

CRYOSITE LTD

Notice of Annual General Meeting
Friday 3rd November 2017,
10.30am

13A Ferndell St,
South Granville
NSW, 2142

A Form of Proxy is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at www.linkmarket services.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.

CRYOSITE LTD

NOTICE OF ANNUAL GENERAL MEETING

3rd November 2017

The Cryosite Ltd Annual General Meeting will be held on Friday, 3rd November 2017, commencing at 10.30am. The meeting will be held at the offices of Cryosite Ltd, 13A Ferndell St, South Granville, Sydney, NSW, 2142.

Items of business

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 30 June 2017 as set out in the Annual Reports.

Resolution 1 – Adoption of Remuneration Reports for the Financial Year Ended 30 June 2017

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Reports as contained in the Annual Report of financial year ending 30 June 2017.”

Note: the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-Election of Mr. Andrew Kroger

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

“That Mr Andrew Kroger, who retires by rotation in accordance with clause 60.1 of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

CRYOSITE LTD

NOTICE OF ANNUAL GENERAL MEETING continued

3rd November 2017

Resolution 3 – Election of Ms. Nicola Swift

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

“That Ms Nicola Swift, who retires in accordance with Clause 59.2 of the Company’s Constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company.”

Resolution 4 – Approval of Cryosite Employee Incentive Plan

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

“That, for the purposes of Listing Rule 7.2 Exception 9(b) and all other purposes, the Company’s Employee Incentive Plan be approved on the terms set out in the Explanatory Statement.”

Voting Exclusion

In accordance with the Listing Rules, the Company will disregard any votes cast by any person who is a Director, except any Director who is ineligible to participate in any employee incentive scheme in relation to the Company.

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

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- (b) 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 5 – Ratification of the Issue of Performance Rights to Mr Andrew Shine

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

“That, for the purposes of Listing Rule 7.4 and all other purposes, the issue of 359,663 performance rights to Mr Andrew Shine pursuant to the Company’s Employee Incentive Plan be ratified on the terms set out in the Explanatory Statement.”

Voting Exclusion

In accordance with the Listing Rules, the Company will disregard any votes cast by any person who participated in the issue and an associate of that person. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- (b) 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.

CRYOSITE LTD

NOTICE OF ANNUAL GENERAL MEETING continued

3rd November 2017

Resolution 6 – Ratification of the Issue of Performance Rights to Mr Mark Byrne

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

“That, for the purposes of Listing Rule 7.4 and all other purposes, the issue of 211,002 performance rights to Mr Mark Byrne pursuant to the Company’s Employee Incentive Plan be ratified on the terms set out in the Explanatory Statement.”

Voting Exclusion

In accordance with the Listing Rules, the Company will disregard any votes cast by any person who participated in the issue and an associate of that person. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- (b) 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.

By order of the Board.

Bryan Dulhunty
Company Secretary

CRYOSITE LTD

VOTING

3rd November 2017 Annual General Meeting

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy, in accordance with the instructions on the Proxy Form; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, in accordance with the instructions on the Proxy Form. Where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Completed proxy forms (along with copies of any power of attorney under which the form is signed) must be delivered no later than 48 hours prior the Annual General Meeting online, by mobile device, by mail, by fax or by hand, as directed in the Proxy Form.

The Chair of the meeting intends to vote undirected proxies in favour of each item of business.

Sending us your Direct Vote or Proxy

Completed Voting/Proxy Forms must be received by the Share Register, Link Market Services Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 10.30am on Wednesday 1st November 2017. A return envelope is provided.

If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, www.linkmarketservices.com.au. You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.

If your direct vote or appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Link Market Services Limited, at Locked Bag A14, Sydney South, NSW, 1235 or by fax to +61 2 9287 0309 by 10.30am on Wednesday 1st November 2017.

If you wish to deliver by hand the delivery address is Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138. Delivery should be made during business hours (Monday to Friday, (9 am to 5pm).

Determination of shareholders' right to vote

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm on Wednesday 1st November 2017. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Item 1: Financial Report and Reports of the Director and Auditor.

In accordance with the Corporations Act, the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017 will be put before the Shareholders at the AGM. These reports are in the Cryosite 2017 Annual Report and can be accessed on our website at www.cryosite.com.

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

Item 2: Resolution 1 - Adoption of Remuneration Reports for the Financial Year Ended 30 June 2017.

Shareholders are asked to adopt the Remuneration Report for the year ended 30 June 2017. The Remuneration Report is in the Directors' Report in the Company's 2017 Annual Report and can be accessed at www.cryosite.com.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account when considering future remuneration policy for non-executive Directors and executives.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the Annual Report of the Company for the respective years. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive meetings, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") on whether the Board should be put up for re-election. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Executive Chairman) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

The Board unanimously recommends that Shareholders vote in favour of the adoption of Resolution 1. The Chair intends to vote all available and undirected proxies in favour of Resolution 1.

Item 3: Resolution 2 – Re Election of Director: Mr. Andrew Kroger (Non Executive Director)

Background

Clause 60.1 of the Company's Constitution provides that "at the close of each annual general meeting one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire". The Board of the Company comprises three Directors, therefore one Director is required to retire. Accordingly, Mr. Andrew Kroger retires as a Director.

Under clause 60.5 of the Company's Constitution, and subject to the Corporations Act and the Listing Rules, a retiring Director will be eligible for re-election at the meeting. Accordingly, Mr Kroger offers himself for re-election.

Biography

Mr Kroger is a non-executive Director of the Company. He was appointed as Director in November 2011. Mr Kroger has had a career in stockbroking, law and general management including two years running Forsyth Group in 1990 which was Australia's ninth largest gold producer at that time. Mr Kroger is the owner of Process Wastewater Technologies LLC, a company with its major business being in wastewater in the United States. Mr Kroger has a Bachelor of Economics and a Bachelor of Laws from Monash University.

Directors' Recommendation

The Board (excluding Mr Kroger) unanimously recommends that Shareholders vote in favour of Resolution 2.

Item 4: Resolution 3 – Election of Ms Nicola Swift

Background

Ms Nicola Swift was appointed as a non-executive Director on 3 November 2016 under clause 59.1 of the Constitution. Under clause 59.2 of the Constitution, such a Director "will hold office until the end of the next annual general meeting of the Company, at which the Director must resign but may offer himself or herself to be ... re-elected at the meeting". Accordingly, Ms Swift resigns as a Director and offers herself for re-election.

Biography

Nicola has over 15 years of experience in International investment management as an analyst and portfolio manager, including at AMP in Sydney, Alliance Capital in London and as Vice President and Director of International Research for the John Hancock subsidiary, Independence Investment Associates in Boston. Nicola has a very strong governance and consumer background.

Nicola was an independent non-executive director of listed public company Dyesol Ltd (ASX: DYE) until August 2016 and served as Chair of their Remuneration Committee and as a member of their Audit and Risk Committee. Nicola is a Director of Ascham School Ltd and Ascham Foundation Ltd, both unlisted public companies. Nicola has a Law degree and Master of Arts (MA) from Trinity College in Dublin and has been a Chartered Financial Analyst (CFA) since 1994

Item 4: Resolution 3 – Election of Ms Nicola Swift continued

.Directors' Recommendation

The Board (excluding Ms Swift) unanimously recommends that Shareholders vote in favour of Resolution 3.

Item 5: Resolution 4 – Approval of Cryosite Employee Incentive Plan

Background

As announced to ASX by the Company on 8 March 2017, the Company has introduced a Long Term Employee Incentive Plan (Plan). Pursuant to Listing Rules 7.1 and 7.2 Exception 9(b), the Company now seeks the approval of Shareholders for the Plan.

In the same announcement, the Company notified the market that it had introduced a Short Term Employee Incentive Plan. Shareholder approval of that plan is not presently sought, as it does not constitute an 'employee incentive scheme' under the Listing Rules and does not entail the issuing of any equity securities to any person.

The Company has made issues under the Plan, which are enumerated below. Approval for those issues is sought by Resolutions 5 and 6.

Listing Rules

Listing Rule 7.1 provides that a company must not issue or agree to issue more equity securities during any 12 month period than the amount representing 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

There are exceptions to this rule, as set out in Listing Rule 7.2. One of those exceptions, Exception 9, applies to an issue under an employee incentive scheme if, within 3 years before the issue date, the employee incentive scheme was approved by shareholders as an exception to Listing Rule 7.1. The Plan is an 'employee incentive scheme' as defined in Listing Rule 19.12.

In accordance with the requirements of Listing Rule 7.2, Exception 9:

- (a) the terms of the Plan are summarised below in the section titled "Summary of the Terms of the plan";
- (b) details of the securities issued under the Plan are set out below in the section titled "Previous Issues under the Plan" of this Explanatory Statement; and
- (c) a voting exclusion statement is set out below the text of Resolution 4 in the Notice.

If Resolution 4 is passed, and due to the operation of Listing Rule 7.2, Exception 9, the Company intends that future issues of securities under the Plan will not form part of the calculation of the Company's issue capacity under Listing Rule 7.1.

Corporations Act

In the Company's view, Shareholder approval is not required for the purposes of section 200B or 200E of the Corporations Act. Section 200B states that certain entities must not give a person a benefit in connection with their retirement from an office, or position of employment, in a company if they were retiring from managerial or executive office, or held such office in the last 3 years.

Item 5: Resolution 4 – Approval of Cryosite Employee Incentive Plan continued

The Company forms this view on the basis that performance rights issued under the Plan are issued on the basis of relatively rigid criteria (including the meeting of certain KPIs) which cannot be said to be connected with the retirement of any person.

Summary of the Terms of the Plan

Type of securities offered under the Plan: Options to purchase Shares exercisable upon the satisfaction of performance / vesting conditions outlined below (performance rights).

- (a) Persons eligible to participate in the Plan: Executives of the Company on the Company's invitation.
- (b) Vesting date: Up to 36 months from date of grant. If the performance criteria are not met by this time?

Performance conditions: These are as excerpted below from the Company's 2017 Annual Report, in relation to earnings per share (EPS) and compound annual growth rate (CAGR): [

Performance Targets

CAGR of EPS over measurement Period relative to base year	Percentage of Performance Rights that vest
< 20% (< 1.10592 cents)	0%
20% to 25% (1.10592 to 1.25 cents)	50-100% (pro-rata)
>25% (above 1.25 cents)	100%

- (a) Vesting conditions: The satisfaction of the performance conditions outlined above.
- (b) Service conditions: The holder of performance right/s must have continuous employment with the Company from the date the performance rights are granted until the vesting date in order to exercise the performance rights.
- (c) Expiry date: 1 month after the vesting date [or, if the vesting criteria are not met by the vesting date, the vesting date].
- (d) Time for exercise of performance rights: Performance rights which meet the vesting conditions will be exercisable until the expiry date.

Previous Issues Under the Plan

As at the date of this Notice and Explanatory Statement, the Company has issued 359,663 performance rights to Mr Shine and 211,002 performance rights to Mr Byrne. This is enumerated more fully in the following table:

	Andrew Shine Number	Mark Byrne Number	Total Number
Balance granted as at 1 July 2016	-	-	-
Performance Rights granted 8 th March 2017	359,663	211,002	570,665
Performance Rights cancelled on resignation 30 June 2017	(359,663)	-	(359,663)
Balance granted as at 30 June 2017	-	211,002	211,002

Item 5: Resolution 4 – Approval of Cryosite Employee Incentive Plan continued

Directors' Recommendation

The Directors, none of whom are eligible to participate in the Plan, unanimously recommend that Shareholders vote in favour of Resolution 4.

Item 6: Resolution 5 – Ratification of the Issue of Performance Rights to Mr Andrew Shine

Background

The Company seeks the approval of its Shareholders, under Listing Rule 7.4, to ratify the issue of performance rights to Mr Andrew Shine referred to in item 5 above.

Technical information required by the Listing Rules

Listing Rule 7.5 requires that certain information be disclosed by a company in a notice of meeting which proposes that shareholders ratify an issue Listing Rule 7.4.

Pursuant to Listing Rule 7.5 the following information is provided in relation to Resolution 5:

- (a) Maximum number of securities the Company issued: 359,663.
- (b) Date by which the Company will issue the securities: The issue has already occurred.
- (c) Issue price of the securities: The performance rights were issued for nil consideration.
- (d) The names of the persons to whom the Company issued the securities: Mr Andrew Shine.
- (e) The terms of the securities: The terms of the securities are summarised in item 5 of this Explanatory Statement titled "Summary of the Terms of the Plan".
- (f) The intended use of the funds: No funds were raised by the issue of the performance rights.
- (g) The issue date: 8 March 2017.
- (h) Voting exclusion statement: This is set out below the text of the relevant resolution in the Notice.
- (i) Information required in relation to an issue which is part of a public offer: Not applicable as the issue does not relate to a public offer.

Corporations Act

In the Company's view, Shareholder approval is not required under Chapter 2E of the Corporations Act. This is because Mr Shine is not a "related party" of the Company under the meaning of section 228 of the Corporations Act. In particular, he is not a director of the Company, has not been a related party of the Company in the previous 6 months, and does not "control" the Company in requisite way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Item 7: Resolution 6 – Ratification of the Issue of Performance Rights to Mr Mark Byrne

Background

The Company seeks the approval of its Shareholders, under Listing Rule 7.4, to ratify the issue of performance rights to Mr Mark Byrne referred to in item 5 above.

Technical information required by the Listing Rules

Listing Rule 7.5 requires that certain information be disclosed by a company in a notice of meeting which proposes that shareholders ratify an issue, under Listing Rule 7.4.

Item 7: Resolution 6 – Ratification of the Issue of Performance Rights to Mr Mark Byrne continued

Pursuant to Listing Rule 7.5 the following information is provided in relation to Resolution 6:

- (a) Maximum number of securities the Company issued: 211,002.
- (b) Date by which the Company will issue the securities: The issue has already occurred.
- (c) Issue price of the securities: The performance rights were issued for nil consideration.
- (d) The names of the persons to whom the Company issued the securities: Mr Mark Byrne.
- (e) The terms of the securities: The terms of the securities are summarised in item 5 of this Explanatory Statement “Summary of the Terms of the Plan”.
- (f) The intended use of the funds: No funds were raised by the issue of the performance rights.
- (g) The issue date: 8 March 2017.
- (h) Voting exclusion statement: This is set out below the text of the relevant resolution in the Notice.
- (i) Information required in relation to an issue which is part of a public offer: Not applicable as the issue does not relate to a public offer.

Corporations Act

In the Company’s view, Shareholder approval is not required under Chapter 2E of the Corporations Act. This is because Mr Byrne is not a “related party” of the Company under the meaning of section 228 of the Corporations Act. In particular, he is not a director of the Company, has not been a related party of the Company in the previous 6 months, and does not “control” the Company in requisite way.

Directors’ Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

CRYOSITE LTD

CONTACT INFORMATION

3rd November 2017 Annual General Meeting

Cryosite Limited
13A Ferndell St, South
Granville, Sydney NSW 2142

Telephone: +61 2 8865 2000
Facsimile: +61 2 8865 2090
Email: corporate@cryosite.com

Company Secretary:
Mr. Bryan Dulhunty

Shareholder information:
www.cryosite.com

Share Register
Link Market Services
Limited Level 12
680 George Street
Sydney NSW 2000

Telephone: + 61 1300 554 474
Fax Nos: + 61 2 9287 0309 (for proxy forms only)
+ 61 2 9287 0303 (general line)

Annual Report
To request a copy of the Annual Report, simply contact the company.
Electronic versions of Cryosite's Annual Report are available at www.cryosite.com

Australian Securities Exchange Listing
CTE

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Cryosite 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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

VOTING FORM

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

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:30am on Friday, 3 November 2017**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

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 Annual General Meeting of the Company to be held at **10:30am on Friday, 3 November 2017 at 13A Ferndell Street, South Granville, NSW, 2142 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Ratification of the Issue of Performance Rights to Mr Andrew Shine

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-Election of Andrew Kroger

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Ratification of the Issue of Performance Rights to Mr Mark Byrne

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Ms Nicola Swift

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of Cryosite Employee Incentive Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – 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 Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by 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 Voting 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:

- on each of the first Voting Form and the second Voting 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
- 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 VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Wednesday, 1 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting 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 Voting 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 Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote 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

Cryosite 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

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

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