



Notice of 2021 Annual General Meeting of Stockholders

San Luis Obispo, California – 7 May 2021 (PDT): Revasum, Inc. (ASX: RVS, **Revasum** or the **Company**) advises the dispatch of the attached Notice of Annual General Meeting of Stockholders and Proxy Statement to holders of fully paid shares of the Company's common stock (**Shares**) and holders of the Company's Chess Depository Interests (**CDIs**) for its meeting to be held via webcast and an online voting platform (online at <https://agmlive.link/RVS21>) at 4:00pm on Wednesday, 19 May 2021 (PDT) (being 9:00am on Thursday, 20 May 2021 (AEST)).

A sample CDI Voting Form (to be used by holders of CDIs (**CDI Holders**)) and Proxy Card (to be used by holders of Shares (**Stockholders**)) are attached to this Notice of Annual Meeting.

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations, the Annual Meeting is being held by way of a virtual meeting which will be held electronically via webcast and an online voting platform. Stockholders and CDI Holders are urged to attend and Stockholders are encouraged to vote at the meeting electronically or vote by lodging the Proxy Form ahead of the meeting and CDI Holders are encouraged to lodge CDI Voting Forms ahead of the meeting.

THIS ANNOUNCEMENT WAS AUTHORIZED FOR RELEASE BY THE BOARD OF DIRECTORS

About Revasum

Revasum (ARBN: 629 268 533) specializes in the design and manufacturing of equipment used for the global semiconductor industry. Revasum's equipment helps drive advanced manufacturing technology for critical growth markets, including automotive, IoT, and 5G. Our product portfolio includes state of the art equipment for the grinding, polishing, and chemical mechanical planarization processes used to manufacture devices for those key end markets. All of Revasum's equipment is designed and developed in close collaboration with our customers. To learn how we create the equipment that generates the technology of today and tomorrow, visit www.revasum.com.

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NOTE: All capitalised terms used in the Notice of Annual General Meeting of Stockholders, Proxy Statement or CDI Voting Form that are not otherwise defined shall have the meaning ascribed in the Company's Annual Report for the year ended 3 January 2021, dated 1 March 2021 (San Luis Obispo PDT).

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Dear Stockholders and CDI Holders,

On behalf of the Directors of Revasum, Inc. (ASX: RVS) (**Revasum** or the **Company**), I am pleased to invite you to attend the 2021 Annual General Meeting of Stockholders (**AGM** or **Annual Meeting**) of Revasum. Enclosed is the Notice of Meeting for the Annual Meeting setting out the business of the AGM (**Notice of Annual Meeting**).

Revasum's 2021 AGM will be held via webcast and an online voting platform (online at <https://agmlive.link/PVS21>) on Wednesday, 19 May 2021 commencing at 4:00pm (PDT) being 9:00am on Thursday, 20 May 2021 (AEST).

The health, safety and wellbeing of our staff, Stockholders and CDI Holders remains paramount. Due to the COVID-19 global pandemic, this is now the second time Revasum will hold a virtual AGM meaning that the meeting will be webcasted live using an online facility enabling Stockholders and CDI Holders to attend and participate in, and for the Stockholders to vote at, the AGM using a smartphone, tablet or computer. Please note that Stockholders will be able to vote online during the AGM and ask questions of Directors, Management, and the Company's auditor. CDI Holders will not be able to vote online during the AGM, but will be able to ask questions and will be able to submit a CDI Voting Form ahead of the meeting.

Whether or not you expect to virtually attend the AGM, please submit your Proxy Card (if you are a Stockholder) or CDI Voting Form (if you are a CDI Holder) as soon as possible so that your applicable Shares/CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

The Board of Revasum encourages all Stockholders and CDI Holders to participate in the virtual AGM using the online facility. The Online Facility Guide providing step-by-step instructions on how Stockholders and CDI Holders may use the online facility is enclosed with the accompanying Notice of Annual Meeting.

The matters to be considered and voted on at the AGM are described in the Notice of Annual Meeting, Proxy Statement and CDI Voting Form.

If you have a specific question that you would like to submit to me as Chairman of the meeting, please send your question to the Company by email at ir@revasum.com or by post to 825 Buckley Rd. San Luis Obispo, CA 93401 USA, Attention: Rebecca Shooter-Dodd no later than 4.00 pm Thursday, 13 May 2021 (PDT) being 9.00 am Friday, 14 May 2021 (AEST).

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

Yours faithfully,

A handwritten signature in black ink that reads "Vivek M. Rao".

Vivek Rao
Chairman and Independent Non-Executive Director

**NOTICE OF
2021 ANNUAL GENERAL MEETING OF STOCKHOLDERS**

To be held on
19 May 2021 (U.S.)
20 May 2021 (Australia)

The 2021 Annual Meeting (AGM or Annual Meeting) of Stockholders of Revasum, Inc. (ASX: RVS) (Revasum or Company) will be held online at <https://agmlive.link/PVS21> on Wednesday, 19 May 2021 at 4:00pm (PDT) being 9:00am on Thursday, 20 May 2021 (AEST), for the following purposes:

1. Ratification of BDO Audit Pty Ltd ACN 134 022 870 (BDO Audit) as the Company’s independent registered public accounting firm for the financial year ending 2 January 2022

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

“That BDO Audit be, and hereby is, appointed, ratified and confirmed as the Company’s independent registered public accounting firm for the financial year ended 2 January 2022.”

2. Re-Election of Kevin Landis as a Director

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

“That Kevin Landis who is scheduled to retire as a Director of the Company in accordance with clause 2.2 of the Company’s Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company in accordance with clause 2.2 of the Company’s Bylaws.”

3. Approval of Amended and Restated 2017 Omnibus Incentive Plan

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

“That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13) and for all other purposes, Stockholders approve the Amended and Restated 2017 Omnibus Incentive Plan (the Plan) and the grant of securities under the Plan, on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement – Item 3

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Item 3 by or on behalf of:

- (a) a person who is eligible to participate in the Plan; or
- (b) an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Item 3, in accordance with the directions given to the proxy or attorney to vote on this Item 3 in that way; or
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on this Item 3, in accordance with a direction given to the Chairman to vote on this Item 3 as the Chairman decides; or
- (c) a Stockholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Stockholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on this Item 3; and
 - (ii) the Stockholder votes on the resolution in accordance with the directions given by the beneficiary to the Stockholder to vote in that way.

4. Issue of Options to Vivek Rao

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 200,000 Options under the Plan for no consideration to Vivek Rao with each Option having an exercise price of US\$0.15 and expiring 10 years from the date of issue, on the terms and conditions set out in the Explanatory Memorandum.”

5. Issue of Options to Paul Mirabelle

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 200,000 Options under the Plan for no consideration to Paul Mirabelle with each Option having an exercise price of US\$0.15 and expiring 10 years from the date of issue, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement – Items 4 and 5

The Company will disregard any votes cast in favour of these Items 4 and 5 by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an associate of that person.

However, this does not apply to a vote cast in favour of these Items 4 and 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on these Items 4 and 5, in accordance with the directions given to the proxy or attorney to vote on the Items 4 and 5 in that way; or
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on these Items 4 and 5, in accordance with a direction given by the Chairman to vote on these Items 4 and 5 as the Chairman 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 these Items 4 and 5; and



- (ii) the holder votes on these Items 4 and 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Record Date and Voting Rights

Stockholders may vote at the Annual Meeting if they are a Stockholder of record or are a beneficial owner of Shares held in Street Name (as defined below) on Friday, 7 May 2021 (PDT) at 4:00pm, being Saturday, 8 May 2021 (AEST) at 9:00am (**Record Date**). Section 1.8 of the Company's Bylaws provides that the Record Date must not be more than 60 and not less than ten (10) days before the date of the Annual Meeting.

CDI Holders at the close of business on the Record Date are entitled to receive the Notice of the Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting. CDI Holders may also instruct our CDI depository, CHESS Depository Nominees Pty Ltd ("CDN"), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Form or by voting online at www.linkmarketservices.com.au. CDN will vote the applicable Shares on behalf of each applicable CDI Holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Form or online from each of the applicable CDI Holders.

Any Stockholder may request access to the list of Stockholders of Record entitled to vote at the Annual Meeting upon request to the Company's ASX Representative.

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Stockholders or CDI Holders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 7 May 2021 (PDT)

By Order of the Board

A handwritten signature in black ink that reads "Vivek M. Rao".

Vivek Rao
Chairman and Independent Non-Executive Director



**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS:**

This Notice of Annual Meeting and Proxy Statement and the 3 January 2021 Financial Statements are available at www.revasum.com.

Proxy Statement

**2021 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON 19 MAY 2021 (U.S.) and 20 MAY 2021 (Australia)**

The Board of Directors of Revasum, Inc. (**Revasum** or the **Company**) is soliciting proxies for use at the 2021 Annual Meeting of Stockholders (the **AGM** or the **Annual Meeting**) to be held Wednesday, 19 May 2021 at 4:00pm (PDT) being Thursday, 20 May 2021 at 9:00am (AEST) via a webcast and virtual online facility (online at <https://agmlive.link/PVS21>) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this **Proxy Statement**) and the accompanying Notice of the 2021 Annual Meeting (the **Notice of Annual Meeting**) to Stockholders and CDI Holders on or about 7 May 2021.

QUESTIONS AND ANSWERS

What is the purpose of the Annual Meeting?

At the Annual Meeting, the Stockholders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the Chairman and CFO will also report on matters of current interest to Stockholders and CDI Holders and respond to any questions from Stockholders and CDI Holders. The matters outlined in the Notice of Annual Meeting include:

- the ratification of BDO Audit as the Company’s independent registered public accounting firm for the year ending 2 January 2022 (“Item 1”);
- the re-election of Kevin Landis as a Director of the Company (“Item 2”);
- the approval of the Amended and Restated 2017 Omnibus Incentive Plan (“Item 3”);
- the issuance of Options to Vivek Rao (“Item 4”); and
- the issuance of Options to Paul Mirabelle (“Item 5”).

Who is entitled to vote at the Annual Meeting?

Only those Stockholders of record, or beneficial owners of Shares held in Street Name (as defined below), on Friday, 7 May 2021 (PDT) at 4:00pm, being Saturday, 8 May 2021 (AEST) at 9:00am (the **Record Date**), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the date of this Notice of Annual Meeting, there are 105,704,945 Shares outstanding (equivalent to 105,704,945 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 105,704,945 votes entitled to be cast at the Annual Meeting.

Each Share is entitled to one vote per Share. Each CDI represents one Share.

Votes for, against and abstentions will all be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any Stockholders or CDI Holders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons.

No votes will be excluded for Item 1 or 2.

In relation to Items 3, 4 and 5 – the Company will disregard any votes cast on Items 3,4 and 5 as set out in the Notice of Annual Meeting.

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 1.5 of the Company’s Bylaws, at each meeting of Stockholders, the holders of one-third of the Shares entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except if otherwise required by applicable law. Shares are counted as present at the Annual Meeting if:

- the Stockholder of record on the Record Date is present virtually at the Annual Meeting by registering their attendance via the virtual online facility; or
- the Stockholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and Shares represented by “broker non-votes” are counted for the purpose of determining the presence of a quorum.

What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your “proxy vote”.

What is the difference between a Stockholder of record and a “Street Name” holder?

If you own Shares registered directly in your name with the Company’s U.S. share registrar, American Stock Transfer & Trust Company, LLC, you are considered the Stockholder of record with respect to those Shares. As a Stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (**Street Name**). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Stockholder of record, the Street Name holder may not vote their Shares in person at the Annual Meeting unless such holder obtains a “legal proxy” from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Stockholder of record for all Shares beneficially owned by CDI Holders. CDI Holders are entitled to receive the Notice of the Annual Meeting and attend and ask questions at the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Form.



What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

Can I vote my Shares or CDIs in person at the meeting?

Please Note: You may only vote your Shares at the Annual Meeting by registering and participating in the virtual online facility if you own Shares and are a Stockholder of record on the Record Date. CDI Holders can participate in the AGM by registering and participating in the virtual online facility, however, CDI Holders are unable to vote during the meeting. For votes to be counted, CDI Holders must submit their properly completed CDI Voting Form and lodge it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting.

Even if you currently plan to participate in the virtual online facility and vote your Shares at the Annual Meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to participate at the virtual AGM. If you submit your vote by proxy and later decide to vote online during the Annual Meeting, the vote you submit via the virtual online facility will override your proxy vote.

If you are a Street Name holder of Shares, you may vote your Shares via the virtual online facility only if you obtain and provide to the Company’s Share Registry a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

How do I vote if I hold Shares?

Stockholders are entitled to vote if they are a Stockholder on the Record Date regardless of whether they attend the Annual Meeting.

At the Annual Meeting, each Stockholder present virtually (upon registering their attendance via the virtual online facility) or by proxy, is entitled to one vote for each Share held on the Record Date on all matters submitted to a vote of the Stockholders.

If you are a Stockholder of record, you can vote in any of the following ways:

Proxy Forms (Shares – no online proxy voting available)	
By email	ir@revasum.com
By mail	Revasum, Inc. 825 Buckley Rd., San Luis Obispo, CA 93401
By hand	Revasum, Inc. 825 Buckley Rd., San Luis Obispo, CA 93401
In person at the Annual Meeting (via the online virtual facility)	

How do I vote if I hold CDIs?

If you are a CDI Holder, you must instruct CDN, as the Stockholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Form provided to Link Market Services Limited or via the Internet option set forth below.

Each CDI represents one Share. Therefore, each CDI Holder will be entitled to one vote for every one CDI that they hold.

CDI Voting Forms (Australian Register)	
Online	www.linkmarketservices.com.au
By mail	Revasum, Inc. C/ - Link Market Service Limited, Locked Bag A14, Sydney South NSW, 1235 Australia
By fax	02 9287 0309 (within Australia) +61 2 9287 0309 (outside Australia)
By hand	Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name (as defined in the Proxy Statement), you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Stockholders of record or CDI Holders. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by American Stock Transfer & Trust Company, LLC no later than Monday, 17 May 2021 at 4:00pm (PDT), (being Tuesday, 18 May 2021 at 9:00am (AEST)).

CDI Voting Forms

Completed CDI Voting Forms must be provided to Link Market Services Limited no later than Friday, 14 May 2021 at 4:00pm (PDT), (being Saturday, 15 May 2021 at 9:00am (AEST)), in accordance with the instructions on that form. The CDI voting deadline is one business day prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

In person (virtual attendance)

Physical attendance at the AGM is not available. Stockholders may attend the AGM using the virtual online facility and vote online using the facility during the meeting. CDI Holders will be able to attend the AGM using the virtual online facility but will not be able to lodge a vote using the virtual online facility and are therefore urged to complete and submit their CDI Voting Forms prior to the AGM as described above, for their vote to be counted.

What is the voting requirement to approve the Items set forth in the Notice of Meeting?

Section 1.7 of the Company's Bylaws sets out that voting at meetings of Stockholders need not be by written ballot unless such is demanded at the meeting before voting begins by a Stockholder or Stockholders holding shares representing at least one percent (1%) of the votes entitled to vote at such meeting, or by such Stockholder's or Stockholders' proxy;



provided, however, that an election of directors shall be by written ballot if demand is so made by any Stockholder at the meeting before voting begins.

Further to this, Recommendation 6.4 of the ASX Corporation Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that an ASX listed entity should ensure that all substantive resolutions at a meeting of Stockholders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the resolutions under Items 1 to 5 will be decided by poll rather than by a show of hands.

Directors shall be re-elected (including under Item 2) by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the re-election of Directors. Unless otherwise provided by applicable law, the Certificate of Incorporation or the Bylaws, every matter other than the re-election of directors shall be decided by the affirmative vote of the holders of a majority of the shares of stock entitled to vote thereon that are present virtually or represented by proxy at the meeting and are voted for or against the matter.

Subject to voting exclusion statements for a proposal, the vote required to approve Items 3,4 and 5 are set forth above. Information on voting exclusions are set forth in the Notice of Annual Meeting.

Please Note: *If you are not entitled to vote in person at the meeting and you do not submit your proxy or voting instructions to your broker, a "non-vote" occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the five items.*

Item 1 – Ratification of BDO Audit as the Company's independent registered public accounting firm for the financial year ending 3 January 2021

You may vote "FOR", "AGAINST" or "ABSTAIN" on the ratification of the appointment of BDO Audit as the Company's independent public accounting firm for the financial year ending 2 January 2022.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, and will have the same effect as votes "AGAINST" the ratification of the appointment of BDO Audit as the Company's independent registered public accounting firm for the financial year ending 2 January 2022.

Item 2 – Re-election of Kevin Landis as Director

You may vote "FOR" or "WITHHOLD" on the re-election of Kevin Landis as a director of the Company.

Withhold votes are considered Shares present and entitled to vote for the purposes of determining a quorum and will have no effect on the election or re-election of directors.

Item 3 – Approval of Amended and Restated 2017 Omnibus Incentive Plan

You may vote "FOR", "AGAINST" or "ABSTAIN" on the approval of the Plan for the purposes of Listing Rule 7.2, exception 13.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum and will have the same effect as votes "AGAINST" the approval of the Plan for the purposes of Listing Rule 7.2, exception 13.

Item 4 – Issue of Options to Vivek Rao

You may vote "FOR", "AGAINST" or "ABSTAIN" on the issue of 200,000 Options to Vivek Rao.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum and will have the same effect as votes "AGAINST" the issue of 200,000 Options to Vivek Rao.

Item 5 – Issue of Options to Paul Mirabelle

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the issue of 200,000 Options to Paul Mirabelle.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum and will have the same effect as votes “AGAINST” the issue of 200,000 Options to Paul Mirabelle.

How do I change my vote or revoke my proxy?

If you are a Stockholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with, at, or before the taking of the vote at the Annual Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the AGM using the virtual online facility, revoking your proxy, and voting via the online facility.

If the written statement is not filed at the AGM, the written statement to the Company’s ASX Representative should be delivered by not later than close of business on Monday, 17 May 2021 at 4:00pm (PDT), (being Tuesday, 18 May 2021 at 9:00am (AEST)). The written statement can be delivered to Company Matters Pty Ltd, Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Danny Davies, or hand delivered to such address.

If you are a beneficial owner and hold Shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the Shares.

If you are a CDI Holder and you direct CDN to vote by completing the CDI Voting Form, you may revoke those directions by delivering to Link Market Services, by 4:00pm on Thursday, 13 May 2021 (PDT), (being 9:00am on Friday, 14 May 2021 (AEST)), a written notice of revocation bearing a later date than the CDI Voting Form previously sent.

If you are a CDI Holder and have lodged your vote online, you may change your vote online by accessing your holding online and change your vote by following the prompts.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI Holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company’s Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the meeting via the virtual online facility?

Only Stockholders and CDI Holders that attend the AGM via the virtual online facility will be able to ask questions at the Annual Meeting. If you have a specific question that you would like to submit to the Chairman of the meeting prior to the AGM, please send your question to the Company by email at ir@revasum.com or by post to 825 Buckley Rd. San Luis Obispo, CA USA, Attention: Rebecca Shooter-Dodd no later than 4:00pm on Thursday, 13 May 2021 (PDT) being 9:00am on Friday, 14 May 2021 (AEST).

Items of Business at the Annual Meeting

ITEM 1 – RATIFICATION OF BDO AUDIT AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FINANCIAL YEAR ENDING 3 JANUARY 2021

The Company’s Audit & Risk Management Committee has appointed the independent registered public accounting firm, BDO Audit (defined above) to audit and comment on its financial statements for the financial year ending 2 January 2022, and to conduct whatever audit functions are deemed necessary.

A representative of BDO Audit will be present at the Annual Meeting.

Required Vote of Stockholders and CDI Holders

Although a vote of Stockholders and CDI Holders is not required on this proposal, the Board is asking the Stockholders and CDI Holders to ratify the appointment of its independent registered public accounting firm. The ratification of the appointment of the Company’s independent registered public accounting firm requires the affirmative vote of the holders of a majority of the Shares and CDI Holders voting together and entitled to vote that are present in person or represented by proxy at the Annual Meeting and are voted for or against the matter (noting that an abstain vote will have the same effect as a vote against the resolution).

In the event that the Stockholders and CDI Holders do not ratify the appointment of BDO Audit as its independent registered public accounting firm, the appointment will be reconsidered by the Company’s Audit & Risk Management Committee, in its discretion, and the Audit & Risk Management Committee may direct the appointment of a different independent registered public accounting firm at any time during the year if it believes that such a change would be in the Company’s and its Stockholders’ and CDI Holders’ best interests.

The Board unanimously recommend that Stockholders and CDI Holders vote in favour of Item 1.

The Chairman of the meeting intends to vote undirected proxies in favour of Item 1.

This recommendation is on the basis that the Audit & Risk Management Committee, which assists the Board in discharging its responsibilities in relation to the Company’s financial reporting processes and all matters affecting the Company’s audit process, has considered and recommends to the Board the ratification of BDO Audit as the Company’s independent registered public accounting firm for the financial year ending 2 January 2022.

ITEM 2 – RE-ELECTION OF KEVIN LANDIS AS A DIRECTOR OF THE COMPANY

Pursuant to Section 2.2 of the Company’s Bylaws, the office of Director must not extend beyond the latest of the date of the third annual general meeting following the Director’s appointment, or, the date falling 3 years after the date of appointment of the applicable Director. Directors are eligible for re-election at the expiration of their term of office. If elected, the Director will hold office until the annual meeting at which such Director’s term expires and until such director’s successor has been elected and qualified or until such Director’s earlier resignation or removal.

Further to this, ASX Listing Rule 14.4 provides that a director of an ASX listed entity must not hold office (without re-election) past the third annual general meeting following the director’s appointment or 3 years, whichever is longer. Even if no director is required to stand for election by rotation under ASX Listing Rule 14.4, the Company is still required to hold an election of directors at each annual general meeting under ASX Listing Rule 14.5.

The Board appointed Kevin Landis as an independent Non-Executive Director of the Company in August 2016. In accordance with Listing Rule 14.4 and the Company’s Bylaws, given this is the third annual general meeting since the Company was listed on the ASX, Kevin Landis is scheduled to retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by the Stockholders of the Company. If the Stockholders and CDI



Holders do not approve the election of Kevin Landis, then Kevin Landis will cease to be a Director at the conclusion of the Annual Meeting.

The Board of Directors considered whether Kevin Landis had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board of Directors considers that Kevin Landis (if re-elected), will continue to not be an independent Director as he remains a nominee director of the Company's largest shareholder, Firsthand Venture Investors, and is also CEO and CIO of Firsthand Capital Management which is the investment adviser to Firsthand Technology Value Fund, Inc.

Background

Kevin Landis joined the Board in 2016 and is the Chief Executive Officer and Chief Information Officer of Firsthand Capital Management, an investment management firm he founded in 1994. Firsthand Capital Management is the investment adviser to Firsthand Technology Value Fund, Inc. (NASDAQ: SVVC), a publicly traded venture capital fund. Kevin Landis has over two decades of experience in engineering, market research, product management and investing in the technology sector. Kevin Landis is Firsthand's nominee director to the board of directors of the Company. Kevin Landis also sits on the board of directors of a number of technology companies including Pivotal Systems (ASX: PVS), Hera Systems, Inc., IntraOp Medical Corp., QMAT, Inc. and Silicon Genesis Corp. and Wrightspeed, Inc. Kevin Landis holds a Bachelor of Science in electrical engineering and computer science from the University of California at Berkeley and an MBA from Santa Clara University.

Current directorships of listed companies: Non-executive director of Pivotal Systems Corporation (ASX: PVS)
Former directorships of listed companies in last three years: Nil

The Board, with Kevin Landis abstaining, unanimously recommend that Stockholders and CDI Holders vote in favour of Item 2.

The Chairman of the meeting intends to vote undirected proxies in favour of Item 2.

ITEM 3 – APPROVAL OF AMENDED AND RESTATED 2017 OMNIBUS INCENTIVE PLAN

Item 3 seeks Stockholder and CDI Holder approval for the Amended and Restated 2017 Omnibus Incentive Plan (the **Plan**) which was adopted by the board of directors of the Company on 15 October 2018 and unless earlier terminated will terminate in 2027.

A summary of the Plan, to be approved pursuant to Item 3, is set out at Schedule 1 to this Notice of Meeting.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors, directors and officers. The board of directors of the Company believes that grants made to eligible participants under the Plan provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan:

- (a) enables the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- (b) enables the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
- (c) links the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- (d) aligns the financial interest of participants of the Plan with those of stockholders; and
- (e) provides incentives to participants under the Plan to focus on superior performance that creates shareholder value.

Listing Rules

Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, when aggregated with the number of equity securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12 month period, subject to a number of exceptions under the Listing Rules.

Listing Rule 7.2, exception 13 provides an exception to Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is excluded from the calculation of the Company's 15% limit in Listing Rule 7.1 if, within three years before the issue date one of the following occurs:

- (a) in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the Prospectus; or
- (b) ordinary shareholders have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules.

If Stockholders and CDI Holders approve the resolution the subject of Item 3, any issue of securities under the Plan during the 3 year period after this meeting will not use up the Company's 15% capacity on issuing equity securities without Shareholder approval restricted by Listing Rule 7.1. However, notwithstanding the exception of Listing Rule 7.2, exception 13, an issue of equity securities under the Plan to directors of the Company or their associates, will require Stockholder approval because of restrictions on issues of securities to related parties (including directors and their associates who are deemed related parties under the Listing Rules) imposed by Listing Rule 10.14.

If Stockholders and CDI Holders do not approve the resolution contained within Item 3, issues of securities under the Plan may still proceed, however the issue of securities under the Plan will be included in calculating the Company's 15% capacity for the purposes of Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the issue of the securities.

If Stockholders and CDI Holders pass the resolution the subject of Item 3, Listing Rule 7.2 exception 13 will only be available to the extent that:

- (a) any issue of equity securities under the Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice of Meeting under this Item 3 (refer to below); and
- (b) there is no material change to the terms of the Plan as set out in this Notice of Annual Meeting.

Specific Information required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2, exception 13(b), the following information is provided:

- (a) a summary of the material terms of the Plan is set out at Schedule 1 of this Notice of Annual Meeting;
- (b) the number of securities issued under the Plan since the Company was listed on the ASX is 17,197,970;
- (c) the maximum number of securities proposed to be issued under the Plan following Stockholder approval is 17,949,600 securities [(although the Company does not intend to use the full capacity)];
- (d) a voting exclusion statement in respect of Item 3 is included and set out above in the Notice of Annual Meeting.

The Board unanimously recommend that Stockholders and CDI Holders vote in favour of Item 3.

The Chairman of the meeting intends to vote undirected proxies in favour of Item 3.

ITEMS 4 AND 5 – ISSUE OF INCENTIVE SECURITIES TO DIRECTORS OF THE COMPANY

Vivek Rao and Paul Mirabelle are each directors of the Company. The Company has agreed to issue each of Vivek Rao and Paul Mirabelle 200,000 unlisted options to acquire Shares in the Company at an exercise price of US\$0.15 and expiring 10 years after the date of issue and under the terms of the Plan (**Options**), the issue of which is conditional on the approval of Stockholders to Items 4 and 5 contained in this Notice of Meeting.

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) a director of the Company (Listing Rule 10.14.1);
- (b) an associate of a director of the Company (Listing Rule 10.14.12); or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

Specific information required by Listing Rule 10.15

In accordance with the requirements of Listing Rule 10.15, the following information is provided:

- (a) the Options will be issued to Vivek Rao and Paul Mirabelle;
- (b) both Vivek Rao and Paul Mirabelle are directors of the Company and are related parties of the Company for the purposes of Listing Rule 10.14.1;
- (c) each of Vivek Rao and Paul Mirabelle will be issued 200,000 Options under the Amended and Restated 2017 Omnibus Incentive Plan on the following key terms:
 - a. Each option will entitle the holder to subscribe for one share of common stock.
 - b. Options are not quoted on the ASX and carry no voting or dividend rights.
 - c. Shares issued on vesting & exercise of the Options will rank equally with common stock on issue.
 - d. 30,000 options will vest and become exercisable upon grant, with the remainder vesting evenly over 41 months from the date of grant.
 - e. The issue price for the Options is nil and an exercise price of US\$0.15, being the market value of a Share (based on the previous day’s closing price on the ASX) on the date that the Board approved the grant of Options.
 - f. The Options will expire on the tenth anniversary of the date of grant (**Expiry Date**).
 - g. The Options are exercisable from the date of vesting to the Expiry Date.
 - h. If a change of control event occurs to the Company, any unvested Options will automatically vest.
- (d) the current total remuneration package applicable to Vivek Rao and Paul Mirabelle is as follows:

Director	Total fixed remuneration	Options	Common stock
Vivek Rao	US\$60,000	75,000	22,605
Paul Mirabelle	US\$60,000	75,000	38,572

- (e) Vivek Rao and Paul Mirabelle were each issued 75,000 Options under the Plan on 24 October 2018 and 18 October 2018, respectively, upon their appointment as directors of the Company with each such Option issued for nil consideration as part of their remuneration packages;
- (f) the Options are expected to be issued to Vivek Rao and Paul Mirabelle on or around 1 June 2021 but in any event, the Options will be issued no later than three (3) years after the date of the Annual Meeting;
- (g) a summary of the material terms of the Plan is set out at Schedule 1 of this Notice of Annual Meeting;
- (h) no loan has been or will be provided to either Vivek Rao or Paul Mirabelle, or their associates, relating to the grant of the Options;
- (i) details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they are issued, including a statement that approval was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions the subject to Items 4 and 5 of this Notice of Annual Meeting and who were not named in this Notice of Annual Meeting will not participate until approval is obtained under Listing Rule 10.14; and
- (j) a voting exclusion statement in respect of Items 4 and 5 is included and set out above in this Notice of Annual Meeting.

The Board unanimously recommend, with Paul Mirabelle and Vivek Rao abstaining, that Stockholders and CDI Holders vote in favour of Items 4 and 5.

The Chairman of the meeting intends to vote undirected proxies in favour of Items 4 and 5.

OTHER BUSINESS

The Company, being a Company incorporated in the state of Delaware, United States, is not required to meet the Corporations Act requirements to lay before the meeting the annual financial report and other related reports.

The Board of Directors of the Company has however decided to lay before the meeting the Company's audited financial statements and the reports for the year ended 3 January 2021.

The Corporations Act does not require a vote of Stockholders or CDI Holders on the reports or statements. However, the Stockholders and CDI Holders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the Company's website: www.revasum.com.

If a Stockholder would like to receive a hard copy annual report, please email ir@revasum.com.

If a CDI Holder would like to receive a hard copy annual report, please contact the Company's CDI Registry, Link Market Services Limited.

Schedule 1 – Summary of key terms of Plan

Background

1. The Company's Amended and Restated 2017 Omnibus Incentive Plan (the **Plan**) provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, incentive awards, other stock-based awards, dividend equivalents and cash awards (**Awards**) to directors, employees, consultants and contractors.
2. The total number of shares of common stock (**Shares**) reserved for issuance under the Plan is 17,949,600 Shares, of which, 751,630 Shares remain available for issuance.
3. The Plan is administered by the Remuneration and Nomination Committee, or by the Board of Directors if no such committee is created. Subject to the provisions of the Plan and the Listing Rules, the administrator of the Plan generally has the authority to, among other things, construe and interpret all provisions of the Plan; approve persons to receive awards under the Plan (**Awards**); determine the number of Shares subject to Awards; adopt, amend and rescind rules and regulations pertaining to the administration of the Plan; and accelerate the time at which any Award may be exercised, become transferable or nonforfeitable or be earned and settled including, without limitation, in the event of a participant's death, disability, retirement or involuntary termination of employment or services or in connection with a change in control of the Company.

Individual limit

4. No participant may be issued Awards which upon vesting and / or exercise result in the right to acquire or be issued more than 2,700,000 Shares in any calendar year.

Change of control

5. In the event of certain corporate events or changes in the Company's capitalisation, the administrator will make adjustments to the number of Shares reserved for issuance under the Plan, the exercise price of and the number of Shares subject to outstanding options and stock appreciation rights, and the purchase prices and/or number of Shares subject to other outstanding Awards, subject to compliance with applicable rules and regulations, including the Listing Rules.
6. In the event of an acquisition or other combination, any or all outstanding Awards may be assumed, converted or replaced by the successor or acquiring entity or may be substituted for equivalent Awards granted by the successor or acquiring entity. Any Awards not assumed or replaced in the acquisition or combination will terminate, without accelerated vesting on the date of such acquisition or combination.

Exercise

7. Each Award issued under the Plan enables the participant to be issued or to be transferred Shares upon vesting or exercise, subject to the rules governing the Plan and the terms of any particular offer.

New issues

8. The Awards issued under the Plan provide no right for a participant to participate in new issues of shares in the share capital of the Company, unless the Awards have vested and been exercised and the participant is registered as the holder of the underlying Shares to the Awards in the Share register of the Company.

Transferability

9. Each Award issued under the Plan will be nontransferable except if required to be transferred by law or to an immediate family member, trust or other entity on behalf of the participant and/or immediate family members or trusts.

Deferred taxation

10. Each participant is responsible for satisfying any income and employment (including, without limitation, U.S. Social Security and U.S. Medicare) tax withholding obligations, if applicable, attributable to participating in the Plan.

Amendment

11. Subject to compliance with applicable law, including the Listing Rules, the Board of Directors (or nominated Committee) has the authority to amend or terminate the Plan at any time and the ability to amend any outstanding Awards under the Plan, provided that no such amendment or termination may materially adversely impair the rights of the participant with respect to such outstanding Awards without the participant's consent. Further to this, certain amendments require the approval of the stockholders pursuant to applicable laws, tax rules and the ASX Listing Rules.

Expiry

12. Unless terminated earlier, the Plan will expire in 2027.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and ask questions you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Step 1

Open your web browser and go to <https://agmlive.link/RVS21> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz

How to ask a question

Note: Only securityholders are eligible to ask questions.

You will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The **'Ask a Question'** box will then pop up with two sections for completion.

In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

Downloads

View relevant documentation in the Downloads section.

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6

LODGE YOUR INSTRUCTION

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
Revasum, Inc.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

CDI VOTING INSTRUCTION FORM

STEP 1

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depository Interests (CDIs) of Revasum, Inc. (Company) hereby direct CHESS Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **4:00pm (PDT), Wednesday 19 May 2021 (being 9:00am (AEST) Thursday, 20 May 2021)**, (the Meeting) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/RVS21> (refer to details in the Virtual Annual General Meeting Online Guide).

STEP 2

PROXY APPOINTMENT – this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting

If you wish to appoint yourself as CDN's proxy to attend the Meeting in person or appoint another person or company as CDN's proxy, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) and email address in these boxes.

Name

Email

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to be appointed as CDN's proxy to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

STEP 3


VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than Friday, 14 May 2021 at 4.00 pm (PDT), (being Saturday, 15 May 2021 at 9.00 am (AEST)).

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain		For	Against	Abstain
1 Ratification of BDO Audit Pty Ltd as Auditor*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 Approval of Amended and Restated 2017 Omnibus Incentive Plan*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				4 Issue of Options to Vivek Rao*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				5 Issue of Options to Paul Mirabelle*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Kevin Landis as a Director	<input type="checkbox"/>		<input type="checkbox"/>				

 * If you mark "Abstain" for Items 1, 3, 4 and 5, the shares underlying your CDIs are considered present and entitled to vote for the purpose of determining quorum, and will have the same effect as votes "Against" the applicable resolution. Withhold votes applicable to Item 2 are considered shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election or re-election of directors.

STEP 4

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)	Joint CDI Holder 2 (Individual)	Joint CDI Holder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

APPOINTMENT OF A PROXY

If you wish to appoint yourself as CDN's proxy to attend the Meeting in person or appoint some person or company as CDN's proxy, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) and email address or the name and email address of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, 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 indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **Friday, 14 May 2021 at 4.00 pm (PDT), (being Saturday, 15 May 2021 at 9.00 am (AEST))**. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MAIL

Revasum, Inc.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

□



REVASUM, INC.

Proxy for Annual General Meeting of Stockholders on May 19, 2021 (PDT) (May 20, 2021 (AEST))

Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Vivek Rao, with full power of substitution and power to act alone, as proxy to vote all the shares of Common Stock in Revasum, Inc., which the undersigned would be entitled to vote if personally present and acting at the Annual General Meeting of Stockholders of Revasum, Inc., to be held virtually at 4:00 pm, Wednesday, 19 May 2021 (PDT) (being 9:00 am Thursday, 20 May 2021 (AEST)), and at any adjournments or postponements thereof, as follows:

(Continued and to be signed on the reverse side)

ANNUAL GENERAL MEETING OF STOCKHOLDERS OF

REVASUM, INC.

May 19, 2021 (PDT) at 4:00 pm (May 20, 2021 (AEST)) at 9:00 am

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at - https://investors.revasum.com/investor-centre/

Valid, signed and dated proxy cards must be received by American Stock Transfer & Trust Company, LLC no later than Monday, 17 May 2021 at 4:00 pm (PDT), (being Tuesday, 18 May 2021 at 9:00 am (AEST))

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS (OTHER THAN DIRECTORS ABSTAINING AS NOTED IN THE NOTICE OF MEETING) RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3, 4 AND 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE OR BY EMAIL TO IR@REVASUM.COM. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

- 1. Ratification of BDO Audit Pty Ltd ACN 134 022 870 (BDO Audit) as the Company's independent registered public accounting firm for the financial year ending 2 January 2022.
2. Re-Election of Kevin Landis as a Director.
3. Approval of Amended and Restated 2017 Omnibus Incentive Plan.
4. Issue of Options to Vivek Rao.
5. Issue of Options to Paul Mirabelle.

Abstentions are considered shares present and entitled to vote for the purposes of determining a quorum, and will have the same effect as votes "Against" resolutions 1, 3, 4 & 5.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned stockholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" PROPOSALS 1, 2, 3, 4 AND 5. ALL OTHER PROXIES HERETOFORE GIVEN BY THE UNDERSIGNED IN CONNECTION WITH THE ACTIONS PROPOSED ON THIS PROXY CARD ARE HEREBY EXPRESSLY REVOKED. THIS PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED BY WRITTEN NOTICE TO THE SECRETARY OF THE COMPANY, BY ISSUANCE OF A SUBSEQUENT PROXY OR BY VOTING IN PERSON AT THE ANNUAL MEETING.

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING. []

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. []

Signature of Stockholder [] Date: [] Signature of Stockholder [] Date: []

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.