karousos forms part of the Company's overall remuneration framework which is designed to support and reinforce its business strategy. Linking remuneration to the drivers that support the business strategy ensures that remuneration outcomes for senior executives and Directors are aligned with the creation of sustainable value for Shareholders.

The Company's executive remuneration framework includes three key elements:

- a. Fixed remuneration - to provide a fair and equitable fixed salary, which accurately reflects the skills and responsibilities of the role and the experience of the individual fulfilling the position;
- b. Short-term incentive - to encourage and reward for individual outperformance against annual key performance indicators during the financial year; and
- c. Long-term incentive - to drive long-term sustainable growth and facilitate alignment between the senior executive team and the long-term interests of Shareholders.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a related party of a company to be issued securities, which is deemed to include a person who has been a Director of the company in the previous six months. As a result, even if Mr Karousos is no longer a Director of the Company at the time of the proposed grant of Performance Share Rights in his new role as a senior executive, he will remain a related party for a period of 6 months following his resignation as a Director.

If shareholder approval is obtained under ASX Listing Rule 10.14, shareholder approval is not required under ASX Listing Rule 7.1, and the issue of such Performance Share Rights to Mr Karousos will not count towards the Company's capacity to issue equity securities under Listing Rule 7.1.

Accordingly, approval is sought for the proposed grant to Mr Karousos of up to a maximum of 900,000 Performance Share Rights under the Plan. For the purposes of Listing Rule 10.13, the key terms are detailed below. This proposed grant is conditional on receiving shareholder approval.

The Company has determined that the proposed grant of Performance Share Rights under the Plan pursuant to the resolution in item 6 as part of Mr Karousos' remuneration package will constitute the giving of reasonable remuneration for the purposes of Chapter 2E of the Corporations Act.

Key terms of the Performance Share Rights grant to Mr Karousos

<p>Details of the Grant</p>	<p>The proposed grant to Mr Karousos is up to a maximum of 900,000 Performance Share Rights.</p> <p>The proposed grant represents the long-term incentive remuneration with two components:</p> <ul style="list-style-type: none"> • in respect of the Replacement Share Rights, two equal tranches of Mr Karousos' remuneration package for the 4 year period commencing on 1 January 2019; and • in respect of the New Share Rights, four equal tranches of Mr Karousos' remuneration package for the 4-year period commencing on 1 January 2019. <p>Each Performance Share Right is a conditional right to acquire one Share, subject to the satisfaction of the Vesting Conditions set out below.</p>
<p>Price payable on Grant or Exercise</p>	<p>No amount will be payable to the Company in respect of the issue or exercise of Performance Share Rights. For the purpose of the disclosure required by Listing Rule 10.15.3 concerning the intended use of the funds raised, there is therefore no funds being raised as a result of the proposed grant.</p>
<p>Vesting of Performance Share Rights</p>	<p>In respect of Replacement Share Rights, the Vesting Period is in 2 tranches of 150,000 each as follows (consistent with the original grant): Tranche 1 vesting on 28 February 2022; and Tranche 2 vesting on 28 February 2023.</p> <p>In respect of New Share Rights, the Vesting Period is in 4 tranches of 150,000 each as follows (consistent with the vesting dates for the other senior executives): Tranche 1 vesting on 28 February 2020 Tranche 2 vesting on 28 February 2021 Tranche 3 vesting on 28 February 2022 Tranche 4 vesting on 28 February 2023.</p>

<p>Performance Period</p>	<p>In respect of the Replacement Share Rights, 1 January 2018 to 31 December of each of 2021 and 2022.</p> <p>In respect of the New Share Rights, 1 January 2019 to 31 December of each of 2019, 2020, 2021 and 2022.</p> <p>The Performance Period in respect of the Replacement Share Rights will be aligned with what applied to Mr Karousos' original grant of Performance Share Rights, which technically lapse on his resignation as a Director notwithstanding that he will now continue in an executive capacity.</p> <p>The Performance Period in respect of the New Share Rights will be aligned with what applies to the other senior executives of the Company.</p>
<p>Date of Grant</p>	<p>In respect of the Replacement Share Rights, this is deemed to be 15 May 2018 subject to shareholder approval.</p> <p>In respect of the New Share Rights, this is deemed to be 23 May 2019 subject to shareholder approval.</p>
<p>Vesting Conditions which must be satisfied (or waived) before Performance Share Rights vest and can be exercised</p>	<p>Performance Share Rights which have not lapsed will vest and become exercisable on the date on which any Vesting Conditions applicable to the Performance Share Rights have been satisfied (or waived by the Board) or the date on which the Performance Share Rights otherwise vest in accordance with the Plan rules.</p> <p>The Performance Share Rights are subject to the following Vesting Conditions, which are independent and will be tested separately:</p> <ul style="list-style-type: none"> • Performance gateway condition being the first sale of Company product in the Australian medical cannabis market; • Performance gateway condition being the achievement of a minimum cumulative annualised revenue growth (Revenue CAGR) of 22% per annum as reported in preliminary accounts on 28 February of each Vesting Period; and • Satisfaction of absolute total shareholder return (TSR) performance hurdles for the relevant Vesting Period (TSR Performance Share Rights).

Total Shareholder Return – Performance Condition	<p>The proportion of TSR Performance Share Rights that will vest will be determined by reference to the absolute TSR of the Company during the relevant Performance Period, in accordance with the following vesting schedule:</p>	
	Company’s TSR over the relevant Vesting Period	Percentage of TSR Performance Share Rights Vesting
	Below 10%	0% of the TSR Performance Share Rights will vest
	Greater than 10% but less than the 20%	40% to 100% of the TSR Performance Share Rights will vest on a pro-rata straight-line basis
	Equal to or greater than the 20%	100% of the TSR Performance Share Rights will vest
<p>The share price baseline for the TSR calculation will be equivalent to:</p> <ul style="list-style-type: none"> • the volume weighted average market price of the five (5) days before the Replacement Share Rights, 20 March 2018 which was \$1.56; and • the volume weighted average market price of the thirty (30) days before the New Share Rights, 29 March 2019 which was \$3.83. <p>TSR Performance Share Rights that do not vest on the relevant vesting date will lapse.</p>		

<p>Cessation of employment</p>	<p>If Mr Karousos ceases employment with the Company prior to the vesting of Performance Share Rights, the treatment will depend on the circumstances of cessation.</p> <p>Where Mr Karousos ceases employment in the event of resignation, or dismissal or other circumstances in which the Board determines the following treatment is warranted:</p> <ul style="list-style-type: none"> a. all unvested Performance Share Rights will lapse on the cessation of his employment; b. all vested Performance Share Rights will not lapse and in the case of an Exercisable Share Right will remain exercisable for 60 days, unless the Board determines otherwise. <p>Where Mr Karousos ceases employment in the event of death, Disability, bona fide redundancy, Genuine Retirement or other reason (with the exception of resignation or Dismissal), then unless the Board, in its sole discretion, determines otherwise:</p> <ul style="list-style-type: none"> a. a Pro Rata number of the Participant's unvested Performance Share Rights will not vest or lapse as a result of the Participant ceasing to be an employee of the Group, and these Rules and the relevant Terms of the Share Right (including any Conditions) continue to apply, except that any continuous service requirement will be deemed to be waived; b. the balance of the Participant's unvested Performance Share Rights will lapse; and c. any Performance Share Right which has vested (and in the case of an Exercisable Share Right not been exercised at the time of cessation of employment of the Group) will not lapse (and in the case of an Exercisable Share Right will remain exercisable for the Cessation Period). <p>However, the Board has discretion to apply a different treatment to that outlined above if it deems it appropriate in the circumstances, including allowing Mr Karousos to retain Performance Share Rights which would otherwise lapse on the cessation of their employment.</p>
<p>Control and Take over events</p>	<p>Where a Change of Control or Takeover event occurs in relation to the Company, the board may determine at its sole discretion that all or some of Mr Karousos' unvested Performance Rights vest having regard to all relevant circumstances, including whether performance is in line with the Conditions over the period from the date of grant of the Performance Share Rights to the date of the Control or Takeover Event.</p>

In accordance with ASX Listing Rule 10.15, the Company provides the following additional information in relation to the proposed issue to Mr Karousos:

Since listing on 8 January 2018 the following Directors have received securities under the Plan:

	Performance Share Rights	Price
Andrew Duff	675,000	nil
Stratos Karousos	300,000	nil
Paul Benhaim	900,000	nil
Linda McLeod	900,000	nil

The Directors named above are those that are entitled to participate in the Plan.

The Performance Share Rights will be issued by 30 May 2019 and in any event, no later than 12 months after the date of the meeting, subject to shareholder approval.

Resolution 6 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

The Directors, with Mr Karousos abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12-month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a. it has a market capitalisation of \$300 million or less (excluding restricted securities); and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 7 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

The effect of Resolution 7 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the shares are to be issued is agreed; or
 - b. if the shares are not issued within 5 trading days of the date in paragraph a. the date on which the shares are issued.
- If Resolution 7 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; 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,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A", calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- a. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$1.975 50% decrease in Issue Price	\$3.950 Issue Price	\$7.90 100% increase in Issue Price
124,550,162 (Current)	Shares issued	12,455,016	12,455,016	12,455,016
	Funds raised	\$24,598,657	\$49,197,314	\$98,394,628
186,825,243 (50% increase)	Shares issued	18,682,524	18,682,524	18,682,524
	Funds raised	\$36,897,985	\$73,795,971	\$147,591,942
249,100,324 (100% increase)	Shares issued	24,910,032	24,910,032	24,910,032
	Funds raised	\$49,197,314	\$98,394,628	\$196,789,256

- The table has been prepared on the following assumptions:
 - the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - the company has no other types of securities that would affect the number of ordinary shares;
 - the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - the issue of equity securities under the 10% Placement Facility consists only of shares; and
 - the issue price is \$3.950 per share², being the closing price of the shares on ASX on 21 March 2019.
- If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 23 May 2019) and the approval being sought under Resolution 7 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 23 May 2019.
- The shares will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's licensing activities, the assessment and evaluation of new business development opportunities and general working capital purposes. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

¹ Variable "A" in Listing Rule 7.1A.2.

² Closing price on 21 March 2019 was 3.950 per share.

- The Company may seek to issue the equity securities for the following purposes:
 - a. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
 - b. non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Shareholder approval of Resolution 7) have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).
- The Company previously obtained approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 15 May 2018.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 7 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

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

Details of all issues of Equity Securities during the 12 months prior to 23 May 2019 are as follows:

	Issue on 4/10/2018
Number of Equity Securities issued:	21,621,622
Class:	Ordinary Shares
Summary of Terms	Issue of fully paid ordinary shares under a Placement as announced on 26 September 2018.
Persons to whom securities were issued and basis for issue:	Domestic and international institutional and sophisticated investors
Price at issue:	\$1.85
Discount to market price:	3.3%
Total cash consideration: Amount of cash spent: Spent on: Intended use for remaining cash:	<p>\$40,000,000</p> <p>\$13,700,000</p> <p>The funds will be used to:</p> <ol style="list-style-type: none"> a. Expand Elixinol's sales and marketing activities in the USA and Europe b. Expand Elixinol's production capacity in the USA c. Provide general working capital d. Fund strategic investments
Non-cash consideration: Current value of non-cash consideration:	Nil

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Elixinol Global Limited
ACN 621 479 794

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182562

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (Sydney time) Tuesday, 21 May 2019.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Elixinol Global Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Elixinol Global Limited to be held at offices of Gilbert and Tobin, Level 35, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW, 2000 on Thursday, 23 May 2019 at 10:00am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4, and 6 (except where I/we have indicated a different voting intention below) even though Items 3, 4, and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3, 4, and 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
1. Election of Director – Mr Gregory Ellery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr Andrew Duff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Increase to Non-Executive Directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Performance Share Rights under the Elixinol Global Limited Equity Plan – Mr Stratos Karousos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____



Elixinol Global Limited
ACN 621 479 794



EXL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Return your information:



Online:
www.investorcentre.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia

Enquiries:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Securityholder Reference Number (SRN)



I 9999999999

I ND

Electronic Communication Request

FASTER SECURE COMMUNICATIONS - HELP THE ENVIRONMENT AND REDUCE COSTS

Unless you tell us otherwise we are required to mail shareholder communications to you. By electing to receive shareholder communications from Elixinol Global Limited by email you will help the environment by reducing our paper printing and you will receive the information you need in the fastest most cost effective manner.

If you would like to receive shareholder communications by email, please complete this form and return it in the reply paid envelope provided OR update your communication details online.



Please send me all shareholder communications (e.g. Annual Report, Notices of Meeting, Proxy Forms etc) to me by email to the following email address:

Please return the completed form in the envelope provided or to the address above

OR

Update your communication preferences by going online to www.investorcentre.com

For your security you will need to register on this site if you have not done so already. To register you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which are at the top of this page. Log in or create a new user. Once logged in select the "Receive communications via email" link.

Please Note

- If you have any questions please contact the Share Registry using the details at the top of this form.
- You may cancel or change your email election at anytime or specifically request a copy of any material by mail of any material that is provided by email by simply contacting the Share Registry using the details at the top of this form or via the Computershare website www.computershare.com.au





Elixinol Global Limited
ACN 621 479 794

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

EXLRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Elixinol Global Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Ron Dufficy
Company Secretary