

18 October 2023

Dear Shareholders,

2023 ANNUAL GENERAL MEETING

The Company's annual general meeting is scheduled to be held at Steinepreis Paganin, Level 4, 16 Milligan Street, Perth WA 6000 on 17 November 2023 at 10:30am (AWST) (**Meeting**).

The Directors have made the decision to hold a hybrid meeting. Accordingly, Shareholders will be able to attend the Meeting either in person or online.

It is helpful for Shareholders who wish to attend the Meeting in person to register their attendance by emailing the Company Secretary at simon.durack@ahi.tech by no later than 10:30am (AET) on 15 November 2023.

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting and register their attendance prior to the Meeting if they intend to attend**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy.

The Notice of Meeting and Explanatory Statement can be viewed and downloaded from https://lnq2.page/AHI_AGM2023. Please also refer to the Notice of Meeting, available for download, for details on how to participate in the Meeting.

Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.investor.automic.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Meeting and Explanatory Statement online please contact the Company Secretary, Simon Durack, via email at simon.durack@ahi.tech.

The Company will notify Shareholders via the Company's website at www.ahi.tech and the Company's ASX Announcement Platform at asx.com.au (ASX: AHI) if changing circumstances impact the planning or arrangements for the Meeting.

This announcement is authorised for market release by the Board of Advanced Health Intelligence Ltd.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'S Durack', written in a cursive style.

Simon Durack JP
Company Secretary and Chief Financial Officer

ADVANCED HEALTH INTELLIGENCE LTD
ACN 602 111 115
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30 (WST)
DATE: Friday, 17 November 2023
PLACE: Steinepreis Paganin – Boardroom
Level 4, 16 Milligan Street
Perth WA 6000

This meeting is a hybrid meeting. Shareholders may either attend the Meeting in person or attend and participate in the Meeting virtually through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, and vote online.

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 15 November 2023.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”

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

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – JACQUELINE YEE

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

“That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Jacqueline Yee, a Director who was appointed casually on 20 December 2022, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DATO LOW KOON POH

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

“That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Dato Low Koon Poh, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MIKE MELBY

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

“That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Mike Melby, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – NICHOLAS PROSSER

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Nicholas Prosser (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – MIKE MELBY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Mike Melby (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Securities Incentive Plan and for the issue of up to a maximum of 16,327,798 Securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF LENDER SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF CONSULTANT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 400,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

12. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SUPPLIER SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 250,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

13. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 544,604 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

14. RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,455,396 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

15. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF LEAD MANAGER OPTIONS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,500,000 Options on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

16. RESOLUTION 15 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 225,460 Convertible Notes each with a face value of \$1.00 on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

17. RESOLUTION 16 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY - SCOTT MONTGOMERY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Performance Rights to Scott Montgomery (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

18. RESOLUTION 17 – ISSUE OF WARRANTS TO RELATED PARTY - MIKE MELBY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000 Warrants to Mike Melby (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

19. RESOLUTION 18 – ISSUE OF WARRANTS TO RELATED PARTY - NICHOLAS PROSSER

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000 Warrants to Nicholas Prosser (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

20. RESOLUTION 19 – ISSUE OF WARRANTS TO RELATED PARTY - DATO LOW KOON POH

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000 Warrants to Dato Low Koon Poh (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

21. RESOLUTION 20 – ISSUE OF WARRANTS TO RELATED PARTY - PETER GOLDSTEIN

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000 Warrants to Peter Goldstein (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

22. RESOLUTION 21 – ISSUE OF WARRANTS TO RELATED PARTY - JACQUELINE YEE

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 25,000 Warrants to Jacqueline Yee (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

23. RESOLUTION 22 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chair of the Meeting for identification purposes.”

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 5 – Issue of Shares to Related Party - Nicholas Prosser</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 6 – Issue of Shares to Related Party – Mike Melby</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 8 – Adoption of Employee Securities Incentive Plan</p>	<p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 16 – Issue of Performance Rights to Related Party - Scott Montgomery</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.

	<p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolutions 17 to 21 – Issue of Warrants to Related Parties	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 5 – Issue of Shares to Related Party – Nicholas Prosser	Nicholas Prosser (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Issue of Shares to Related Party – Mike Melby	Mike Melby (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Adoption of Employee Securities Incentive Plan	<p>A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or</p> <p>(b) the Chairperson 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 Chairperson to vote on the Resolution as the Chairperson decides; or</p> <p>(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:</p> <p>(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 this Resolution; and</p> <p>(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolution 9 – Ratification of prior issue of Lender Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Lender) or an associate of that person or those persons.
Resolution 10 – Ratification of prior issue of Consultant Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Consultant) or an associate of that person or those persons.
Resolution 11 – Ratification of prior issue of Supplier Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Supplier) or an associate of that person or those persons.

Resolutions 12 and 13 – Ratification of prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Orca Capital GMBH) or an associate of that person or those persons.
Resolution 14 – Ratification of prior issue of Lead Manager Options	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Lead Manager) or an associate of that person or those persons.
Resolution 15 – Ratification of prior issue of Convertible Notes	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Holders) or an associate of that person or those persons.
Resolution 16 – Issue of Performance Rights to Related Party – Scott Montgomery	Scott Montgomery (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 17 – Issue of Warrants to Related Party – Mike Melby	Mike Melby (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 18 – Issue of Warrants to Related Party	Nicholas Prosser (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 19 – Issue of Warrants to Related Party	Dato Low Koon Poh (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 20 – Issue of Warrants to Related Party	Peter Goldstein (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 21 – Issue of Warrants to Related Party	Jacqueline Yee (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the

Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Virtual Meeting

Venue

- If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the Meeting here: www.ahi.tech/asxinvestors.
- After registering, you will receive a confirmation containing information on how to attend the Meeting.
- Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at investors@ahi.tech at least 48 hours before the Meeting.
- The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.
- Shareholders who join the Meeting virtually will have the opportunity to:
 - ask questions online of the Chair and the external auditors;
 - hear the responses to questions asked online during the Meeting and before the Meeting using the Question Form or online lodgement; and
 - cast a vote on the resolutions to be considered at the Meeting.

Voting virtually

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (www.investor.automic.com.au) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (www.investor.automic.com.au), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps? Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

- Login to the Automic website (www.investor.automic.com.au) using your username and password.
- If registration for the Meeting is open, click on 'Meeting open for registration' and follow the steps.
- If live voting for the Meeting is open, click on 'Meeting open for voting' and follow the steps.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary at info@ahi.tech.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.ahi.tech/investors>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – JACQUELINE YEE

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Jacqueline Yee, having been appointed by other Directors on 20 December 2022 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Jacqueline Yee has spent over 30 years as an institutional finance professional out of New York, London, Paris, Amsterdam, Hong Kong, Australia and currently resides in Singapore. To date, Ms Yee has been involved in over \$25 billion in transaction value with a notable volume of work in the healthcare sector, including restructuring of 27 national hospitals and the drafting of Healthcare Investment Valuation Policy in New Zealand.

3.3 Independence

Jacqueline Yee has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Jacqueline Yee will be an independent Director.

3.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Jacqueline Yee.

Jacqueline Yee has confirmed that she considers she will have sufficient time to fulfil her responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with her availability to perform her duties as a Non-Executive Director of the Company.

3.5 Board recommendation

The Board has reviewed Jacqueline Yee's performance since her appointment to the Board and considers that her skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Jacqueline Yee and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DATO LOW KOON POH

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Dato Low Koon Poh, who has served as a Director since 13 July 2020 and was elected on 11 December 2020, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Dato Low, holds multiple offices in both private and public companies. One of which is Singapore listed IEV Holdings. His primary focus as Executive Director of Medi Lifestyle Limited (SGX: Z4D), is the development and growth the Company across the healthcare and wellness sector. Dato Low has been involved in capital market advisory positions across multiple jurisdictions including Australia, Singapore, Malaysia, Hong Kong and the US NASDAQ and NYSE. Dato Low has specialised in restructuring, mergers & acquisitions, and corporate transactions for over 30 years. Over the last 3 decades, he has participated in many corporate transactions in multiple industries and across international borders, with the focus on value creation. Dato Low is a Chartered Accountant registered with the Malaysian Institute of Accountants, Fellow member of the Association of Chartered Certified Accountants (UK) and a member of the ASEAN Chartered Professional Accountants.

4.3 Independence

If re-elected the Board considers Dato Low Koon Poh will be an independent Director.

4.4 Board recommendation

The Board has reviewed Dato Low Koon Poh's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Dato Low Koon Poh and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MIKE MELBY

5.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mike Melby, who has served as a Director since 27 October 2017 and was last re-elected on 31 January 2022, retires by rotation and seeks re-election.

5.2 Qualifications and other material directorships

Mr Melby brings a wealth of knowledge and skills to the Board through his experience as an investment banker and private equity professional.

Mr Melby is co-founder & co-Chief Executive Officer of FitLab, an integrated media & technology holding company focused on fitness & sport lifestyle. He is also co-founder of Mayweather Boxing + Fitness. Previously, Mr Melby was Vice President at New Evolution Ventures, where he invested in and operated health clubs worldwide and served as an executive at UFC Gym. Prior to that, Mr Melby was co-founder of two technology startups (both of which exited to publicly traded companies), a private equity investor with ClearLight Partners and an investment banker with FBR Capital Markets.

Mr Melby received his undergraduate degree from UC Berkeley & MBA from The Wharton School at the University of Pennsylvania.

5.3 Independence

If re-elected the Board does not consider Mike Melby will be an independent Director.

5.4 Board recommendation

The Board has reviewed Mike Melby's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mike Melby and recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTIONS 5 AND 6 – ISSUE OF SHARES TO RELATED PARTIES – NICHOLAS PROSSER AND MIKE MELBY

6.1 General

The issue of 1,000,000 Shares each to Nicholas Prosser and Mike Melby (or their nominee(s)) was approved by Shareholder at the Company's annual general meeting held on 29 November 2022. However, due to an administrative oversight, the Shares were not issued within one month of the date of the meeting. As such, the Company is seeking Shareholder approval under Listing Rule 10.11 at this Meeting for the issue of these Shares to Nicholas Prosser and Mike Melby (or their nominee(s)).

The proposed issue of Shares to Messrs Prosser and Melby will be made pursuant to their Non-Executive Director appointment agreements with the Company. The Company expects that the current Director remuneration arrangements will be modified in connection with the Company's proposed re-domiciliation to the United States that is anticipated to occur during the current financial year, which is expected to involve the removal of the current annual issue of Shares.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Nicholas Prosser and Mike Melby (or their nominee(s)) constitutes giving a financial benefit and Nicholas Prosser and Mike Melby are related parties of the Company by virtue of being Directors.

The Directors (other than Nicholas Prosser and Mike Melby who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Shares because the agreement to issue the Shares, reached as part of the remuneration package for Nicholas Prosser and Mike Melby, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;
or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 5 and 6 seek the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of the Shares to Nicholas Prosser and Mike Melby within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Shares in accordance with the contracts for service with Nicholas Prosser and Michael Melby in which case the Company will be required

to enter into negotiations with Nicholas Prosser and Michael Melby with respect to payment of these obligations out of its cash reserves, which the Company considers will be detrimental to Shareholders.

6.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 5 and 6:

- (a) the Shares will be issued to Nicholas Prosser and Mike Melby (or their nominee(s)), who fall within the category set out in Listing Rule 10.11.1 as Nicholas Prosser and Mike Melby are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Shares to be issued is 1,000,000 each;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the issue price of the Shares will be nil. The Company will not receive any other consideration in respect of the issue of the Shares;
- (e) the purpose of the issue of the Shares is to provide a performance linked incentive component in the remuneration package for Nicholas Prosser and Mike Melby to motivate and reward their performance as Directors and to provide cost effective remuneration to Nicholas Prosser and Mike Melby, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Nicholas Prosser and Mike Melby;
- (f) the current total remuneration package for the recipients of the Shares are as follows:
 - (i) Mr Michael Melby - \$166,000, consisting of base salary and consulting fees and share-based payments (\$130,000). The fair value of share-based payments is based on the market value of the Shares at 12 October 2023 (\$0.13 per Share); and
 - (ii) Mr Nicholas Prosser - \$169,960, consisting of base salary (plus superannuation contributions) and share-based payments (\$130,000). The fair value of share-based payments is based on the market value of the Shares at 12 October 2023 (\$0.13 per Share); and
- (g) the Shares are being issued to Nicholas Prosser and Mike Melby under non-executive contracts for services. A summary of the material terms of the contracts is set out in Schedule 1.

7. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

7.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$28,561,515 (based on the number of Shares on issue and the closing price of Shares on the ASX on 12 October 2023).

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 7.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) the acquisition of new resources and investments (including expenses associated with such an acquisition);
- (ii) the development of the Company's current business; and
- (iii) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 12 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.065	\$0.130	\$0.195
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	219,703,969 Shares	21,970,396 Shares	\$1,428,075	\$2,856,151	\$4,284,227
50% increase	329,555,954 Shares	32,955,595 Shares	\$2,142,113	\$4,284,227	\$6,426,341
100% increase	439,407,938 Shares	43,940,793 Shares	\$2,856,151	\$5,712,303	\$8,568,454

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-

rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 219,703,969 Shares on issue comprising:
 - (a) 217,703,969 existing Shares as at the date of this Notice; and
 - (b) 2,000,000 Shares which will be issued if Resolutions 5 and 6 are passed at this Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 12 October 2023 (being \$0.13).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;

- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, the Company issued 19,455,396 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 11.56% of the total diluted number of Equity Securities on issue in the Company 12 months prior to the Meeting.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue: 14 June 2023 Date of Appendix 2A: 14 June 2023
Recipients	Orca Capital GMBH
Number and Class of Equity Securities Issued	19,455,396 Shares ¹
Issue Price and discount to Market Price¹ (if any)	\$0.25 per Share (at a discount 37.5% to Market Price).
Total Cash Consideration and Use of Funds	Amount raised: \$4,863,849 Amount spent: \$4,863,849 Use of funds: the Company's current products and business development and marketing, with the remainder of the proceeds to be used for general corporate purposes, including, without limitation, investing in or acquiring companies that are synergistic with or complimentary to our technologies and working capital.

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:AH1) (terms are set out in the Constitution).
2. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

7.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

8. RESOLUTION 8 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

8.1 General

Resolution 8 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Securities Incentive Plan" (**Incentive Plan**) and for the issue of up to a maximum of 16,327,798 Securities under the Incentive Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Incentive Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Incentive Plan and the future issue of Securities under the Incentive Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

As summarised in Section 7.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Listing Rule 7.2 (Exception 13(b)) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Listing Rule 7.2 (Exception 13(b)) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 8 is passed, the Company will be able to issue Securities under the Incentive Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Incentive Plan (up to the maximum number of Securities stated in Section 8.2(d) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 8 is not passed, the Company will be able to proceed with the issue of Securities under the Incentive Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

8.2 Technical information required by Listing Rule 7.2 (Exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 8:

- (a) a summary of the key terms and conditions of the Incentive Plan is set out in Schedule 2;
- (b) the Company has not issued any Securities under the Incentive Plan as this is the first time that Shareholder approval is being sought for the adoption of the Incentive Plan; and
- (c) the Company is seeking Shareholder approval to adopt the Plan to include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (Employee Incentive Scheme); and
- (d) the maximum number of Securities proposed to be issued under the Incentive Plan, following Shareholder approval, is 16,327,798 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF LENDER SHARES

9.1 General

On 15 February 2023, the Company issued 500,000 Shares to Pheakes Pty Ltd as trustee of the Senate Trust (**Lender**) in consideration for providing the Company a short term loan facility (**Lender Shares**).

The issue of the Lender Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 7.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

The issue of the Lender Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Lender Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Lender Shares.

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Lender Shares.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Lender Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lender Shares.

If Resolution 9 is not passed, the Lender Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lender Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

9.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) the Lender Shares were issued to the Lender;
- (b) 500,000 Lender Shares were issued and the Lender Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Lender Shares were issued on 15 February 2023;
- (d) the Lender Shares were issued at a nil issue price, in lieu of no interest being payable on amount drawn down from the facility. The Company has not and will not receive any other consideration for the issue of the Lender Shares;
- (e) the purpose of the issue of the Lender Shares was to satisfy the Company's obligations under the facility agreement with the Lender (**Facility Agreement**); and
- (f) the Lender Shares were issued to the Lender under the Facility Agreement. A summary of the material terms of the Facility Agreement is set out in Schedule 3.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF CONSULTANT SHARES

10.1 Background to Consultancy Agreement

The Company entered into a mandate with Evan Cross (**Consultant** pursuant to which the Consultant agreed to provide consultancy services in relation to

completion of the wellteq digital Health Inc. acquisition and the Vertica Pty Ltd acquisition (**Consultancy Agreement**).

In consideration for services provided under the Consultancy Agreement, the Company agreed to issue the Consultant (or his nominee) 400,000 Shares. Accordingly, Resolution 10 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Shares.

10.2 General

On 15 February 2023, the Company issued 400,000 Shares to Sante Holdings Pty Ltd ATF The DEC Family Trust, an entity controlled by Evan Cross, in lieu of fees (**Consultant Shares**).

The issue of the Consultant Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 7.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

The issue of the Consultant Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Consultant Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consultant Shares.

Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consultant Shares.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Consultant Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consultant Shares.

If Resolution 10 is not passed, the Consultant Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consultant Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

10.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 10:

- (a) the Consultant Shares were issued to Sante Holdings Pty Ltd ATF The DEC Family Trust;
- (b) 400,000 Consultant Shares were issued and the Consultant Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Consultant Shares were issued on 15 February 2023;
- (d) the Consultant Shares were issued at a nil issue price, in lieu of consultancy fees. The Company has not and will not receive any other consideration for the issue of the Consultant Shares;
- (e) the purpose of the issue of the Consultant Shares was to satisfy the Company's obligations under the consultancy agreement; and
- (f) the Consultant Shares were issued under the Consultancy Agreement. A summary of the material terms of the Consultancy Agreement is set out in Section 10.1.

11. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SUPPLIER SHARES

11.1 Background to Supplier Agreement

The Company entered into a mandate with CPS Capital Group (**CPS**), pursuant to which CPS agreed to provide the Company with corporate advisory services (**Supplier Agreement**).

In consideration for services provided under the Consultancy Agreement, the Company agreed to issue Celtic Capital Pty Ltd (**Supplier**), being CPS's nominee, 250,000 Shares. Accordingly, Resolution 10 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Shares to the Supplier.

11.2 General

On 18 April 2023, the Company issued 250,000 Shares to the Supplier in lieu of fees (**Supplier Shares**).

The issue of the Supplier Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 7.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders

over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

The issue of the Supplier Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Supplier Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Supplier Shares.

Resolution 11 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Supplier Shares.

11.3 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Supplier Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Supplier Shares.

If Resolution 11 is not passed, the Supplier Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Supplier Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

11.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 11:

- (a) the Supplier Shares were issued to the Supplier;

- (b) 250,000 Supplier Shares were issued and the Supplier Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Supplier Shares were issued on 18 April 2023;
- (d) the Supplier Shares were issued at a nil issue price, in lieu of fees owing to CPS. The Company has not and will not receive any other consideration for the issue of the Supplier Shares;
- (e) the purpose of the issue of the Supplier Shares was to satisfy the Company's obligations under the supplier agreement (**Supplier Agreement**); and
- (f) the Supplier Shares were issued under the Supplier Agreement. A summary of the material terms of the Supplier Agreement is set out in Section 11.1.

12. BACKGROUND TO RESOLUTIONS 12 TO 14

12.1 Overview of the Placement

As announced on 13 June 2023, the Company conducted a private placement to raise \$5,000,000 (**Placement**). On 14 June 2023, the Company issued 20,000,000 Shares to Orca Capital GMBH, an offshore institutional investor (**Orca Capital**), at an issue price of \$0.25 per Share (**Placement Shares**).

The funds raised from the Placement will be applied primarily towards the Company's current products and business development and marketing, with the remainder of the proceeds to be used for general corporate purposes, including, without limitation, investing in or acquiring companies that are synergistic with or complimentary to our technologies and working capital.

Resolutions 12 and 13 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Further details in respect of the Placement are set out in the ASX announcement released on 13 June 2023.

12.2 Lead Manager

The Company engaged the services of Evolution Capital Pty Ltd to act as lead manager to the Placement (**Lead Manager**) pursuant to a mandate dated 13 June 2023 (**Lead Manager Mandate**).

In consideration for the lead manager services, the Company agreed to pay / issue the Lead Manager:

- (a) a cash fee of 2% of the gross proceeds raised under the Placement; and
- (b) 2,500,000 Options exercisable at \$0.35 on or before two (2) years from the date of issue (**Lead Manager Options**).

Resolution 14 seeks ratification pursuant to Listing Rule 7.4 for the issue of the Lead Manager Options.

13. RESOLUTION 12 AND 13 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1A

13.1 General

On 14 June 2023, the Company issued 20,000,000 Shares to Orca Capital under the Placement.

544,604 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 12) and 19,455,396 Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 29 November 2022 (being, the subject of Resolution 13).

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

13.2 Listing Rules 7.1 and 7.1A

As summarised in Section 7.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed by the requisite majority at this Meeting.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

13.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 12 and 13 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

13.4 Technical information required by Listing Rule 14.1A

If Resolutions 12 and 13 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 12 and 13 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

13.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 12 and 13:

- (a) the Placement Shares were issued to Orca Capital;
- (b) 20,000,000 Placement Shares were issued on the following basis:
 - (i) 544,604 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 12); and
 - (ii) 19,455,396 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 13);
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 14 June 2023;
- (e) the issue price was \$0.25 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the Placement and the use of funds is set out in Section 12.1; and
- (g) the Placement Shares were not issued under an agreement.

14. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF LEAD MANAGER OPTIONS

14.1 General

On 14 June 2023, the Company issued 2,500,000 Options in consideration for services provided by the Lead Manager.

The issue of the Lead Manager Options did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 7.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

The issue of the Lead Manager Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Lead Manager Options.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Lead Manager Options.

Resolution 14 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Lead Manager Options.

14.2 Technical information required by Listing Rule 14.1A

If Resolution 14 is passed, the Lead Manager Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lead Manager Options.

If Resolution 14 is not passed, the Lead Manager Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Lead Manager Options.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 8 being passed at this Meeting.

14.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 14:

- (a) the Lead Manager Options were issued to the Lead Manager;

- (b) 2,500,000 Lead Manager Options were issued and the Lead Manager Options were issued on the terms and conditions set out in Schedule 4;
- (c) the Lead Manager Options were issued on 14 June 2023;
- (d) the Lead Manager Options were issued at a nil issue price, in consideration for services provided by the Lead Manager. The Company has not and will not receive any other consideration for the issue of the Lead Manager Options (other than in respect of funds received on exercise of the Lead Manager Options);
- (e) the purpose of the issue of the Lead Manager Options was to satisfy the Company's obligations under the Lead Manager Mandate; and
- (f) the Lead Manager Options were issued to the Lead Manager under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 12.2.

15. RESOLUTION 15 – RATIFICATION OF THE ISSUE OF CONVERTIBLE NOTES

15.1 Overview

As announced on 28 April 2023, the Company secured a convertible note facility of up to US\$10,000,000 on the terms and conditions set out in Schedule 5 (**Facility**). 2,506,046 convertible notes were initially issued under the Facility by utilizing the Company's placement capacity under Listing Rule 7.1, raising A\$1,976,600 (**Convertible Notes**).

As announced on 21 June 2023, A\$1,750,000 worth of the Convertible Notes issued under the Facility on 28 April 2023 were repaid early by the Company, along with a 10% repayment fee and interest accrued. As such, as at the date of this Notice, 225,460 Convertible Notes remain on issue (being A\$225,460 worth of Convertible Notes).

At any time after the earlier of six months from their date of issue and the date that the Company's share price trades at a minimum of A\$0.50, a holder of a Convertible Note (**Holder**) may elect to convert the principal amount of the Convertible Notes held by the Holder into Shares at the deemed conversion price equal to the higher of:

- (a) \$0.50 per Share (**Floor Price**); and
- (b) a 25% discount to the volume weighted average price for Shares traded on ASX for the 10 trading days on which trades in Shares on ASX were recorded, up to and including the trading day before conversion,

(**Deemed Conversion Price**).

As such, the maximum number of Shares that can be issued on conversion of the remaining Convertible Notes is 450,920 Shares (being the number of Shares being issued at the Floor Price).

A summary of Listing Rules 7.1 and 7.1A is set out in Section 13.2 above.

The agreement to issue the Convertible Notes does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder

approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Convertible Notes.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the Convertible Notes.

Resolution 15 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the Convertible Notes.

15.2 Technical information required by Listing Rule 14.1A

If Resolution 15 is passed, the Convertible Notes will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Convertible Notes.

If Resolution 15 is not passed, the Convertible Notes will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Convertible Notes.

15.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 15:

- (a) the Convertible Notes were issued to sophisticated and professional investors who were identified by the Directors under the convertible note facility that was announced on 28 April 2023;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Convertible Notes were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 1,750,000 convertible notes (being the Convertible Notes) that were issued on the terms and conditions set out in Schedule 5;
- (d) the Convertible Notes were issued on 28 April 2023;
- (e) the Convertible Notes were issued at an issue price of \$1.00 for each Convertible Note. The Company has received a total of A\$1,750,000 for

the Convertible Notes (less costs). The Company will not receive any consideration for the issue of the Shares on conversion of the Convertible Notes;

- (f) the purpose of the issue of the Convertible Notes is to satisfy the Company's obligations to the holders of the Convertible Notes under the convertible note agreements, the material terms of which are summarized in Schedule 5; and
- (g) the Shares will be issued to holders of the Convertible Notes under convertible note agreements, the material terms of which are summarized in Schedule 5.

15.4 Number of Shares

Set out below is a worked example of the number of Shares that may be issued upon conversion of the Convertible Notes that remain on issue based on the conversion prices of \$0.50, \$0.75 and \$1.00 per Share, being the Floor Price, a 50% increase to the Floor Price, and a 100% increase to the Floor Price.

Assumed issue price	Maximum number of Shares which may be issued	Current Shares on issue as at the date of this Notice ²	Increased number of Shares on issue following issue of Shares on conversion of Convertible Notes	Dilution effect on existing Shareholders
\$0.50	450,920	217,203,969	217,654,889	0.21%
\$0.75	300,614	217,203,969	217,504,583	0.14%
\$1.00	225,460	217,203,969	217,429,429	0.10%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 217,203,969 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 15 (based on the assumed issue prices set out in the table).

The Company notes that the workings set out below are examples only and the actual issue price may differ. This will result in the maximum number of Shares to differ.

16. RESOLUTION 16 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – SCOTT MONTGOMERY

16.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 15,000,000 Performance Rights (**Performance Rights**) to Scott Montgomery (or his nominee) on the terms and conditions set out below.

The issue of these Performance Rights was agreed as part of Mr Montgomery's remuneration package when he agreed to be appointed the Company's Chief Executive Officer and Managing Director in December 2022.

Resolution 16 seeks Shareholder approval for the issue of the Performance Rights to Scott Montgomery (or his nominee).

16.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.2 above.

The issue of Performance Rights to Scott Montgomery (or his nominee) constitutes giving a financial benefit and Mr Montgomery is a related party of the Company by virtue of being a Director.

The Directors (other than Scott Montgomery who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Montgomery, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

16.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.3 above.

The issue of Performance Rights falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 16 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

16.4 Technical information required by Listing Rule 14.1A

If Resolution 16 is passed, the Company will be able to proceed with the issue of the Performance Rights to Scott Montgomery within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 16 is not passed, the Company will not be able to proceed with the issue of the Performance Rights and may have to find alternative means to remunerate Mr Montgomery, which may not be as financially viable for the Company.

16.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 16:

- (a) the Performance Rights will be issued to Scott Montgomery (or his nominee), who falls within the category set out in Listing Rule 10.11.1 as Scott Montgomery is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Performance Rights to be issued is 15,000,000;
- (c) the terms and conditions of the Performance Rights are set out in Schedule 6;
- (d) the Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date;

- (e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights;
- (f) the purpose of the issue of the Performance Rights is to provide a performance linked incentive component in the remuneration package for Scott Montgomery to motivate and reward his performance as a Director and to provide cost effective remuneration to Mr Montgomery, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Montgomery;
- (g) the current total remuneration package for Scott Montgomery is \$350,000 comprising of directors' salary. If the Performance Rights are issued, the total remuneration package of Mr Montgomery will increase by \$832,312 to \$1,182,312, being the value of the Performance Rights (based on the Hoadley ES05 trinomial option valuation model);
- (h) the Performance Rights are not being issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 16 of the Notice.

17. RESOLUTIONS 17 TO 21 – ISSUE OF WARRANTS TO RELATED PARTIES

17.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 25,000 Warrants to each of Mike Melby, Nicholass Prosser, Dato Low Koon Poh, Peter Goldstein and Jacqueline Yee (or their nominees) (**Related Parties**) on the terms and conditions set out below.

Each Warrant is exercisable into an American Depositary Share (**ADS**), which will be tradeable on Nasdaq, each exercisable at 120% of the Nasdaq closing price as at 17 November 2023 on or before 17 November 2026. Each ADS represents 28 Shares. The full terms and conditions of the Warrants are set out in Schedule 7.

Resolutions 17 to 21 seek Shareholder approval for the issue of the Warrants to the Related Parties (or their nominees).

17.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Warrants to the Related Parties (or their nominees) constitutes giving a financial benefit and Mike Melby, Nicholass Prosser, Dato Low Koon Poh, Peter

Goldstein and Jacqueline Yee are related parties of the Company by virtue of being Directors.

The Directors (other than the Related Parties who have a material personal interest in Resolutions 17 to 21) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Warrants because the agreement to issue the Warrants, reached as part of the remuneration package for the Related Parties, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

17.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.3 above.

The issue of Warrants falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 17 to 21 seek the required Shareholder approval for the issue of the Warrants under and for the purposes of Listing Rule 10.11.

17.4 Technical information required by Listing Rule 14.1A

If Resolutions 17 to 21 are passed, the Company will be able to proceed with the issue of the Warrants to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Warrants (because approval is being obtained under Listing Rule 10.11), the issue of the Warrants will not use up any of the Company's 15% annual placement capacity.

If Resolutions 17 to 21 are not passed, the Company will not be able to proceed with the issue of the Warrants and may have to use other methods to remunerate and retain the Related Parties which may not be as cost effective for the Company.

17.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 17 to 21:

- (a) the Warrants will be issued to the following persons:
 - (i) Mike Melby (or his nominee) pursuant to Resolution 17;
 - (ii) Nicholas Prosser (or his nominee) pursuant to Resolution 18;
 - (iii) Dato Low Koon Poh (or his nominee) pursuant to Resolution 19;
 - (iv) Peter Goldstein (or his nominee) pursuant to Resolution 20; and
 - (v) Jacqueline Yee (or her nominee) pursuant to Resolution 21,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Warrants to be issued is 125,000, comprising 25,000 Warrants to be issued to each of;

- (i) Mike Melby (or his nominee) pursuant to Resolution 17;
 - (ii) Nicholas Prosser (or his nominee) pursuant to Resolution 18;
 - (iii) Dato Low Koon Poh (or his nominee) pursuant to Resolution 19;
 - (iv) Peter Goldstein (or his nominee) pursuant to Resolution 20; and
 - (v) Jacqueline Yee (or her nominee) pursuant to Resolution 21;
- (c) the terms and conditions of the Warrants are set out in Schedule 7;
- (d) the Warrants will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Warrants will occur on the same date;
- (e) the issue price of the Warrants will be nil. The Company will not receive any other consideration in respect of the issue of the Warrants (other than in respect of funds received on exercise of the Warrants);
- (f) the purpose of the issue of the Warrants is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as a Director and to provide cost effective remuneration to the Related Parties, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the current total remuneration package for each of the Related Parties is set out below:

Related Party	Current Financial Year Ending 30 June 2024
Mike Melby	\$36,000 ¹
Nicholas Prosser	\$39,960 ²
Dato Low Koon Poh	\$36,000 ³
Peter Goldstein	USD\$36,000 ⁴
Jacqueline Yee	\$36,000 ⁵

Notes:

1. Comprising Directors' fees of \$36,000. Mr Melby is also entitled to receive \$52,163 (being the value of the Warrants the subject of Resolution 17 and \$130,000 (being the value of the Shares the subject of Resolution 6, at the closing price of \$0.13).
2. Comprising Directors' salary and SGC of \$39,960. Mr Prosser is also entitled to receive \$52,163 (being the value of the Warrants the subject of Resolution 18 and \$130,000 (being the value of the Shares the subject of Resolution 5, at the closing price of \$0.13).
3. Comprising Directors' fees of \$36,000. Dato Low Koon Poh is also entitled to receive \$52,163 (being the value of the Warrants the subject of Resolution 18).
4. Comprising Directors' fees of USD\$36,000. Mr Goldstein is also entitled to receive \$52,163 (being the value of the Warrants the subject of Resolution 19).

5. Comprising Directors' fees of \$36,000. Ms Yee is also entitled to receive \$53,354 (being the value of the Warrants the subject of Resolution 20).
- (h) the Warrants are not being issued under an agreement; and
- (i) a voting exclusion statement is included in Resolutions 17 to 21 of the Notice.

18. RESOLUTION 22 – REPLACEMENT OF CONSTITUTION

18.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 22 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted in January 2022.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to updating the name of the Company to that adopted in November 2022.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <https://www.ahi.tech/> and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (info@ahi.tech). Shareholders are invited to contact the Company if they have any queries or concerns.

18.2 Summary of material proposed changes

Minimum Securityholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an "unmarketable parcel" of securities, being a securityholding that is less than \$500 based on the closing price of the Company's securities on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Partial (proportional) takeover provisions (new clause 37)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;

- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 22.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 7.1.

ADS means an American Depositary Share representing 28 Shares and deposited with The Bank of New York Mellon, as depositary.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Advanced Health Intelligence Ltd (ACN 602 111 115).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

US\$ means United States Dollars.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Warrant means the option to purchase one (1) ADS.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – NON-EXECUTIVE DIRECTOR CONTRACT FOR SERVICES

The Company entered into non-executive Director contracts for services with Nicholas Prosser and Mike Melby. The material terms and conditions of which are set out below:

Remuneration	<p>(a) Mr Prosser will be paid A\$36,000 per annum (plus superannuation) and, subject to shareholder approval, the Company will issue Mr Prosser 1,000,000 Shares for each 12- month period of employment.</p> <p>(b) Mr Melby will be paid A\$36,000 per annum and, subject to shareholder approval, the Company will issue Mr Prosser 1,000,000 Shares for each 12-month period of employment.</p>
Termination	<p>The Company may terminate the Director's employment if the Director:</p> <p>(a) ceases to be a director under the Corporations Act;</p> <p>(b) becomes bankrupt;</p> <p>(c) is prohibited from being a director by reason of any order made under the Corporations Act;</p> <p>(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;</p> <p>(e) resigns from their office by notice in writing;</p> <p>(f) is removed from office by resolution of the Company;</p> <p>(g) fails to be re-elected; or</p> <p>(h) in any other circumstances as specified in the Company constitution</p>

SCHEDULE 2 – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Shares, Performance Rights, Options and other Convertible Securities (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b). The maximum number of equity securities proposed to be issued under the Plan, following Shareholder approval, is 16,327,798 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

	<p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p>
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group);

	<p>(b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the Expiry Date.</p>
<p>Listing of Convertible Securities</p>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<p>Exercise of Convertible Securities and cashless exercise</p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p>Timing of issue of Shares and quotation of Shares on exercise</p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p>Restriction periods and restrictions on transfer of Shares on exercise</p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p>

	<p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act;</p> <p>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</p>
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.

Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	<p>The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>

SCHEDULE 3 – TERMS AND CONDITIONS OF THE FACILITY AGREEMENT

The material terms and conditions of the Facility Agreement are set out below:

Loan	The Lender agreed to lend the Company \$1,000,000 (Loan Amount).
Repayment of the Loan	<p>The Company agreed to repay the loan balance to the Lender as follows:</p> <p>(a) \$500,000 of the loan balance to be repaid on the earlier of:</p> <ul style="list-style-type: none">(i) the date that the Company receives a R&D refund in respect of 2022 tax return; and(ii) 15 February 2023; and <p>(b) The balance of the loan balance shall be repaid on the earlier of:</p> <ul style="list-style-type: none">(i) the date that the borrower completes a financing (equity or debt) in excess of \$1,000,000; and(ii) 15 March 2023 (Repayment Date). <p>If the loan balance is not repaid before the Repayment Date and the Company has not made prior arrangements with the Lender, the Company must pay interest in the Loan Amount at a rate of 15% per annum on and from the date the Loan Amount is lent to the Company (backdated) until the lender has received payment of the total debt.</p>
Interest	<p>(a) No interest is payable on the facility, provided the amount drawn down from the facility is fully repaid by 15 March 2023 (Maturity Date).</p> <p>(b) If the amount drawn down from the facility is not repaid by the maturity date, interest at the rate of 15% per annum will be applied on the amount owing until the outstanding amount is fully repaid.</p>
Shares in lieu of interest	In lieu of no interest being payable on amount drawn down from the facility, the Company agreed to issue 500,000 Shares to the Lender, free of encumbrances.

SCHEDULE 4 – TERMS AND CONDITIONS OF THE LEAD MANAGER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.35 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 5 – TERMS AND CONDITIONS OF THE FACILITY AND THE CONVERTIBLE NOTES

Maturity	36 months from the date of signing (Maturity Date).
Interest	Interest accrues on the principal amount of the notes at a rate of 8% per annum (calculated daily) and is compounded quarterly in arrears (all payable in cash on maturity or conversion as set out below).
Repayment	The investors may elect to redeem the outstanding principal and interest on the notes in cash on the Maturity Date, if the notes have not been converted into shares earlier.
Conversion	<p>At any time after the earlier of 6 months from their date of issue and the date that the Company's share price trades at a minimum of AUD\$0.50, a noteholder may elect to convert the principal amount of the notes into shares in the Company at the higher of:</p> <ul style="list-style-type: none"> (a) \$0.50 per share; and (b) 25% discount to the volume weighted average price for Company Shares traded on ASX for the 10 trading days up to and including the trading day before conversion.
Early repayment	At any time prior to the Maturity Date, the Company may notify the investors that it intends to raise capital to repay the outstanding amount under the facility in cash. At that time, the investors may elect to convert the outstanding principal amount of the notes into Company Shares at the proposed capital raising price. Should the Company exercise its ability to redeem the note investment, the Company will pay a 10% early repayment fee on the outstanding note funds and interest.
Security	The notes, when issued, will be unsecured obligations of the Company. However, the Company will consider any reasonable request by the noteholder to be granted security.
Other terms	The notes are otherwise on customary terms and conditions.

SCHEDULE 6 – TERMS AND CONDITIONS OF THE PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights:

(a) Vesting Conditions and Expiry Dates

Milestone	Number of Performance Rights	Particulars
Milestone 1	3,000,000	<p>Due date: This milestone must be achieved within 12 months of issuing this class of Performance Rights.</p> <p>Expiry Date: If the Milestone is achieved in the time period set out above, the Performance Rights will expire on that date which is 5 years after their date of issue.</p> <p>Vesting criteria: These Performance Rights will vest upon the earlier of:</p> <ul style="list-style-type: none"> (a) the Company's share price achieving a 20-day VWAP of \$0.50; or (b) the date that the Company achieves a valuation that values the Company, on a fully diluted basis, at not less than AUD\$450,000,000 market capitalisation. or (c) the date that the Company achieves revenue of AUD\$5,000,000 in a financial quarter. <p>Escrow: all Shares issued on conversion of any Performance Rights issued under this Milestone will carry a voluntary 24-month escrow from the date of achieving the above Milestone.</p>
Milestone 2	3,000,000	<p>Due date: This milestone must be achieved within 24 months of issuing this class of Performance Rights.</p> <p>Expiry Date: If the Milestone is achieved in the time period set out above, the Performance Rights will expire on that date which is 5 years after their date of issue.</p> <p>Vesting criteria: These Performance Rights will vest upon the earlier of:</p> <ul style="list-style-type: none"> (a) the Company's share price achieving a 20-day VWAP of \$0.75; or (b) the date that the Company achieves a valuation that values the Company, on a fully diluted basis, at not less than AUD\$450,000,000 market capitalisation. or (c) the date that the Company achieves revenue of AUD\$7,500,000 in a financial quarter. <p>Escrow: all Shares issued on conversion of any Performance Rights issued under this Milestone will carry a voluntary 24-month escrow from the date of achieving the above Milestone.</p>
Milestone 3	3,000,000	<p>Due date: This milestone must be achieved within 36 months of issuing this class of Performance Rights.</p> <p>Expiry Date: If the Milestone is achieved in the time period set out above, the Performance Rights will expire on that date which is 5 years after their date of issue.</p>

Milestone	Number of Performance Rights	Particulars
		<p>Vesting criteria: These Performance Rights will vest upon the earlier of:</p> <ul style="list-style-type: none"> (a) the Company's share price achieving a 20-day VWAP of \$1.00; or (b) the date that the Company achieves a valuation that values the Company, on a fully diluted basis, at not less than AUD\$450,000,000 market capitalisation. or (c) the date that the Company achieves revenue of AUD\$10,000,000 in a financial quarter. <p>Escrow: all Shares issued on conversion of any Performance Rights issued under this Milestone will carry a voluntary 24-month escrow from the date of achieving the above Milestone.</p>
Milestone 4	3,000,000	<p>Due date: This milestone must be achieved within 48 months of issuing this class of Performance Rights.</p> <p>Expiry Date: If the Milestone is achieved in the time period set out above, the Performance Rights will expire on that date which is 5 years after their date of issue.</p> <p>Vesting criteria: These Performance Rights will vest upon the earlier of:</p> <ul style="list-style-type: none"> (a) the Company's share price achieving a 20-day VWAP of \$1.50; or (b) the date that the Company achieves a valuation that values the Company, on a fully diluted basis, at not less than AUD\$450,000,000 market capitalisation. or (c) the date that the Company achieves revenue of AUD\$15,000,000 in a financial quarter. <p>Escrow: all Shares issued on conversion of any Performance Rights issued under this Milestone will carry a voluntary 24-month escrow from the date of achieving the above Milestone.</p>
Milestone 5	3,000,000	<p>Due date: This milestone must be achieved within 60 months of issuing this class of Performance Rights.</p> <p>Expiry Date: If the milestone is achieved in the time period set out above, the Performance Rights will expire on that date which is 5 years after their date of issue.</p> <p>Vesting criteria: These Performance Rights will vest upon the earlier of:</p> <ul style="list-style-type: none"> (a) the Company's share price achieving a 20-day VWAP of \$2.00; or (b) the date that the Company achieves a valuation that values the Company, on a fully diluted basis, at not less than AUD\$450,000,000 market capitalisation. or (c) the date that the Company achieves revenue of AUD\$20,000,000 in a financial year. <p>Escrow: all Shares issued on conversion of any Performance Rights issued under this Milestone will carry a voluntary 24-</p>

Milestone	Number of Performance Rights	Particulars
		month escrow from the date of achieving the above Milestone.

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (n), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(e) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(f) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(g) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(i) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(j) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(k) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.

(l) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(m) **Change in control**

Subject to paragraph (n), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate

vesting conditions and will automatically convert into Shares on a one-for-one basis.

(n) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (m) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(o) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(p) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(q) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(r) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 7 – TERMS AND CONDITIONS OF WARRANTS

(a) **Entitlement**

One (1) Warrant entitles the holder to subscribe for 28 Shares, represented by one (1) American Depositary Share (**ADS**).

(b) **Exercise Price**

Subject to paragraph (i), the amount payable per ADS received upon exercise of the Warrants will be equal to 120% of the NASDAQ closing price as at the date of this Meeting (**Exercise Price**).

(c) **Expiry Date**

The Warrants will expire on at 5:00 pm (WST) on 17 November 2026 (**Expiry Date**). The Warrants will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Warrants are exercisable at any time after the date that is the six-month anniversary of the effective date of the registration statement and on or prior to the Expiry Date (**Exercise Period**).

(e) **Exercise Notice**

The Warrants may be exercised during the Exercise Period by notice in writing to the Company (**Exercise Notice**) and payment of the Exercise Price.

(f) **Exercise Date**

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price (**Exercise Date**).

(g) **Timing of issue on exercise**

On each issue of Shares underlying ADSs as a result of each exercise of the Warrant, the Company must:

- (i) effect the issue the number of ADSs required under these terms and conditions within five trading days of the Exercise Date; and
- (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act within five business days of the issue of the Shares underlying the ASDs, or, if the Company is unable to issue such a notice, the Company must use its best endeavours to lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors within five business days, but no later than 20 business days after the date of issue of Shares.

(h) **Liquidated damages for late issue**

If the ADSs subject to a Exercise Notice are not issued by the applicable date set out in (g) (**ADS Delivery Date**), the Company shall pay to the Holder, in cash, as liquidated damages and not as a penalty, for each US\$1,000 of ADSs subject to

such exercise, US\$10 per trading day (increasing to US\$20 per trading day on the fifth trading day after such liquidated damages begin to accrue) for each trading day after such ADS Delivery Date until such ADSs are delivered or Holder rescinds such exercise.

(i) **Cashless Exercise Facility**

In lieu of paying the aggregate Exercise Price to purchase ADSs, the Holder may elect to receive, without payment of cash or other consideration, a number of ADSs determined in accordance with the following formula (**Cashless Exercise Facility**):

$$A = \frac{B (C - D)}{C}$$

where:

A = the number of ADSs (rounded down to the nearest whole number) to be issued to the Holder;

B = the number of ADSs otherwise issuable upon the exercise of the Warrant;

C = the Market Value of one Share determined as of the date of delivery to the Company Secretary; and

D = the Exercise Price.

For the purposes of this Section:

(j) **Market Value** means, as applicable:

(i) the VWAP on the trading day immediately preceding the date of the Exercise Notice if:

(A) the date of the Exercise Notice is date is not a trading day; or

(B) the Exercise Notice is delivered prior to the opening of "regular trading hours" on a trading day;

(ii) if such Exercise Notice is delivered during the "regular trading hours" of a trading day, either:

(A) the VWAP on the trading day immediately preceding the date of the applicable Exercise Notice; or

(B) the Bid Price of the ADSs on the principal Trading Market as reported by Bloomberg L.P. as of the time of the Holder's execution of the applicable Exercise Notice; or

(iii) if the date of such Exercise Notice is a trading day and such Exercise Notice is both executed and delivered after the close of "regular trading hours" on such trading day, the VWAP on the date of the applicable Exercise Notice.

(k) **VWAP** means, for any date, the price determined by the first of the following clauses that applies:

(i) if the ADSs are then listed or quoted on The New York Stock Exchange, the NYSE American or any tier of The Nasdaq Stock Market (each, a

Trading Market), the daily volume weighted average price of the ADSs for such date (or the nearest preceding date) on the Trading Market on which the ADSs are then listed or quoted as reported by Bloomberg L.P. (**Bloomberg**) (based on a trading day from 9:30 a.m. (New York City time) to 4:02 p.m. (New York City time));

- (iv) if the ADSs are listed or quoted on the OTCQB or OTCQX (each as operated by OTC Markets Group, Inc., or any successor market), the volume weighted average price of the ADSs for such date (or the nearest preceding date) on OTCQB or OTCQX as applicable;
 - (v) if the ADSs are not then listed or quoted for trading on the OTCQB or OTCQX Markets and if prices for the ADSs are then reported in the OTC Pink Market published by OTC Markets Group Inc. (or a similar organization or agency succeeding to its functions of reporting prices), the most recent bid price per ADS so reported; or
 - (vi) in all other cases, the fair market value of an ADS as determined by an independent appraiser selected in good faith by the Board of Directors of the Company and reasonably acceptable to the Holder, the fees and expenses of which shall be paid by the Company.
- (l) **Bid Price** means, for any date, the price determined by the first of the following clauses that applies:
- (i) if the ADSs are then listed or quoted on a Trading Market, the bid price of the ADSs for the time in question (or the nearest preceding date) on the Trading Market on which the ADSs are then listed or quoted as reported by Bloomberg (based on a trading day from 9:30 a.m. (New York City time) to 4:02 p.m. (New York City time));
 - (ii) if OTCQB or OTCQX is not a Trading Market, the volume weighted average price of the ADSs for such date (or the nearest preceding date) on OTCQB or OTCQX as applicable;
 - (iii) if the ADSs are not then listed or quoted for trading on OTCQB or OTCQX and if prices for the ADSs are then reported on The Pink Open Market (or a similar organization or agency succeeding to its functions of reporting prices), the most recent bid price per share of the ADSs so reported; or
 - (iv) in all other cases, the fair market value of an ADS as determined by an independent appraiser selected in good faith by the Holders of a majority in interest of the securities then outstanding and reasonably acceptable to the Company, the fees and expenses of which shall be paid by the Company.

(m) **Shares issued on exercise**

The Shares underlying the ADSs issued on exercise of the Warrants rank equally with the then issued shares of the Company.

(n) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of the Holder are to be changed in a manner consistent with the Corporations Act, the ASX Listing Rules and any other applicable laws and regulations at the time of the reconstruction.

(o) **Participation in new issues**

There are no participation rights or entitlements inherent in the Warrant and the Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Warrants without exercising the Warrant.

(p) **Change in exercise price**

The Warrant do not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Warrants can be exercised.

(m) **Transferability**

Neither the Warrants being issued by the Company to the Holder (**Initial Warrants**) nor any ADSs issued upon exercise of the Warrants shall be sold, transferred or, assigned, except as permitted under the Financial Industry Regulatory Authority Rules, for a period of 180 days following the listing of the Company on the NASDAQ.

Following this period, the Warrants are transferable, in whole or in part, at which time the Company shall execute and deliver new Warrants (**New Warrants**) in the name of the assignee or assignees, as applicable, and in the denomination or denominations specified in such instrument of assignment, and shall issue to the assignor new Warrants evidencing the portion of the Initial Warrants not so assigned, and the Initial Warrants shall promptly be cancelled.

(n) **New Warrants**

All New Warrants shall be dated the initial issuance date of the Initial Warrants and shall be identical with the Initial Warrants except as to the number of ADSs issuable pursuant thereto.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.30am (WST) on Wednesday, 15 November 2023**, 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

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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

Joint holding: Where the holding is in more than one name, all 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>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/log_insqh

or scan the QR code below using your smartphone

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



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