

Cellmid Limited

Suite 204, 55 Clarence Street
Sydney NSW 2000
ACN: 111 304 119

<http://www.cellmid.com.au/>



Cellmid Limited

Notice of May 2020 General Meeting

Explanatory Statement | Proxy Form

Thursday, 21 May 2020

2.00pm AEST

Address

Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00pm (AEST) on Thursday, 21 May 2020 as a hybrid meeting:

- physically at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000; and
- virtually by zoom.

Your vote is important

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

Voting at the Meeting

Given the status of the global COVID-19 pandemic Cellmid strongly advises its shareholders not to attend the meeting in person and instead to attend by zoom. Shareholders should note that attendance by zoom will be limited to shareholders only and whilst it will be possible for shareholders to participate in the meeting by listening and asking questions it will not be possible to vote on the resolutions. Shareholders are therefore strongly encouraged to submit their votes by proxy (see "Voting by proxy" section below) for their votes to be counted.

To register your interest in attending the meeting via zoom please send an email to egm@cellmid.com.au.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. To facilitate the conduct of the meeting during this pandemic, you are strongly encouraged to nominate the chairman of the meeting as your proxy. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative must have readily available adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Cellmid Limited ACN 111 304 119 (**Company**) will be held at 2.00pm (AEST) on Thursday, 21 May 2020 (**Meeting**). Given the status of the global COVID-19 pandemic at the time of this notice, the Company is conducting the Meeting as a hybrid meeting to be held:

- physically at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000; and
- virtually by zoom.

The Board encourages Shareholders to cast their vote by proxy as it will not be possible to vote during the meeting if attending via zoom. The zoom facility will be made available to shareholders only and shareholders wishing to attend the meeting via zoom should register their interest by emailing egm@cellmid.com.au. Should circumstances further change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 2.00pm (AEST) on Tuesday, 19 May 2020.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

This notice is dated 21 April 2020

Resolutions

Issue of Placement Shares to Directors

1. Resolution 1 – Approval of Issue of Shares to Maria Halasz, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 227,273 fully paid ordinary shares at an issue price of \$0.22 per share to Maria Halasz, a Director of the Company (or her nominee) as detailed in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) Maria Halasz;
- (b) a person who will obtain a benefit as a result of the issue of securities the subject of Resolution 1, except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (c) an Associate of any person described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval of Issue of Shares to Dennis Eck, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,318,182 fully paid ordinary shares at an issue price of \$0.22 per share to Dennis Eck, a Director of the Company (or his nominee) as detailed in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Dennis Eck;
- (b) a person who will obtain a benefit as a result of the issue of securities the subject of Resolution 2, except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (c) an Associate of any person described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval of Issue of Broker Options

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue and allotment of 1,000,000 unlisted Options to Evolution Capital Advisors Pty Ltd on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Evolution Capital Advisors Pty Ltd;
- (b) a person who will obtain a benefit as a result of the issue of securities the subject of Resolution 3, except a benefit solely by reason of being a holder of ordinary securities in the Company); and; or
- (c) an Associate of any person described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides;

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Ratification of Issue of Placement Shares

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 14,489,529 fully paid ordinary shares issued on 14 April 2020 at an issue price of \$0.22 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Resolutions

Issue of Placement Shares to Directors

Resolutions 1 and 2 – Approval of Issue of Shares to Maria Halasz and Dennis Eck

Background

As announced by the Company on 7 April 2020, the Company raised \$6 million via a placement of:

- (a) 22,727,273 Shares at an issue price of \$0.22 per Share to sophisticated and institutional investors; and
- (b) 4,545,455 Shares, subject to shareholder approval, at an issue price of \$0.22 per Share to two Directors of the Company, Maria Halasz and Dennis Eck.

(Placement).

The Shares the subject of the placement are being issued utilising a combination of the Company's existing capacity under Listing Rule 7.1, the additional 10% capacity afforded to the Company under the ASX Class Waiver Decision dated 31 March 2020 (**ASX Class Waiver**), and the proposed approval of shareholders sought under Resolutions 1 and 2.

Accordingly, Shareholder approval is being sought for the issue of Shares to each of the aforementioned directors as follows:

- (c) Resolution 1: Maria Halasz (or her nominee) to be issued 227,273 fully paid ordinary shares, at an issue price of \$0.22 per Share (value of \$50,000); and
- (d) Resolution 2: Dennis Eck (or his nominee) to be issued 4,318,182 fully paid ordinary shares, at an issue price of \$0.22 per Share (value of \$950,000).

If Shareholder approval is not given, then the Company will not be able to issue the Shares the subject of Resolutions 1 and 2, and therefore will not have the benefit of the \$1 million in subscription monies payable in respect of those Shares. As a result, the roll-out of the Wondfo SARS-V-2 diagnostic test will be negatively impacted.

Related Party Approvals

ASX Listing Rule 10.11 provides that the Company, as a listed company, must not issue equity securities to a related party without Shareholder approval.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Shares (which is a type of equity security, for the purposes of the ASX Listing Rules) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

Accordingly, as Maria Halasz and Dennis Eck are current Directors of the Company, each of them is a “related party” of the Company, and the proposed issue of Shares to each of them requires Shareholder approval under Listing Rule 10.11.

In relation to the Chapter 2E requirements, the Company notes that the proposed issue of Shares to Maria Halasz and Dennis Eck are on the same terms to other non-related investors under the Placement.

For this reason, the non-conflicted Directors of the Company (being the Board with Ms Halasz and Mr Eck removed from discussions) carefully considered the issue of these Shares to Maria Halasz and Dennis Eck and formed the view that the giving of this financial benefit falls within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of Resolutions 1 and 2.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Shares to Maria Halasz and Dennis Eck is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The related parties are current directors of the Company.
- (b) The number of Shares to be issued is:
 - (i) 227,273 to Maria Halasz; and
 - (ii) 4,318,182 to Dennis Eck.
- (c) The Shares will be issued promptly after, but in any event within 1 month, being 21 June 2020, of, Shareholder approval being obtained by the Company (or otherwise as determined by ASX in the exercise of its discretion).
- (d) The Shares will be offered at an issue price of \$0.22 per Share, which are on the same terms and issue price as offered to other non-related investors under the Placement.
- (e) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) Funds raised from the issue of the Shares will be used by the Company to the roll out of the Wondfo SARS-V-2 diagnostic test.
- (g) The Shares are not being issued with the intention to remunerate or incentivise nor under an agreement. Therefore listing rules 10.13.8 and 10.13.9 are not applicable.
- (h) Voting exclusion statements apply to Resolutions 1 and 2 and are included in the Notice of Meeting.

Directors’ Recommendation

The Board (with Ms Halasz and Mr Eck abstaining) recommends Shareholders vote in favour of Resolutions 1 and 2.

Issue of Broker Options

Resolution 3 – Issue of Broker Options

Background

On 5 April 2020 the Company entered into an agreement with Evolution Capital Advisors Pty Ltd to act as Lead Manager for the Placement. For the services provided during the Placement, Evolution Capital Advisors Pty Ltd received a 4% placement fee, 2% management fee and the Company agreed to issue them with 1,000,000 options over Shares. If Evolution assist with placing any shortfall in the SPP announced 7 April 2020, they will receive a fee of 6% of the SPP shortfall funds raised.

ASX Listing Rules 7.1

Under Listing Rule 7.1, the Company may issue up to 15% of its issued capital in securities without the approval of Shareholders. As noted above, the Company has used all of its Listing Rule 7.1 capacity in undertaking the Placement. Further, the Company is not able to use any capacity under the ASX Class Wavier for the issue of securities that are not ordinary Shares. Accordingly, the Company needs the approval of Shareholders in order to issue 1,000,000 options over Shares to Evolution Capital Advisors Pty Ltd as part consideration for Evolution Capital Advisors Pty Ltd acting as lead manager to the Placement. If shareholders do not approve Resolution 3, then the Company will not be able to issue the options to Evolution Capital Advisors Pty Ltd and will be required to pay a cash compensation equivalent to the value of the options as calculated using the Black Scholes Model.

Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The maximum number of securities to be issued is 1,000,000 options over Shares.
- (b) The options will be issued promptly after, but in any event within 3 months, being 21 August 2020, of Shareholder approval being obtained by the Company (or otherwise as determined by ASX in the exercise of its discretion).
- (c) The terms of the Options are as follows:

Issue Price	Nil
Exercise Price	\$0.30 per option
Expiry Date	21 May 2022
Conversion Ratio	- Each listed Option converts to one fully paid ordinary share. - The exercise price, or the conversion ratio, of the Option will be adjusted in accordance with the listing rules in the event of a reorganisation (including a consolidation, sub-division, reduction or return). - Shares issued on conversion of the Options rank equally with existing fully paid ordinary shares.
Transferable	no
Listed or Unlisted	Unlisted

- (d) The Options are proposed to be issued under an agreement between the Company and Evolution Capital Advisors Pty Ltd as part consideration of Evolution Capital Advisors Pty Ltd to act as lead manager to the Placement. Evolution Capital Advisors Pty Ltd also received a 4% placement fee

and 2% management fee. If Evolution assist with placing any shortfall in the SPP announced 7 April 2020, they will receive a fee of 6% of the SPP shortfall funds raised.

- (e) There are no proceeds from the proposed issue of the Options. The maximum amount that could be raised from the exercise of all such Options is \$300,000. Any funds raised from the exercise of those Options will be used for general working capital for the Company.
- (f) A voting exclusion statement applies to Resolution 3 and is included in the Notice of Meeting.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 3.

Ratification of Prior Issue of Placement Securities

Resolution 4 – Ratification of Issue of Placement Shares

Background

As noted above, the Company announced the Placement on 7 April 2020. The Company completed the issue of 22,727,273 Shares at an issue price of \$0.22 per Share under the Placement to non-related parties on 14 April 2020.

Of the 22,727,273 Shares issued to non-related parties:

- (a) 14,489,529 Shares were issued utilising the Company's existing capacity under Listing Rule 7.1; and
- (b) 8,237,744 Shares were issued utilising the additional 10% capacity afforded to the Company under the ASX Class Waiver.

Under the terms of the ASX Class Waiver, the additional 10% capacity may only be used once, and therefore, cannot be refreshed with the approval of Shareholders.

ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 14,489,529 fully paid ordinary shares, which were issued on 14 April 2020 under Listing Rule 7.1.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company's fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of its issued capital, if required, in the next 12 months without the need to obtain prior Shareholder approval. If Shareholders do not approve Resolution 4, then the Company will not be able to readily raise equity capital (i.e. by way of a placement) without Shareholder approval.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:-

- (a) The Company issued 14,489,529 fully paid ordinary shares under its Listing Rule 7.1 capacity on 14 April 2020.
- (b) Each of the Shares were issued at \$0.22 per Share.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Shares were issued under the Placement to sophisticated and institutional investors under identified by Evolution Capital Advisers Pty Ltd in their role as lead manager through their own client base and those of other AFSL stockbroking firms.

- (e) Funds raised from the issue of the Shares will be used by the Company to fund the roll out of the Wondfo SARS-V-2 diagnostic test.
- (f) A voting exclusion statement applies to Resolution 4 and is included in the Notice of Meeting.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 8072 1429 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

General Meeting or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Cellmid Limited ACN 111 304 119.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting dated 21 April 2020 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Group, Level 5, 126 Phillip Street Sydney NSW 2000.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: CDY

Your proxy voting instruction must be received by **2.00pm (AEST) on Tuesday, 19 May 2020**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



