



8 September 2020

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF SEADRAGON LIMITED

Notice is hereby given to all shareholders that the annual meeting of shareholders (**Meeting**) of SeaDragon Limited (**SeaDragon or Company**) will be held by an online meeting using the Company's share registrar's virtual meeting platform at www.virtualmeeting.co.nz/sea20 on Thursday, 24 September 2020 at 2:00 p.m.

Due to COVID-19, shareholders of the Company (**Shareholders**) will only be able to participate in the Meeting online. Shareholders cannot attend the Meeting in person.

We appreciate the support and understanding of our Shareholders with regard to these Meeting arrangements.

Further information on the virtual meeting platform, including how to participate, vote and ask questions, is set out under the "Important Information" section of this notice of meeting.

AGENDA

A. Apologies and Chairman's introduction

B. Chief Executive's review and business update

C. Financial Statements

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2020 as contained in the Company's 2020 Annual Report

D. Resolutions

To consider and, if thought fit, pass the following ordinary resolutions.

Resolution 1 – Election of Dr. Craig Patch as a director on the Company

"That Dr. Patch be elected as a director of the Company."

Resolution 2 – Auditor fees and expenses

"That the directors be authorised to fix the fees and expenses of the Company's auditor."

Please see the Explanatory Notes in respect of each resolution below.

The directors of the Company unanimously recommend that Shareholders vote in favour of all resolutions

By order of the Board

ENDS

Contact:

Bryan Mogridge
Independent Chairman
Tel: +64 21 931 355

This notice of meeting is an important document and requires your immediate attention. It should be read in its entirety. It has been prepared to advise you of the forthcoming Meeting and to assist you in understanding the resolutions to be put to Shareholders for consideration at the Meeting. The Directors encourage you to read this notice of meeting and exercise your right to vote.

If you do not understand any part of this document or are in doubt as to how to deal with it, you should consult your broker or other professional adviser as soon as possible.

EXPLANATORY NOTES

Resolution 1 – Election of Dr. Craig Patch as a director of the Company

1. Dr. Patch was appointed by the board of directors of the Company (the **Board**) on 1 October 2019 and, in accordance with clause 20.5 of the constitution of the Company (the **Constitution**), offers himself for election at the Meeting.
2. Dr. Patch is a nutrition innovator with over 20 years' experience dedicated to improving nutrition, health and wellness. He is currently Professor of Dietetics & Human Nutrition at La Trobe University, Melbourne and previously was the Chief Innovation Officer for Clover Corporation resulting in the launch of many novel nutritional ingredients sold globally. He is Non-executive Director of Limos Therapeutics Pty Ltd and Founder/CEO of Vernx Biotechnology Pty Ltd.
3. His research and commercialisation expertise is in the area of omega-3 fatty acids and branched chain fatty acids for improving neurological and gut health outcomes. Dr. Patch has a PhD in biomedical science and a MBA. He is a graduate of the Australian Institute of Company Directors and a qualified dietitian/nutritionist.
4. The Board considers that Dr. Patch qualifies as an Independent Director (as that term is defined in the Constitution) for the purposes of clause 20.1(a) of the Constitution.

Resolution 2 – Auditor fees and expenses

5. During the year, the Board appointed Baker Tilly Stales Rodway as the Company's new auditors. Baker Tilly Stales Rodway is automatically reappointed at the Meeting as the auditor of the Company under section 207T of the Companies Act 1993. Section 207S of the Companies Act provides that, if the auditor is appointed at a meeting of the company, the fees and expenses of the auditor must be fixed by the company at the meeting or in the manner that the company determines at the meeting. Resolution 2 accordingly authorises the directors of the Company to fix the fees and expenses of the auditor for the financial year ending 31 March 2021.

IMPORTANT INFORMATION

Virtual Shareholder meeting

Due to COVID-19, Shareholders will only be able to participate in the Meeting online via the virtual meeting platform at www.virtualmeeting.co.nz/sea20. Shareholders cannot attend the Meeting in person.

To attend online via the virtual meeting platform, you will require your CSN/Holder Number for verification purposes. Please join online at least five minutes prior to the start time.

Shareholders attending and participating in the Meeting online via the virtual meeting platform will be able to vote and ask questions during the Meeting.

More information regarding online attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

The Company also offers the facility for Shareholders to submit questions to the Board in advance of the Meeting at <http://investorcentre.linkmarketservices.co.nz/voting/SEA>, or by using the Proxy Form. The Chairman of the Meeting will answer as many of the most frequently asked questions as possible during the Meeting.

You may also appoint a proxy and direct your votes in advance of the Meeting. Please see below.

Proxies

Any Shareholder who is entitled to attend and vote at the online Meeting may appoint a proxy to attend and vote at the online Meeting. A proxy does not need to be a Shareholder. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then the proxy will vote or abstain from voting as he or she sees fit.

If, in appointing a proxy, you do not name a person as your proxy but otherwise complete the proxy form in full, or your named proxy does not attend the online Meeting, the Chairman of the Meeting will act as your proxy and may only vote in accordance with your express direction.

The Chairman of the Meeting is willing to act as proxy for any Shareholder who wishes to appoint him. To appoint the Chairman of the Meeting simply tick the box allocated next to "The Chairman of the meeting" on your Proxy Form.

If the Chairman of the Meeting is appointed as a proxy and you have given your proxy discretion to vote as he or she sees fit, the Chairman of the Meeting will vote in favour of all resolutions.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. New Zealand based Shareholders may also fax the form to (09) 375 5990, and overseas Shareholders may fax the form to +64 9 375 5990. The form may also be emailed to meetings@linkmarketservices.com or posted to Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand.

The completed Proxy Form must be received by our Share Registrar no later than 2:00 p.m. (New Zealand time) on 22 September 2020. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Link Market Services Investor Centre at <http://investorcentre.linkmarketservices.co.nz/voting/SEA>. You will require your CSN/Holder number and Authorisation Code (FIN) to securely access the website. Follow the prompts to complete your proxy appointment and vote.

Ordinary resolution

The business for the Meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution that is approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution.

Voting

Voting entitlements for the Meeting will be determined as at 5:00 p.m. (New Zealand time) on 22 September 2020. Registered Shareholders at that time will be the only persons entitled to vote at the Meeting and only the ordinary shares in the Company registered in those Shareholders' names at that time may be voted at the Meeting.