



4 October 2024

Dear Shareholder

Upcoming General Meeting of Shareholders

A General Meeting of the Company is scheduled to be held on Monday, 4 November 2024 at 10:00 am (AEDT) (**Meeting**).

In accordance with section 249R of the *Corporations Act 2001* (Cth) (**Corporations Act**), as amended under the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), and rule 12.23 of the Company's constitution, Shareholders will be given the opportunity to attend and participate in a general meeting held at a physical location.

The Company **strongly encourages Shareholders to lodge a directed proxy form by Saturday, 2 November 2024 at 10.00 am (AEDT)**. It is also recommended that Shareholders submit any questions in advance of the Meeting to provide management with the best opportunity to prepare for the Meeting and provide the most informative and helpful answers to Shareholders' questions. However, votes and questions may also be submitted during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of Meeting.

The Notice of Meeting can be viewed and downloaded at: [Actinogen – General Meeting](#).

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents.

In accordance with sections 110C-110K the Corporations Act, as amended by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), no hard copy of the Notice of General Meeting and Explanatory Memorandum will be circulated, unless a shareholder has requested a hard copy.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Meeting documents please contact our share registry, Automic, on 1300 288 664 (within Australia) or +612 9698 5414 or via email at hello@automic.com.au.

Your right to elect to receive documents electronically or in hard copy

Actinogen Medical will no longer send a hard copy of the meeting documents unless a shareholder requests a copy to be mailed.

We encourage all shareholders to provide an email address so that we can send investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in hard copy or electronic form or elect not to receive certain documents such as annual reports.

To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>.

If you are a shareholder and would like a hard copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664	Email: hello@automicgroup.com.au
Telephone (outside Australia): +61 2 9698 5414	Website: https://investor.automic.com.au/

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About Actinogen Medical

Actinogen Medical (ACW) is an ASX-listed, biotechnology company developing a novel therapy for neurological and neuropsychiatric diseases associated with dysregulated brain cortisol. There is a strong association between cortisol and detrimental changes in the brain, affecting cognitive function, harm to brain cells and long-term cognitive health.

Cognitive function means how a person understands, remembers and thinks clearly. Cognitive functions include memory, attention, reasoning, awareness and decision-making.

Actinogen is currently developing its lead compound, Xanamem, as a promising new therapy for Alzheimer's Disease and Depression and hopes to study Fragile X Syndrome and other neurological and psychiatric diseases in the future. Reducing cortisol inside brain cells could have a positive impact in these and many other diseases. The cognitive dysfunction, behavioural abnormalities, and neuropsychological burden associated with these conditions is debilitating for patients, and there is a substantial unmet medical need for new and improved treatments.

Current Clinical Trials

The **XanaCIDD Phase 2a depression trial** was a double-blind, six-week proof-of-concept, placebo-controlled, parallel group design trial in 167 patients with moderate depression and a degree of baseline cognitive impairment. Participants were evenly randomized to receive Xanamem 10 mg once daily or placebo, in most cases in addition to their existing antidepressant therapy, and effects on cognition and depression were assessed. Positive topline results on depression were announced 12 August CY2024 and updated 26 August CY2024.

The **XanaMIA Phase 2b Alzheimer's disease trial** is a double-blind, 36-week treatment, placebo-controlled, parallel group design trial in 220 patients with mild to moderate AD and progressive disease, determined by clinical criteria and confirmed by an elevated level of the pTau181 protein biomarker in blood. Patients receive Xanamem 10 mg or placebo, once daily, and its ability to slow progression of Alzheimer's disease is assessed with a variety of endpoints. The primary endpoint of the trial is the internationally-recognized CDR-SB (Clinical Dementia Rating scale – Sum of Boxes). Initial results from an interim analysis of the first 100 participants are anticipated in mid 2025 and final results mid 2026.

About Xanamem

Xanamem's novel mechanism of action is to control the level of cortisol in the brain through the inhibition of the cortisol synthesis enzyme, 11 β -HSD1, without affecting production of cortisol by the adrenal glands. Xanamem is designed to get into the brain after it is absorbed in the intestines upon swallowing.

Chronically elevated cortisol is associated with progression in Alzheimer's Disease and excess cortisol is known to be toxic to brain cells. Cortisol itself is also associated with depressive symptoms and when targeted via other mechanisms has shown some promise in prior clinical trials. The recent XanaCIDD trial demonstrated clinically and sometimes statistically significant benefits on depressive symptoms.

The Company has studied 11 β -HSD1 inhibition by Xanamem in more than 380 volunteers and patients in eight clinical trials. Xanamem has a promising safety profile and has demonstrated clinical activity in patients with depression, patients with biomarker-positive Alzheimer's disease and cognitively normal volunteers. High levels of target engagement in the brain with doses as low as 5 mg daily have been demonstrated in a human PET imaging study.

Xanamem is an investigational product and is not approved for use outside of a clinical trial by the FDA or by any global regulatory authority. Xanamem[®] is a trademark of Actinogen Medical.

Disclaimer

This announcement and attachments may contain certain "forward-looking statements" that are not historical facts; are based on subjective estimates, assumptions and qualifications; and relate to circumstances and events that have not taken place and may not take place. Such forward looking statements should be considered "at-risk statements" - not to be relied upon as they are subject to known and unknown risks, uncertainties and other factors (such as significant business, economic and competitive uncertainties / contingencies and regulatory and clinical development risks, future outcomes and uncertainties) that may lead to actual results being materially different from any forward looking statement or the performance expressed or implied by such forward looking statements. You are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Actinogen Medical does not undertake any obligation to revise such statements to reflect events or any change in circumstances arising after the date hereof, or to reflect the occurrence of or non-occurrence of any future events. Past performance is not a reliable indicator of future performance. Actinogen Medical does not make any guarantee, representation or warranty as to the likelihood of achievement or reasonableness of any forward-looking statements and there can be no assurance or guarantee that any forward-looking statements will be realised.

ACTINOGEN MEDICAL ENCOURAGES ALL CURRENT INVESTORS TO GO PAPERLESS BY REGISTERING THEIR DETAILS WITH THE DESIGNATED REGISTRY SERVICE PROVIDER, AUTOMIC GROUP.

ACTINOGEN MEDICAL LIMITED

ACN 086 778 476
(ASX code: ACW)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date and Time of Meeting:

Monday, 4 November 2024 at 10.00am (AEDT)

Place of Meeting:

K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000

The Meeting will be held as an in person meeting, and not as a hybrid or virtual meeting.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

In accordance with section 110D(1) of the Corporations Act 2001 the Company will not be sending hard copies of this Notice of Meeting to shareholders unless a shareholder has requested a hard copy of this Notice or made an election for the purposes of Section 110E of the Corporations Act to receive documents from the Company in physical form. This Notice can be viewed and downloaded from the Company's website at <https://actinogen.com.au/investor-centre/> or the ASX at www2.asx.com.au

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

ACTINOGEN MEDICAL LIMITED

ACN 086 778 476

Notice of General Meeting

Notice is given that a general meeting of the members of Actinogen Medical Limited ACN 086 778 476 (**Company**) to be held as an in person meeting at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on **Monday, 4 November 2024 at 10.00am** (AEDT) for the purpose of considering and, if thought appropriate, passing the resolution as outlined in this Notice of Meeting (**Notice**).

Shareholders wishing to vote, or their proxy or attorneys vote in their place (or in the case of a Shareholder or proxy which is a corporation, their corporate representatives), must attend in person at the above physical address in Sydney on Monday, 4 November 2024.

The Company will conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

The Company is not sending hard copies of the Meeting materials to shareholders. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://actinogen.com.au/investor-centre/>.

Agenda

Resolution 1: Approval of issue of SPP Shares and SPP Options to SPP participants

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the allotment and issuance of up to an aggregate of 100,000,000 Shares at an issue price of \$0.03 per Share and an aggregate of 75,000,000 accompanying Options to SPP participants on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Resolution 2: Approval of issue of Placement Shares and Placement Options to Dr Geoffrey Brooke

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 1,666,668 Shares at an issue price of \$0.03 per Share and 1,250,001 accompanying Options to Dr Geoffrey Brooke on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 2 by Dr Geoffrey Brooke 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 entity) or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

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

Resolution 3: Approval of issue of Placement Shares and Placement Options to Dr Steven Gourlay

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 33,333,334 Shares at an issue price of \$0.03 per Share and 25,000,000 accompanying Options to Dr Steven Gourlay on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 3 by Dr Steven Gourlay 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 entity) or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

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

Resolution 4: Approval of issue of Placement Shares and Placement Options to Mr Malcolm McComas

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 1,000,000 Shares at an issue price of \$0.03 per Share and 750,000 accompanying Options to Mr Malcolm McComas on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 4 by Mr Malcolm McComas 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 entity) or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

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

Resolution 5: Approval of issue of Placement Shares and Placement Options to Dr George Morstyn

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the allotment and issuance of 1,666,668 Shares at an issue price of \$0.03 per Share and 1,250,001 accompanying Options to Dr George Morstyn on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 5 by Dr George Morstyn 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 entity) or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

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

Resolution 6: Ratification of prior issue of Placement Shares and Placement Options issued to sophisticated and professional investors

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issuances of an aggregate of 232,500,014 Placement Shares at an issue price of \$0.03 per Share and 174,375,001 Placement Options to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."


Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 6 by any person who participated in the issue, or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

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

By order of the Board



Peter Webse
Company Secretary
1 October 2024

VOTING ENTITLEMENT NOTICE

1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 10.00am (AEDT) on Saturday, 2 November 2024. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

2. Voting at the meeting

You may vote by attending the Meeting in person or by appointing an attorney or corporate representative to participate in the Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice.

Details on how to participate are provided in section 2(b) below.

(a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

(b) Voting in person

As the Meeting is to be conducted as an in person meeting, Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must physically attend (or have their proxy or personal representative attend) the Meeting venue in person.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the Meeting should attend personally 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain a physical voting card.

(c) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting. A person appointed as a proxy may be an individual or a body corporate.

Proxies participating in the Meeting in person will need provide their name and present identification on the Meeting day (as part of their attendance registration process) prior to the Meeting commencing in order to obtain their proxy voting card for the Meeting.

Completed Proxy Forms must be delivered to the Share Registry by 10.00 am (AEDT) on Saturday, 2 November 2024 in any of the following ways:

(i) **By mail** provided to the Share Registry:

Actinogen Medical Limited
C/- Automic Share Registry
GPO Box 5193
Sydney NSW 2001

(ii) **By email** to the Share Registry at meetings@automicgroup.com.au

(iii) **Online** if you wish to appoint your proxy online, you should do so by visiting <https://investor.automic.com.au> and by following the instructions on that website. Online appointments of proxies must be done by 10.00am (AEDT) on Saturday, 2 November 2024.

(iv) By Hand:

Automic Registry Services, Level 126, Philip Street, Sydney NSW 2000;

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling 1300 288 664 (from within Australia) and +61 2 9698 5414 (from outside Australia).

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair will act as proxy.

You are entitled to appoint up to two proxies to participate in the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

(d) Undirected proxies

If a Shareholder nominates the Chair of the Meeting as that Shareholder's proxy, the person acting as Chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chair intends to vote undirected proxies of which the Chair is appointed as proxy in favour of the resolutions.

(e) Voting by attorney

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 10.00am (AEDT) on Saturday, 2 November 2024 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from logging in online and participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

(f) Voting by corporate representative

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 10.00am (AEDT) on Saturday, 2 November 2024.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

ACTINOGEN MEDICAL LIMITED

ACN 086 778 476

Explanatory Memorandum

Notice is given that a general meeting of the members of Actinogen Medical Limited ACN 086 778 476 (**Company**) to be held as an in person meeting at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 on Monday, 4 November 2024 at **10.00am** (AEDT) for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting (**Notice**).

Shareholders wishing to vote, or their proxy or attorneys vote in their place (or in the case of a Shareholder or proxy which is a corporation, their corporate representatives), must attend in person at the above physical address in Sydney on Monday, 4 November 2024. The Company will conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Agenda

1. Resolution 1: Approval of issue of SPP Shares and SPP Options to SPP participants

1.1 Background

The Company announced on 18 September 2024 that it is conducting a share purchase plan offer to raise up to approximately \$3.0 million by the issue of up to approximately 100,000,000 Shares at an issue price of \$0.03 per Share (**SPP Shares**) to eligible shareholders (**SPP Offer**), subject to shareholders approval. The Company also agreed to issue, for no cost, 3 Options for every 4 SPP Shares issued to participants subscribing under the SPP Offer (**SPP Options**), making a total of up to approximately 75,000,000 SPP Options. The SPP Options have an exercise price of \$0.05, an expiry date of 30 September 2027 and are to be issued on the terms and conditions set out in Annexure A to this Notice. The Company will be making application to the ASX for the listing of these options as a separate class of securities listed on the ASX.

There is no minimum amount to be raised under the SPP Offer and the SPP Offer is not underwritten.

On 18 September 2024 the Company also announced that it had secured commitments for a capital raising of approximately \$8.1 million by the placement of a total of approximately 270 million shares to investors and including, subject to shareholder approval, the subscription by 4 of the Company's Directors of a total of approximately \$1.13 million, as described in Resolutions 2 – 5 below (**Placement**).

The SPP Offer was made to eligible shareholders whose details appeared on the Company's register of Shareholders as at the record date of 7.00pm (AEST) on 17 September 2024 whose registered address is in Australia or New Zealand or (under limited circumstances and by invitation only) the United States (**Eligible Shareholders**). The SPP Offer gave Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of SPP Shares (with accompanying SPP Options), subject to the further terms and conditions set out in the Company's prospectus dated 19 September 2024 and lodged with ASX and ASIC on that date (**Prospectus**).

If this Resolution 1 is passed, the Company will use the funds raised under the SPP Offer (together with funds raised under the Placement) for full enrolment of the Company's phase 2b/3 trial in patients with mild-moderate Alzheimer's Disease, pre-commercialisation activities including additional site and patient costs, data management and statistical costs, data monitoring committee costs and quality activities, commercialisation activities (manufacturing, clinical pharmacology) and capital raising costs.

1.2 Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any rolling 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% capacity**).

The proposed issue of the SPP Shares and SPP Options would have exceeded what remains of the Company's ASX Listing Rules 7.1 and 7.1A security issue capacity after the issue of the Placement Shares and Placement Options under the Placement (see section 2.1 of this Explanatory Memorandum for further information in relation to the Placement), hence the Company is seeking shareholder approval of the issue of the SPP Shares and SPP Options.

The Company is now seeking Shareholder approval for the purposes of Listing Rule 7.1, for the issue of up to 100,000,000 SPP Shares and 75,000,000 SPP Options.

If Resolution 1 is passed, the Company will be able to issue the SPP Shares and SPP Options to participants under the SPP.

If Resolution 1 is not passed, the Company will not be able to issue the SPP Shares and SPP Options and will be required to return all application monies received from applicants under the SPP Offer and may be required to consider other sources of funds for its trial, pre-commercialisation and commercialisation activities.

1.3 Information required by Listing Rule 7.3

ASX Listing Rule 7.3 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) *The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):*
The SPP Shares and SPP Options will be issued to Eligible Shareholders who are participating in the SPP Offer and have submitted a valid application (including by way of payment of application monies without the return of an Application Form) under the SPP to the Company.
- (b) *Number and class of securities to be issued:*
Up to 100,000,000 SPP Shares and up to 75,000,000 SPP Options.
- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:*
The SPP Options will be issued subject to the Option Terms and Conditions, a copy of which is included in Annexure A to this Notice. The Company intends to apply (within the time limits prescribed by the ASX Listing Rules) for the listing of the SPP Options as a separate class of securities on the ASX.
- (d) *Date which the securities are to be issued:*
Within three months from the date of Shareholder approval.
- (e) *The issue price or other consideration the Company will receive for the issue of the securities:*
\$0.03 per SPP Share, amounting to a total of up to \$3.0 million to be received by the Company for the subscription of up to 100,000,000 SPP Shares. There will be no funds received by the Company for the issue of the SPP Options, but if all 75,000,000 SPP Options were issued and exercised at an exercise price of \$0.05 per SPP Option, it would result in up to a further \$3,750,000 being received by the Company.
- (f) *The purpose of the issue, including the intended use of the funds raised:*

The purpose of the issue is to raise further funds for the Company. The intended use of the funds, in conjunction with funds raised pursuant to the Placement, is towards:

- full enrolment of the Company's phase 2b/3 trial in patients with mild-moderate Alzheimer's Disease and pre-commercialisation activities including additional site and patient costs, data management and statistical costs, data monitoring committee costs and quality activities;
- commercialisation activities (manufacturing, clinical pharmacology); and
- capital raising costs for the SPP Offer and Placement.

(g) *If the securities are being issued under an agreement, a summary of the material terms of the agreement.*

The SPP Shares and SPP Options are not being issued pursuant to an agreement.

(h) *If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:*

The SPP Shares and SPP Options are not being issued under or to fund a reverse takeover.

(i) *A voting exclusion statement*

The Company will have to disregard all votes in favour of this Resolution 1 by every 'person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity' – more fully described below.

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 1 by person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

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

1.4 Recommendation

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. Resolutions 2, 3, 4 and 5: Approval of issue of Placement Shares and Placement Options to Dr Geoffrey Brooke, Dr Steven Gourlay, Mr Malcolm McComas and Dr George Morstyn

2.1 Background

The Company announced on 18 September 2024 that it had received commitments for a total of approximately \$8.1 million by the issue of an aggregate of approximately 270 million Shares at \$0.03 per Share (**Placement Shares**) to sophisticated and professional investors (introduced by the Company's lead managers to the Placement, Bell Potter and Moelis Australia) and subject to Shareholder approval, some of the Directors of the Company (**Placement**). The Company also agreed to issue, for no cost, approximately 203 million Options to the same investors at the same time (other than those the subject of Resolutions 2 – 5) as the Placement Shares (**Placement Options**). The issue of the Placement Options is on the same basis as the SPP Options are proposed to be issued, namely, for no cost, 3 Options for every 4 Placement Shares issued to a Placement Share subscriber.

The Placement Options have an exercise price of \$0.05, an expiry date of 30 September 2027 and were issued on the terms and conditions set out in Annexure A to this Notice, being the same terms as the SPP Options. The Company has applied (within the time limits prescribed by the ASX Listing Rules) for the listing of the Placement Options as a separate class of securities on the ASX, being the same class as the SPP Options.

As a show of their confidence in the Company, the below Directors have agreed to subscribe, subject to shareholder approval, for an aggregate of 37,666,670 Placement Shares (and 28,250,002 Placement Options) at the same price and on the same terms as the sophisticated and professional investors pursuant to the Placement, as follows:

- Dr Geoffrey Brooke (or his nominee) - 1,666,668 Placement Shares and 1,250,001 Placement Options
- Dr Steven Gourlay (or his nominee) - 33,333,334 Placement Shares and 25,000,000 Placement Options
- Mr Malcolm McComas (or his nominee)- 1,000,000 Placement Shares and 750,000 Placement Options
- Dr George Morstyn (or his nominee) - 1,666,668 Placement Shares and 1,250,001 Placement Options

The Placement Shares and Placement Options were issued to investors under the Placement on 24 September 2024 pursuant to the Company's existing ASX Listing Rule 7.1 capacity, except for those Placement Shares and Placement Options to be subscribed by the Directors of the Company, the subject of Resolutions 2 to 5.

The Company will use the funds raised under the Placement (together with funds raised under the SPP Offer) for full enrolment of the Company's phase 2b/3 trial in patients with mild-moderate Alzheimer's Disease, pre-commercialisation activities including additional site and patient costs, data management and statistical costs, data monitoring committee costs and quality activities, and commercialisation activities (manufacturing, clinical pharmacology).

2.2 Chapter 2E of the Corporations Act

Pursuant to the *Corporations Act 2001* (Cth), the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act, unless a relevant exception applies. Part 2E.1 applies to the issuance of securities to a related party by the Company to a related party. A "related party" (as defined in the Act) includes the Directors of the Company and their controlled entities.

With respect to Resolutions 2, 3, 4 and 5, the Board is of the view that the Placement Shares and Placement Options proposed to be issued to the Directors would be issued upon terms that would meet the "arm's length terms" criteria of Section 210 of the Corporations Act (and would therefore be exempt from the need to seek shareholder approval pursuant to the Act).

In particular, the Placement Share subscription price and terms of the Placement Options applicable to the Directors:

- were determined at the same time as, and are the same as, the Placement Shares and Placement Options issued to the non-related party, independent sophisticated and professional investors pursuant to the Placement, and
- are the same as the SPP Share subscription price and the terms of the SPP Options applicable to Eligible Shareholders who propose to subscribe under the SPP Offer (subject to Shareholder approval under Resolution 1).

2.3 Listing Rule 10.11

Each Director of the Company is a "related party" of the Company under the ASX Listing Rules. Therefore shareholder approval is being sought for the proposed issues of Placement Shares and Placement Options to Directors under ASX Listing Rule 10.11, which provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party.

If Resolutions 2, 3, 4, or 5 are passed, the Company will be able to issue the Placement Shares and Placement Options to the relevant Directors in relation to which Shareholder approval is received.

If any of Resolutions 2, 3, 4, or 5 are not passed, the Company will not be able to issue the Placement Shares and Placement Options to the relevant Directors in relation to which Shareholder approval is not received and the Company will not receive the funds proposed to be subscribed by the relevant Directors.

2.4 Information required by Listing Rule 10.13

ASX Listing Rule 10.13 requires that the Meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- (a) *The name of the person and the category under ASX Listing Rules 10.11.1 - 10.11.5 applicable:*

Each of Dr Geoffrey Brooke, Dr Steven Gourlay, Mr Malcolm McComas and Dr George Morstyn are Directors of the Company and therefore Listing Rule 10.11.1 applies.

- (b) *The number and class of securities the entity issued:*

Dr Geoffrey Brooke (or his nominee) - 1,666,668 Placement Shares for the subscription of \$50,000 and 1,250,001 Placement Options with an exercise price of \$0.05

Dr Steven Gourlay (or his nominee) - 33,333,334 Placement Shares for the subscription of \$1,000,000 and 25,000,000 Placement Options with an exercise price of \$0.05

Mr Malcolm McComas (or his nominee)- 1,000,000 Placement Shares for the subscription of \$30,000 and 750,000 Placement Options with an exercise price of \$0.05

Dr George Morstyn (or his nominee) - 1,666,668 Placement Shares for the subscription of \$50,000 and 1,250,001 Placement Options with an exercise price of \$0.05

- (c) *If the securities are not fully paid shares, a summary of the material terms of the securities*

The Placement Options will be issued subject to the Option Terms and Conditions, a copy of which is included in Annexure A to this Notice. The Company intends to apply (within the time limits prescribed by the ASX Listing Rules) for the listing of the Placement Options as a separate class of securities on the ASX.

- (d) *Date which the securities are to be issued:*

Within one month from the date of Shareholder approval.

- (e) *The issue price or other consideration the Company will receive for the issue of the securities:*

\$0.03 per Placement Share, amounting to a total of \$1,130,000 to be received by the Company for the subscription of 37,666,670 Placement Shares by Directors (with the individual amounts for each director described in section (b) above). There will be no funds received by the Company for the issue of the Placement Options to Directors, but if all 28,250,002 Placement Options were issued to Directors and exercised at an exercise price of \$0.05 per Placement Option, it would result in a further \$1,412,500 being received by the Company.

- (f) *The purpose of the issue, including the intended use of the funds raised:*

The purpose of the issue is to raise further funds for the Company. The intended use of the funds, in conjunction with funds raised pursuant to the SPP Offer, is towards:

- full enrolment of the Company's phase 2b/3 trial in patients with mild-moderate Alzheimer's Disease and pre-commercialisation activities including additional site and patient costs, data management and statistical costs, data monitoring committee costs and quality activities;
- commercialisation activities (manufacturing, clinical pharmacology); and
- capital raising costs for the SPP Offer and Placement.

- (g) *If the issue is to a director and is intended to incentivise the person as a director, details of their remuneration package are to be provided:*

The issue of the Placement Shares and Placement Options is to be upon subscription by the Directors under the Placement and is not intended to remunerate or incentivise the Directors.

- (h) *If the securities are being issued under an agreement, a summary of the material terms of the agreement.*

The Placement Shares and Placement Options are not to be issued pursuant to an agreement.

(i) *A voting exclusion statement*

Voting exclusion statements are set out in Resolutions 2, 3, 4, and 5.

2.5 Recommendation

The Directors (with Dr Geoffrey Brooke abstaining) recommend that shareholders vote in favour of Resolution 2.

The Directors (with Dr Steven Gourlay abstaining) recommend that shareholders vote in favour of Resolution 3.

The Directors (with Mr Malcolm McComas abstaining) recommend that shareholders vote in favour of Resolution 4.

The Directors (with Dr George Morstyn abstaining) recommend that shareholders vote in favour of Resolution 5.

3. Resolution 6: Ratification of prior issue of Placement Shares and Placement Options issued to sophisticated and professional investors

3.1 Background

As further described in section 2.1, the Company announced on 18 September 2024 that it had received commitments for a total of approximately \$8.1 million by the issue of an aggregate of approximately 270 million Placement Shares at \$0.03 per Share, along with an aggregate of approximately 203 million Placement Options, to sophisticated and professional investors introduced by the Company's lead managers to the Placement, Bell Potter and Moelis Australia and subject to Shareholder approval (under Resolutions 2 to 5), some of the Directors of the Company.

Excluding the Placement Shares and Placement Options to be subscribed by the Directors of the Company (the subject of Resolutions 2 to 5), 232,500,014 Placement Shares and 174,375,001 Placement Options were issued to sophisticated and professional investors (**Placement Investors**) under the Placement.

The Placement Shares and Placement Options were issued to the Placement Investors on 24 September 2024 pursuant to the Company's existing ASX Listing Rules 7.1 capacity.

By issuing those Placement Shares and Placement Options, the Company's capacity to issue further equity securities without Shareholder approval within the limit of ASX Listing Rule 7.1 was correspondingly reduced. Accordingly, Shareholder approval is being sought to ratify the prior issue and allotment of the Placement Shares and Placement Options to Placement Investors. For clarity, approval under this Resolution 6 is to ratify a prior issue which has occurred prior to the date of the Meeting.

3.2 Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any rolling 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% capacity**).

By ratifying this previous issue, the Company will retain the flexibility to issue equity securities in the future (equal to the number of securities for which this approval is being sought) within the limits of ASX Listing Rules 7.1 up to its 15% capacity, without needing to seek further Shareholder approval.

If Resolution 6 is not passed, the issue of the Placement Shares and Placement Options to Placement Investors is not affected, but Company's ability to issue further securities without Shareholder approval will not include the number of Shares for which ratification is not obtained at this Meeting until the earlier of (i) the date that that previous issue is ratified at a subsequent meeting (if at all) and (ii) 12 months from the date of issue those Placement Shares and Placement Options.

Accordingly, Resolution 6 seeks Shareholder approval to allow the Company to refresh its placement capacity under ASX Listing Rule 7.1 with respect to the Placement Shares and Placement Options issued to Placement Investors.

3.3 Information required by Listing Rule 7.5

ASX Listing Rule 7.5 requires that the Meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information -

- (a) *The names of the persons to whom the Company issued the securities (or the basis on which the persons were identified or selected):*

The Placement Shares and Placement Options were issued to sophisticated and professional investors introduced by the Company's lead managers to the Placement, Bell Potter and Moelis Australia.

- (b) *The number and class of securities the entity issued:*

232,500,014 Placement Shares and 174,375,001 Placement Options

- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:*

The Placement Options were issued subject to the Option Terms and Conditions, a copy of which is included in Annexure A to this Notice. The Company has applied (within the time limits prescribed by the ASX Listing Rules) for the listing of the Placement Options as a separate class of securities on the ASX.

- (d) *Date which the securities were be issued:*

24 September 2024.

- (e) *The issue price or other consideration the Company has received for the issue of the securities:*

\$0.03 per Placement Share, amounting to a total of approximately \$6,975,000 received by the Company for the subscription of 232,500,014 Placement Shares by Placement Investors. There were no funds received by the Company for the issue of the Placement Options to Placement Investors but if all 174,375,001 Placement Options were exercised at an exercise price of \$0.05 per Placement Option, it would result in approximately a further \$8,718,750 being received by the Company.

- (f) *The purpose of the issue, including the intended use of the funds raised:*

The purpose of the issue was to raise further funds for the Company. The intended use of the funds, in conjunction with funds raised pursuant to the SPP Offer, is towards:

- full enrolment of the Company's phase 2b/3 trial in patients with mild-moderate Alzheimer's Disease and pre-commercialisation activities including additional site and patient costs, data management and statistical costs, data monitoring committee costs and quality activities;

- commercialisation activities (manufacturing, clinical pharmacology); and
- capital raising costs for the SPP Offer and Placement.

(g) *If the securities are being issued under an agreement, a summary of the material terms of the agreement.*

The Placement Shares and Placement Options were not issued pursuant to an agreement.

(h) *A voting exclusion statement*

A voting exclusion statement is set out in Resolution 6.

4. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Company means **Actinogen Medical Limited** ACN 086 778 476.

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

Director means a director of the Company.

Eligible Shareholders means shareholders whose details appeared on the Company's register of Shareholders as at the record date of 7.00pm (AEST) on 17 September 2024 whose registered address is in Australia or New Zealand or (under limited circumstances and by invitation only) the United States

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

General Meeting / EGM means the general meeting of the Company to be held in person at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW 2000 at 10.00am (AEDT) on Monday, 4 November 2024 pursuant to the Notice of Meeting.

Meeting means the general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of General Meeting.

Option means an option to acquire a Share, with the terms and conditions applicable being the terms and conditions attached as Annexure A to this Notice.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolutions referred to in the Notice of Meeting.

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

Share Registry means Automic Group Pty Ltd.

Shareholder means a holder of a Share.

Annexure A – Option Terms and Conditions

THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (“U.S. SECURITIES ACT”), OR ANY U.S. STATE SECURITIES LAWS. THE HOLDER HEREOF, BY PURCHASING SUCH SECURITIES, AGREES FOR THE BENEFIT OF ACTINOGEN MEDICAL LIMITED (“COMPANY”) THAT THESE SECURITIES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY, (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATIONS UNDER THE U.S. SECURITIES ACT AND LOCAL LAWS AND REGULATIONS, (C) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS, OR (D) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT.

Each option specified in this certificate (**New Options**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **Actinogen Medical Limited** ACN 086 778 476 (**Company**) on the following terms:

1. Subject to clause 2 below and also any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time until and including their expiry date, namely 5pm (AEST) on 30 September 2027 (**Expiry Date**). Any New Options not exercised by the Expiry Date will automatically lapse at 5pm (AEDT) on the Expiry Date.
2. The New Options may be exercised for part or all of the New Options by the Option Holder giving written notice (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date together with payment in full of the exercise price of \$0.05 per Share (**Exercise Price**).
3. A Notice of Exercise with payment of the Exercise Price may be given at any time prior to the Expiry Date.
4. On issue of the Shares from exercise of an Option, the Company must seek quotation on or before the date of issue, quotation of the resulting Shares under the ASX Listing Rules (**ASX Listing Rules**) and:
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the New Options that remain unexercised.
5. Shares allotted on the exercise of New Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
6. The New Options are transferable by an Option Holder on market in accordance with the ASX Listing Rules (so long as the Options are quoted on the ASX), and if not quoted on the ASX, by written notice to the Company.
7. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any New Options, the number of New Options to which each Option Holder is entitled or the Exercise Price of his or her New Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
8. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the New Options without exercising the New Options. However, the Company will use reasonable endeavours to procure that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive

at least 2 days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the New Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.

9. In the event of the liquidation of the Company, all unvested or unexercised New Options will lapse upon the occurrence of that liquidation.
10. The New Options do not provide any entitlement to dividends paid to ordinary shareholders.
11. The New Options do not entitle the Option Holder to vote at any meeting of shareholders.
12. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.
13. The New Options may not be exercised by or on behalf of a person in the United States unless the New Options and the underlying Shares have been registered under the US Securities Act of 1933 and applicable state securities laws or exemptions from such registration requirements are available.
14. These Terms and Conditions are governed by the laws of New South Wales. The parties submit to the non-exclusive jurisdiction of the courts of New South Wales.

Your proxy voting instruction must be received by **10.00am (AEDT) on Saturday, 02 November 2024**, 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 Key Management Personnel.

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/#/loginsah> 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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