

PLUKKA

FINE JEWELLERY

TIME: 1pm AEDT

DATE: 30 November 2017

PLACE: Level 42, Rialto South Tower
525 Collins St
Melbourne VIC 3000

Important notice

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Plukka Limited to assist Shareholders to determine how to vote on the resolutions set out in the accompanying Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or charly@cdplus.com.au.

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Notice of Annual General Meeting of Shareholders of Plukka Limited

Notice is given that the annual general meeting of Shareholders of Plukka Limited (ACN 106 854 175) (**Plukka** or the **Company**) will be held:

- on Thursday, 30 November 2017 at 1pm AEDT
- at the offices of Coghlan Duffy & Co at Level 42, Rialto South Tower, 525 Collins St, Melbourne VIC 3000

Important Information

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

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 Shareholders at 7pm (AEDT) on Tuesday, 28 November 2017.

Voting in person

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

Voting online

To vote online, please go to <https://investor.automic.com.au/#!/loginsah> and follow the instructions on your Proxy Form.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution. If an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the appointed proxy is not the Chair and at the Meeting, a poll is duly demanded on the Resolution and either of the following applies:
 - the proxy is not recorded as attending the Meeting; or
 - the proxy does not vote on the Resolution,the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative. Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a resolution. A Certificate is available upon request from the Share Registry.

Appointments may be lodged in advance of the Meeting with the Share Registry, or handed in at the Meeting when registering.

BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary business

1. Financial Statements and Reports

To receive and consider the Annual Report, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

2. Resolution 1 – Adoption of Remuneration Report

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

“THAT, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member,
- (each a **Restricted KMP Voter**).

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

- (c) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – John Toll

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

“THAT John Toll, having retired from his office as Director in accordance with Article 14.4 of the Company's constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for election, be elected as a Director of the Company.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

4. Resolution 3 – Re-election of Director – Charly Duffy

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

“THAT Charly Duffy, having retired from her office as Director in accordance with Article 14.2 of the Company's constitution and ASX Listing Rule 14.4, and being eligible, having offered herself for election, be elected as a Director of the Company.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

5. Resolution 4 – Approval of Prior Issue of Shares

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

“THAT, for the purposes of ASX Listing Rule 7.4, approval is given in respect of the issue of 20,963,531 fully paid ordinary shares in the Company to Treliss Worldwide Inc. on 6 March 2017 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Treliss or any of its Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the Chair 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

6. Resolution 5 – Approval of Issue of Shares to a Director – John Toll

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

“THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given in respect of the issue of 10,000,000 fully paid ordinary shares in the Company to John Toll, non-executive Director, or his nominee, on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by John Toll or any of his Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the Chair 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.

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member,
- (each a **Restricted KMP Voter**).

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

- (c) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

7. Resolution 6 – Approval of 10% Placement Capacity

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

“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of equity securities under this Resolution and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the Chair 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

8. Other Business

To transact any other business which may legally be brought before the Meeting.

Dated: 30 October 2017
By order of the Board

Charly Duffy
Company Secretary / Director

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Financial Statements and Reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at www.plukka.com/about-plukka/investor.

2. Resolution 1 – Adoption of Remuneration Report

2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the Company's remuneration arrangements for the directors and other Key Management Personnel of the Company. The remuneration report is part of the directors' report contained in the annual financial report of the Company for a financial year.

The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution vote against the adoption of the remuneration report at two consecutive annual general meetings, the Company is required to put to its Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the re-election of the Directors of the Company (**Spill Resolution**), provided that a Spill Resolution was not put to vote at the first of those annual general meetings. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a Shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

If a Spill Resolution is put to Shareholders, all of the Directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting each person whose election or re-election as Directors of the Company was approved will continue as a director of the Company.

2.3 Previous voting results

At Plukka's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not required for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Proxy Form	Where no directions are given on Proxy Form
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the appointment as proxy ⁴
Other	Vote as directed	Able to vote at discretion of proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel (whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. Resolution 2 – Re-election of Director – John Toll**3.1 General**

Article 14.4 of the Constitution requires that, if a person has been appointed as a director by the Directors of the Company, that director must retire at the Company's next annual general meeting, and is eligible for re-election at that meeting.

Mr Toll was appointed as a Director on 2 October 2017. Personal particulars for John Toll are set out below.

3.2 Mr John Toll

Mr Toll is a partner of Azure Capital Limited, a leading corporate advisory firm based in Perth, Western Australia. John has over 10 years of experience in corporate advisory, focusing mainly on equity financing transactions across a range of industries including mining, technology, general industrials, biotech and infrastructure. He has advised local and international clients on transactions ranging from private capital raisings for early stage companies through to strategic and transformational capital raisings for established businesses.

3.3 Board Recommendation

The Board (other than Mr Toll) recommends that you vote in favour of this Resolution.

4. Resolution 3 – Re-election of Director – Charly Duffy**4.1 General**

Article 14.2 of the Constitution requires that one third of the Directors (rounded up to the nearest whole number) must retire at the Company's next annual general meeting. The Director who has been longest in office since their last election is to retire and stand for re-election at the Meeting and, in the event that multiple persons became Directors on the same day, the Director to retire shall be determined by drawing lots (unless otherwise agreed between themselves). Article 14.2 of the Constitution further allows such Director who retires to be eligible for re-election at that meeting.

Ms Charly Duffy was elected as Director at a general meeting of members on 15 September 2015, and formally appointed as Director on 4 December 2015. Ms Duffy, as longest serving Director since her election, will retire as Director at the Meeting and, being eligible, will stand for re-election.

Personal particulars for Ms Duffy are set out below.

4.2 Ms Charly Duffy

Ms Duffy is a qualified and practising corporate and commercial lawyer with nine years of private practice experience in equity capital markets, mergers and acquisitions, corporate governance, IPO, secondary capital raisings, business and share sale transactions, takeovers, financing, ASIC and ASX compliance and all aspects of general corporate and commercial law.

Charly is the director and principal of cdPlus Corporate Services and Coghlan Duffy & Co Lawyers.

4.3 Board Recommendation

The Board (other than Ms Duffy) recommends that you vote in favour of this Resolution.

5. Resolution 4 – Approval of Prior Issue of Shares**5.1 General**

On 6 March 2017, Plukka announced (**Announcement**) that (among other things) it had issued 20,963,531 Shares in the Company to Treliss in consideration for services and finance credit under the strategic manufacturing agreement between Treliss and the Company (**Manufacturing Agreement**). The Shares were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1.

As set out in the Announcement, the Company entered into the Manufacturing Agreement to create a strategic alliance between Treliss and Plukka to accelerate revenue growth with the potential for higher gross margins

and minimise inventory risk. Under the Manufacturing Agreement, Treliss also provides Plukka with a two year, USD\$1m revolving inventory financing facility. As disclosed in the Announcement, the projected benefits of the Manufacturing Agreement were to:

- increase revenues through increased in-stock items produced under the finance facility, improved distribution achieved by Treliss introductions into existing retail partners and better product/market fit through detailed product development work;
- improve gross margin through improved manufacturing planning, lead times and processes providing more competitive purchase prices, as well as opportunities to streamline operations with drop shipping; and
- create inorganic growth opportunities.

As subsequently announced on 11 October 2017, the parties are now in discussions to find a mutually acceptable resolution regarding the status of the Manufacturing Agreement. The Board is focused on resolving the matter in a timely and cost effective manner and is currently evaluating various options in the interests of Shareholders.

The issue of the Shares did not breach ASX Listing Rule 7.1.

As the Shares have already been issued to Treliss under the Company's 15% Placement Capacity, Shareholders are not being asked to approve the issue of the Shares to Treliss. This Resolution is seeking the ratification of the issue of the Shares pursuant to ASX Listing Rule 7.4 to refresh the Company's ability to issue that number of securities under its 15% Placement Capacity in the future without seeking Shareholder approval in accordance with ASX Listing Rule 7.1.

5.2 ASX Listing Rules 7.1 and 7.4

Other than in respect of the exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that the Company may issue without Shareholder approval in any 12 month period to 15% of its issued share capital as at the date that is 12 months prior to the issue date (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for Shareholders to subsequently approve an issue of securities, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue. Shareholders are being asked to approve the issue of the abovementioned Shares in accordance with ASX Listing Rule 7.4.

If the Shares are approved pursuant to ASX Listing Rule 7.4, the Company's capacity to issue that number of securities under its 15% Placement Capacity will be restored. The Directors consider it prudent to retain the flexibility and capacity to issue further securities if circumstances require under ASX Listing Rule 7.1.

Accordingly, Shareholders are being asked to approve the ratification of the issue of the abovementioned Shares in accordance with ASX Listing Rule 7.4.

5.3 Technical Information required by ASX Listing Rule 7.4

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

- the number of Shares for which Shareholder approval is being sought under this Resolution is 20,963,531 Shares;
- the Shares were issued as consideration for Treliss' obligations and services under the Manufacturing Agreement and to align the strategic objectives of Treliss and Plukka;
- from their date of issue, the Shares ranked equally in all respects with the Company's existing Shares;
- the Shares were issued to Treliss on 6 March 2017;
- given the Shares were issued as consideration for Treliss' services under the Manufacturing Agreement, no funds were raised by the issue of the Shares; and
- a voting exclusion statement is included in this Notice.

5.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

6. Resolution 5 – Approval of Issue of Shares to a Director – John Toll

6.1 General

The Company seeks Shareholder approval for the issue of 10,000,000 Shares (**Director Shares**) to John Toll, non-executive Director and Chair of the Company. As announced on 3 October 2017, the Company has agreed to pay Mr Toll a Director's fee of \$50,000 per annum. Further, to preserve the Company's existing cash reserves, subject to obtaining Shareholder approval, Mr Toll has agreed to accept the Director Shares (at

a deemed issue price of \$0.005 per Director Share) in lieu of his Director's fees for the first 12 months of his appointment (**Initial Term**).

If Shareholders do not approve this Resolution, the Company will be required to pay Mr Toll's Director fee in cash up front.

6.2 ASX Listing Rule 10.11 and regulatory considerations

ASX Listing Rule 10.11 provides that an entity must not issue or agree to issue equity securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, without the approval of holders of ordinary securities. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a director of the Company), the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 and 227 of the Corporations Act unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

The proposed grant of Director Shares to John Toll under this Resolution constitutes the provision of a financial benefit to a related party. Section 229 of the Corporations Act includes, as an example of a 'financial benefit', the issuing of securities or the granting of an option to a related party.

The Company considers that the proposed issue of Director Shares to John Toll under this Resolution constitutes reasonable remuneration and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the Company has considered:

- the position and responsibilities of John Toll and the fees paid to directors of ASX-listed companies;
- the equivalent cash value of the Director Shares on the basis of the Company's share price as at the date of this Notice;
- in light of the Company's current circumstances, the need to secure and maintain the engagement of high calibre professionals to effectively guide the direction, management and strategy of the Company in the immediate future;
- the Company's reliance on a limited number of executive personnel;
- the need for the Company to effectively incentivise John Toll while aligning the incentive with increasing Shareholder value;
- the desirability of preserving cash resources within the Company; and
- the terms of the Director Shares.

The Board believes that the Director Shares are an effective remuneration tool which preserves the cash reserves of the Company whilst providing valuable remuneration.

Accordingly, Shareholders are being asked to approve the issue of the Director Shares in accordance with ASX Listing Rule 10.11 only.

6.3 Technical Information required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- the Director Shares will be issued to John Toll or his nominee;
- the number of Director Shares for which Shareholder approval is being sought under this Resolution is 10,000,000;
- the Director Shares will be issued no later than one month after the date of this Meeting;
- the material terms of the Director Shares are as follows:
 - from their date of issue, the Director Shares will rank equally in all respects with the Company's existing Shares;
 - the Director Shares will be subject to escrow restrictions from the date of issue until the earlier of:
 - (A) 12 months later; and
 - (B) completion of an acquisition by the Company of a new business or main undertaking;
 - in the event that John Toll resigns during the Initial Term and, at that time, the Company has not completed an acquisition of a new business or main undertaking, that proportion of the Director Shares as it bears to the proportion of the unexpired part of the Initial Term shall be automatically forfeited. Any Director Shares which continue to be held by Mr Toll after his resignation shall be released from escrow;

- the Director Shares will be issued at a deemed issue price of \$0.005 per Director Share, however, no funds will be raised by the issue of the Director Shares as they will be issued in lieu of Mr Toll's Director fees for the first 12 months of his appointment; and
- a voting exclusion statement is included in the Notice for the purpose of this Resolution.

6.4 Board Recommendation

The Board (other than Mr Toll) recommends that you vote in favour of this Resolution. Mr Toll has abstained from making a recommendation to Shareholders in respect of this Resolution due to his material personal interest in the outcome of this Resolution.

7. Resolution 6 – Approval of 10% Placement Capacity

7.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) up to 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities Plukka may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 7.2 below).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) must be in favour of this Resolution for it to be passed.

7.2 ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7.1A:

- the entity is not included in the S&P/ASX 300 Index; and
- the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

Plukka is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 23 October 2017, of approximately \$1.05m.

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be in the same class as an existing class of quoted equity securities. Plukka currently has issued one class of quoted equity securities, being Shares.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the previous 12 months;
- plus the number of Shares issued in the previous 12 months with the approval of Shareholders under ASX Listing Rules 7.1 and 7.4; and
- less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rule 7.1 or 7.4.

7.3 Technical Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to a resolution under ASX Listing Rule 7.1A:

9.3.1 Minimum Price

The minimum price at which the equity securities may be issued is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

9.3.2 10% placement period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and ceasing to be valid on the first to occur of:

- (a) 12 months after the date of the Annual General Meeting; or
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX.

9.3.3 Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing Shareholders on the basis of the closing price of the Shares on the ASX on 23 October 2017 (**Closing Price**) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		\$0.003	\$0.006	\$0.012
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A= 175,008,034	10% voting dilution (Shares to be issued under 7.1A)	17,500,804	17,500,804	17,500,804
	Funds raised	\$52,502	\$105,005	\$210,010
50% increase in Current Variable A= 262,512,051	10% voting dilution (Shares to be issued under 7.1A)	26,251,206	26,251,206	26,251,206
	Funds raised	\$78,754	\$157,507	\$315,014
100% increase in Current Variable A= 350,016,068	10% voting dilution (Shares to be issued under 7.1A)	35,001,607	35,001,607	35,001,607
	Funds raised	\$105,005	\$210,010	\$420,019

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

- (a) the Issue Price set out in the table is the closing price of the Shares on the ASX on 23 October 2017;
- (b) the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
- (c) no options or rights convertible into Shares are exercised;
- (d) the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4 and that Resolution 4 of this Notice is approved by Shareholders;
- (e) this table does not set out any dilution pursuant to approvals of Resolutions under this Notice under ASX Listing Rule 7.1 or 10.11; and
- (f) the issue of equity securities under the 10% placement facility consists only of Shares.

Shareholders should note that there is a risk that:

- (a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue or the equity securities may be issued as part of the consideration for the acquisition of an asset,

which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

8.3.1 Purpose of an issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for either or both of working capital purposes or to fund growth opportunities; or
- (b) as 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 Directors consider it prudent to provide the Board with the maximum flexibility and capacity to solidify the financial and corporate health of the Company if an opportunity to raise funding presents itself on terms acceptable to the Board and consistent with the terms of approval.

8.3.2 Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current Shareholders, new investors or both. Allottees may also include vendors of assets into the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

7.4 Previous approval under ASX Listing Rule 7.1A

The Company has previously obtained approval under ASX Listing Rule 7.1A. The following information is provided in accordance with ASX Listing Rule 7.3A.6:

- (a) During the 12 months preceding the date of the Meeting, being on and from 29 November 2016, the Company issued a total of 23,627,447 equity securities (including securities issued on conversion of performance rights) representing 15.6% of the equity securities on issue at the commencement of this 12 month period;
- (b) The equity securities issued in the 12 month period are set out in the following table:

Date	Quantity	Class	Recipient(s) or the basis upon which recipient(s) were determined	Issue price	Closing Market Price on date of issue ¹	% Discount/Premium to Closing Price on date of issue	Consideration
6/3/17	20,963,531	Shares	Treliss Worldwide Inc.	Nil	\$0.26	N/A	• Non-cash consideration: Treliss' services under the Manufacturing Agreement • Current value of non-cash consideration: \$125,781
6/3/17	1,081,458	Shares	The Company's CEO	Nil	\$0.26	N/A	• Non-cash consideration: The Shares were issued on conversion of Time Based Rights issued under the CEO's executive service agreement • Current value of non-cash consideration: \$6,488
31/7/17	1,582,458	Shares	The Company's CEO and COO	Nil	\$0.006	N/A	• Non-cash consideration: The Shares were issued on conversion of Time Based Rights issued under the CEO and COO's respective executive service agreements • Current value of non-cash consideration: \$9,494

Notes

¹ The Closing Market Price is considered to be the closing market price on the last trading day on which a sale was recorded prior to the date of issue of the relevant equity securities.

7.5 Voting exclusion statement

A voting exclusion statement is included in the Notice. As at the date of the Notice, Plukka has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in the issue of any equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the notice.

7.6 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning ascribe to it in section 7.1 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Savings Time as observed in Melbourne, Victoria, Australia.

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

Annual Report means the annual financial report of the Company for the year ending 30 June 2017.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the ASX Listing Rules and on the basis that the entity is the “designated body” for the purpose of that section.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Plukka** means Plukka Ltd ACN 106 854 175.

Constitution means the Company’s constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors’ Report means the directors’ report contained in the Annual Report.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Financial Statements means the financial statements set out in the Company’s Annual Report.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those 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.

Notice or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors’ Report contained in the Company’s Annual Report.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Share Registry means the share registry of the Company, being Automic Pty Ltd.

Shareholder means a holder of a Share.

Treliss means Treliss Worldwide Inc.

VWAP means volume weighted average price.