

ANALYTICA LIMITED

ACN 006 464 866

NOTICE OF 2017 EXTRAORDINARY GENERAL MEETING

Date: Wednesday, 12th April 2017

Time: 11.00am (Brisbane time)

Place: Flinders Room, Level 1, Christie Centre, 320 Adelaide Street, Brisbane, Queensland

A proxy form is enclosed with this Notice of Meeting and instructions for its completion and return by post are shown on the form. You can also vote online at www.linkmarketservices.com.au.

Important information

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

ANALYTICA LIMITED
NOTICE OF 2017 EXTRAORDINARY GENERAL MEETING
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Notice is hereby given that an Extraordinary General Meeting of Shareholders of Analytica Limited will be held at the offices of the Christie Centre, 320 Adelaide Street, Brisbane Queensland 4000 in the Flinders Room, Level 1 at 11.00am (Brisbane time) on Wednesday, 12th April 2017.

The special business to be considered at the meeting is set out below. This Notice should be read in conjunction with the accompanying Explanatory Memorandum. A Proxy Form accompanies this Notice of Extraordinary General Meeting.

Special Business

Resolution 1– Approval for the issue of Shares to entities associated with Dr Michael Monsour (Chairman)

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

'That, for the purposes ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 64,915,254 shares under a placement to raise \$383,000 at an issue price of \$0.0059 per share to entities associated with Dr Michael Monsour on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion

In accordance with and the ASX Listing Rules, the Company will disregard any votes cast on this resolution by Dr Michael Monsour, Halonna Pty Ltd and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 2 – Approval for the issue of Shares to entities associated with Mr Ross Mangelsdorf (Executive Director)

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

'That, for the purposes ASX Listing Rule 10.11 and for all other purposes, approval is given for issue of 10,169,492 shares under a placement to raise \$60,000 at an issue price of \$0.0059 per share to entities associated with Mr Ross Mangelsdorf on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion

In accordance with and the ASX Listing Rules, the Company will disregard any votes cast on this resolution by Mr Ross Mangelsdorf, Tambien Pty Ltd ATF Mangelsdorf Superfund and Edmonmont RJM Trust and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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Resolution 3 – Ratification of General Placement

To consider and, if thought fit, to pass, with or without amendment, 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 issue of 132,700,849 fully paid ordinary Shares at an issue price of \$0.0059 per share, issued by way of placement to sophisticated and professional investors.'

Voting exclusion

The Company will disregard any votes cast on the resolution in item 3 by a person who participated in the issue and any associate of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 4 – Ratification of placement

To consider and, if thought fit, to pass, with or without amendment, 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 issue of 44,117,647 fully paid ordinary Shares at an issue price of \$0.0068 per share, issued by way of placement to Cmonsuper Pty Ltd, a sophisticated and professional investor.'

Voting exclusion

The Company will disregard any votes cast on the resolution in item 4 by Cmonsuper Pty Ltd and any of its associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

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Resolution 5 – Approval of placement to Inov8 LLC

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, and subject to the approval of Resolution 1, the shareholders of the Company approve the issue of 46,949,153 fully paid ordinary shares in the Company to Inov8 LLC at an issue price of \$0.0059 per share to raise the sum of \$277,000 on the terms and conditions set out in the Explanatory Memorandum which accompanies this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Inov8 LLC and any of its associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides*

Resolution 6 – Approval of Employee Share Option Plan

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

*“That for the purposes of ASX Listing Rules 7.1 and 7.2 Exception 9(b), sections 200B and 200E of the Corporations Act, and for all other purposes, shareholders approve with effect from the close of this Meeting, the Company's Employee Share Option Plan (**ESOP**) and the issue of securities by the Board in its discretion in accordance with the provisions of that ESOP”.*

Voting exclusion:

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any Director and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides*

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or*
- (b) the proxy is the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

By Order of the Board
Bryan Dulhunty
Company Secretary

11 March 2017

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Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Extraordinary General Meeting will be as it appears in the share register at 7.00pm (Sydney time) on Monday, 10 April 2017. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - (a) By mail c/- Link Market Services Limited, Locked Bag A14, Sydney South, New South Wales 1235.
 - (b) Online by logging into the Link website using the holding details as shown on the proxy form.
 - (c) By facsimile to +61 2 9287 0309.
 - (d) By hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, New South Wales 2000.
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - (a) The proxy holds a Directed Proxy Form;
 - (b) Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - (c) The proxy is required by law or the Company's constitution to vote in a certain manner or to abstain from voting,

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- 10 Clause 9(b) does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 11 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
- 12 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions.

Defined Terms

The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

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

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2016.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 6 in this Notice of Meeting.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

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Explanatory Memorandum

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Extraordinary General Meeting to be held on Wednesday, 12 April 2017. These explanatory notes should be read with, and form part of, the accompanying Notice of Extraordinary General Meeting.

You should read the Explanatory Memorandum in its entirety before making a decision as to how to vote on the resolutions to be considered at the Extraordinary General Meeting.

Special business

Resolutions 1,2,3 and 5 - Fund raising.

The Company announced on the 31 January 2017, the following capital raising initiatives it was proposing to undertake:

- (a) a \$722,000 placement to non-related parties of the Company (**General Placement**);
- (b) subject to shareholder approval:
 - (i) a \$383,000 placement to an entity associated with Dr Michael Monsour, the Chairman of the Company; and
 - (ii) a \$60,000 placement to an entity associated with Mr Ross Mangelsdorf, an Executive Director of the Company; and
- (c) a \$277,000 placement to a cornerstone investor, INOV8 LLC, which is conditional on the placement to Dr Monsour.

The placements will be at \$0.0059 cents per share which is the 5 day VWAP preceding the announcement of the placement. These placements in total will raise approximately \$1,443,000.

The Company issued the shares under the General Placement on 16 February 2017 and seeks shareholder ratification under resolution 3 of that placement at the Extraordinary General Meeting.

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Resolutions 1 and 2 - Approval for the issue of shares to entities associated with Dr Michael Monsour (Chairman) and Executive Director Ross Mangelsdorf

ASX Listing Rules

Listing Rule 10.11 provides that a listed company must not issue or agree to issue equity securities to a related party (such as a director or an entity controlled by a director) without the approval of its shareholders. If shareholder approval is given under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1.

Accordingly approval is sought for the issue of:

- 64,915,254 ordinary shares to Halonna Pty Ltd, an entity associated with Dr Michael Monsour (Chairman of Analytica); and
- 10,169,492 ordinary shares to Tambien Pty Ltd ATF Mangelsdorf Superfund and Edmonmont RJM Trust, being entities associated with Mr Ross Mangelsdorf, an executive director of Analytica,

at an issue price of \$0.0059 cents per share which is the 5 day VWAP preceding the announcement of the placement on 31 January 2017.

All shares issued will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.

The funds will be applied to working capital purposes.

If approved, it is intended that the shares be issued on or about 21 April 2017, and in any event no later than one month after the general meeting.

A voting exclusion applies to resolutions 1 and 2 please see the notice of meeting for further details.

Resolution 3 – Ratification of General Placement

Background

As part of the Company's capital raising initiative announced on 31 January 2017, the Company issued 132,700,849 shares at an issue price of \$0.0059 per share (**Placement Shares**).

Regulatory requirements

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without shareholder approval, in any 12 month period (**15% Placement Capacity**).

As the Placement Shares were issued without shareholder approval, they reduce the Company's 15% Placement Capacity.

Listing Rule 7.4 provides that an issue of shares made without the prior approval of shareholders may be treated as having been made with shareholder approval for the purposes of the Company's placement capacity under Listing Rule 7.1 if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of the Placement Shares was made in accordance with Listing Rule 7.1 and accordingly, the Company seeks shareholder ratification in accordance with Listing Rule 7.4.

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Effect of Shareholder ratification

If Resolution 3 is passed, the issue of the Placement Shares will not reduce the Company's 15% Placement Capacity.

Information required by Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder ratification under Listing Rule 7.4:

Number of General Placement Shares allotted	132,700,849
Price at which General Placement Shares were issued	\$0.0059
The basis on which allottees were determined	The Shares were allotted to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act) and other investors to whom no disclosure is required under the Corporations Act.
The terms of the General Placement Shares issued	All shares issued under the General Placement are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
The use (or intended use) of the funds raised	The funds will be applied to working capital purposes.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 3 in the notice of meeting.

Resolution 4 – Ratification of placement

Background

The Company has previously announced that it had raised a further \$300,000 by private placement of 44,117,647 shares at an issue price of \$0.0068 to a sophisticated investor, CmonsUPER Pty Ltd.

Regulatory requirements

As the shares were issued without shareholder approval, they reduce the Company's 15% Placement Capacity. The issue of the Placement Shares was made in accordance with Listing Rule 7.1 and accordingly, the Company seeks shareholder ratification in accordance with Listing Rule 7.4.

Effect of Shareholder ratification

If Resolution 4 is passed, the issue of these shares will not reduce the Company's 15% Placement Capacity.

Information required by Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder ratification under Listing Rule 7.4:

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Number of Placement Shares allotted	44,117,647
Price at which Placement Shares were issued	\$0.0068
The basis on which allottees were determined	CmonsUPER Pty Ltd, being a sophisticated investor (in accordance with sections 708(8) and (10) of the Corporations Act), professional investor (in accordance with section 708(11) of the Corporations Act) and other investors to whom no disclosure is required under the Corporations Act.
The terms of the placement shares issued	All shares issued under the placement are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
The use (or intended use) of the funds raised	The funds will be applied to working capital purposes.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 4 in the notice of meeting.

Resolution 5 – Approval of Placement to INOV8 LLC

Subject to the passing of Resolution 1, the Company seeks shareholder approval to issue Inov8 LLC 46,949,153 shares at an issue price of \$0.0059 cents per share which is the 5 day VWAP preceding the announcement of the placement on 31 January 2017.

All shares issued will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.

The funds will be applied to working capital purposes.

If approved, it is intended that the shares be issued on or about 21 April 2017, and in any event no later than three months after the general meeting.

A voting exclusion applies to this resolution – please see the notes to Resolution 5 in the notice of meeting.

Resolution 6 – Approval of Employee Share Option Plan

Background

The Company has an Employee Share Option Plan (**ESOP**) which was adopted by the Board on 2 February 2017.

The Company is now seeking shareholder approval for the ESOP.

The Board adopted the ESOP to foster an ownership culture within the Company and to motivate senior management and directors to achieve performance targets.

The employees of the Company have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the ESOP is an appropriate method to reward employees for

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their past performance, to provide long term incentives for participation in the Company's future growth and motivate and generate loyalty from employees.

Shareholders should note that as at the date of this notice of meeting no securities have been issued under the ESOP.

(a) Listing Rules

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12 month period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

Listing Rule 7.2 exception 9 provides that an issue of securities under an employee incentive scheme does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme and that employee incentive scheme was approved by shareholders no more than three years before the date of issue. The ESOP is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2.

The Company intends that the issue of securities under the ESOP not be included when undertaking the calculation pursuant to Listing Rule 7.1. Accordingly, it is seeking shareholder approval in order for the Company to be able to issue securities pursuant to the ESOP and have those options qualify under exception 9 to Listing Rule 7.2.

(b) Corporations Act

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the special provisions of section 200E of the Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The ESOP allows the Board, in its discretion, to afford persons ceasing employment with the Company certain benefits under the ESOP. The term "benefit" has a wide operation and includes the Board exercising its discretion to bring forward the option exercise period and permit an early exercise of the Participant's options granted under the ESOP (**Accelerated Exercise Period**).

For a section 200B benefit to be allowed, section 200E requires that this Notice provide shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matters, events and circumstances that will, or are will likely to, affect the calculation of the value.

In the circumstances of a possible Accelerated Exercise Period, the value of the termination benefits that the Board may give under the ESOP cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all). The Board has not determined whether it will exercise discretion to grant any Accelerated Exercise Period or, in what circumstances it will exercise its discretion.

Specifically, the value of an Accelerated Exercise Period will depend on a number of factors, including the Company's share price at the time of vesting of the options and the number of options that the Board decides to allow vest early (if any). Shareholders should note the benefit is restricted to an acceleration of the vesting of an option, it does not change the exercise price or the number of shares which are subject to the options.

(c) Summary of the terms of the ESOP

A summary of the terms of the ESOP is outlined below:

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Eligibility	A person is eligible to participate in the ESOP if he or she is a Director, officer, employee or contractor of a group company (Eligible Persons).
Share and Option issues	The Board may at any time make invitations to Eligible Persons to participate in the ESOP specifying the total number of shares or options being made available or the manner for determining that number, the closing date for applications, in the case of options, the exercise period, exercise price and exercise conditions (if any) and in the case of shares, the issue price and any other specific terms and conditions of issue.
Options	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each option is an option to subscribe for one share. Upon the exercise of an option by a participant, each Share issued will rank equally with other shares of the Company.</p> <p>Except as agreed by the Board in writing, options issued under the ESOP are personal to the participant and may not be transferred unless to a legal personal representative or unless the Board resolves otherwise. The Company will not apply for quotation of the options on ASX. However, the Company must apply to ASX for official quotation of Shares issued on the exercise of the options.</p> <p>A participant is not entitled to exercise any option if the exercise of that option would require the Company to be in breach of the Company's Constitution, Listing Rules or the Corporations Act.</p>
Capital events	If there is a variation in the share capital of the Company including a capitalisation or rights issue, sub-division, consolidation, or reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate.

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Lapse of options	<p>Subject to the Board's discretion and the specific terms and conditions of grant, an option not exercised will lapse on the earliest of:</p> <ul style="list-style-type: none"> the date 5 years from the date the option was granted or if Special Circumstances have arisen (the Last Exercise Date); a determination of the Board that the participant has, in the Board's opinion, been dismissed or removed from office for a reason which entitles a company in the Group to dismiss the Participant without notice or has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of that company (whether or not charged with an offence); or done any act which brings the group into disrepute; <p>the date on which the participant ceases to be employed by any member of the group the receipt by the Company of notice from the Participant that the Participant has elected to surrender the option.</p> <p>The Board may in its discretion allow a participant to exercise all or any of their options, whether or not the exercise conditions have been satisfied and whether or not the options would otherwise have lapsed, provided that no options will be capable of exercise later than the Last Exercise Date.</p>
Administration	<p>The ESOP is administered by the Board. The Board may make regulations and determine procedures to administer and implement the ESOP and may also terminate or suspend the operation of the ESOP at its discretion.</p>
Amendment	<p>The Board may at any time amend any rules governing the operation of the ESOP or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.</p>
Termination	<p>The ESOP may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.</p>

A copy of the full ESOP will be tabled at the Meeting and is available on the Company's website.

Voting exclusion

A voting exclusion applies to Resolution 6 – please see the notes to Resolution 6 in the notice of meeting.

ANALYTICA

Analytica Limited

ABN 12 006 464 866

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

ANALYTICA LIMITED
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

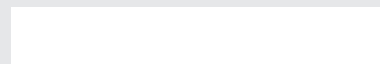
I/We being a member(s) of ANALYTICA LIMITED and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am on Wednesday, 12 April 2017 at Flinders Room, Level 1, Christie Centre, 320 Adelaide Street, Brisbane, Queensland** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Approval for the issue of Shares to entities associated with Dr Michael Monsour (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of placement to Inov8 LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval for the issue of Shares to entities associated with Mr Ross Mangelsdorf (Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of General Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)



Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)



Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ALT PRX1701A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

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

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Monday, 10 April 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

ANALYTICA LIMITED
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

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

or

Level 12
680 George Street
Sydney NSW 2000

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**