Notice of Annual General Meeting and Explanatory Notes

Alcidion Group Limited ACN 143 142 410

Date: Friday, 24 November 2017.

Time: 11.00 a.m., Adelaide time.

Venue: The Science Exchange

55 Exchange Place Adelaide SA 5000

Notice of Annual General Meeting

Notice

Notice is hereby given that the Alcidion Group Limited ('Alcidion' or 'Company') Annual General Meeting of Shareholders will be held at The Science Exchange, 55 Exchange Place, Adelaide, South Australia, 5000 on Friday, 24 November 2017 at 11.00 a.m. Adelaide time. Attached to and forming part of this Notice of Meeting are the Explanatory Notes that provide Shareholders with background information and further details in understanding the reasons for and the effect of the Resolutions if approved.

This information is presented in accordance with the regulatory requirements of the *Corporations Act* 2001 (Cth) ('Corporations Act').

If you are unable to attend the meeting, you are requested to complete the form of proxy enclosed with this notice. The entitlement for Shareholders to vote at the meeting will be determined by reference to those persons on the register of members as at 7.00 p.m. Sydney time on Wednesday, 22 November 2017. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be sent to the Share Registry using the details below:

Online	www.investorvote.com.au	
	Or for Intermediary Online subscribers only (custodians) www.intermediaryonline.com	
By Fax	1800 783 447 (within Australia)	
	+61 3 9473 2555 (outside Australia)	
⊠ By Mail	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001	

so that they are received at least 48 hours before the time for holding the meeting (being no later than 11.00 a.m. Adelaide time on Wednesday, 22 November 2017).

A number of defined terms are used in the Notice of Meeting. These terms are contained in the Glossary in section 7 of the Explanatory Notes.

AGENDA

Ordinary business

DISCUSSION OF FINANCIAL STATEMENTS

To receive and consider the annual financial report, the directors' report and the auditor's report for the year ended 30 June 2017.

Note: there is no vote on this item.

1. ADOPTION OF REMUNERATION REPORT

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

'That the Remuneration Report, as set out in the Annual Report for the Company and its controlled entities for the financial year ended 30 June 2017, be adopted'.

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

Voting exclusion statement for Resolution 1

There are restrictions on who can vote in respect of any resolution to approve the Remuneration Report. A vote on this resolution must not be cast, and the Company will disregard any votes cast (in any capacity), by or on behalf of the following persons:

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

However, these restrictions will not apply to a vote cast as proxy for a person entitled to vote if:

- it is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on the resolution; or
- it is cast by the person chairing the meeting and the appointment expressly authorised the chair to exercise the proxy even if the proposed resolution is connected directly or indirectly with the remuneration of the Key Management Personnel of the Company.

2. ELECTION OF DIRECTOR - MS REBECCA WILSON

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

'That Ms Rebecca Wilson, who was appointed as an addition to the Board since the last Annual General Meeting of the Company and who retires in accordance with ASX Listing Rule 14.4 and Article 6.3(i) of the Company's Constitution, be elected as a Director of the Company'.

3. ELECTION OF DIRECTOR - MR GEOFF ROHRSHEIM

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

'That Mr Geoff Rohrsheim, who was appointed as an addition to the Board since the last Annual General Meeting of the Company and who retires in accordance with ASX Listing Rule 14.4 and Article 6.3(i) of the Company's Constitution, be elected as a Director of the Company'.

4. RE-ELECTION OF DIRECTOR - PROFESSOR MALCOLM PRADHAN

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

'That Professor Malcolm Pradhan, who retires as a Director in accordance with Article 6.3(c) of the Company's Constitution at the conclusion of this Meeting, be re-elected as a Director of the Company'.

Special business

5. APPROVAL OF 10% PLACEMENT CAPACITY

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

'That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes'.

Voting exclusion statement for Resolution 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 5 by any person who may participate in the issue of Equity Securities under Resolution 5 and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities in the Company, if Resolution 5 is passed, and any associates of those persons.

However, in relation to Resolution 5, the Company need not disregard a vote if:

- 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
- it is cast by the Chairman of 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.

OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution.

* * *

The Explanatory Notes attached to this Notice form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By order of the Board.

Duncan Craig Chief Financial Officer and Company Secretary 9 October 2017

Proxies and Voting

Determination of Shareholders' Right to Vote

For the purposes of this meeting, Shares will be taken to be held by persons who are registered as Shareholders as at 7.00 p.m. Sydney time on Wednesday, 22 November 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the meeting.

Voting in Person

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

Voting by Corporate Representative

Body corporate Shareholders should complete an "Appointment of Corporate Representative" form to enable a person to attend the meeting on their behalf. This form can be obtained from Computershare's website at https://www-au.computershare.com/Investor/help/printableforms.

Appointment of a proxy

A Shareholder entitled to vote at the Meeting may appoint not more than two proxies to attend and vote at the Meeting on that Shareholder's behalf. A proxy need not be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the Meeting. If you appoint two proxies, you may specify the proportion of votes each proxy is appointed to exercise. If no such proportion is specified, each proxy can exercise half of the Shareholder's voting rights.

If the appointment of a proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. However, unless the proxy is required by law to vote, the proxy may decide not to vote on that item. All directed proxies that are not voted on a poll at the Meeting will automatically default to the Chairman, who is required to vote the proxies as directed. Any undirected proxies on a given resolution may be voted on by the appointed proxy as they choose, subject to voting exclusions as described previously.

In the case of Shares jointly held by two or more persons, any joint holder may appoint a proxy but if more than one is present at the meeting (either in person or by proxy or attorney or representative) the joint holder whose name appears first in the Company's share register shall alone be entitled to vote in respect of those shares.

Lodging a proxy form

To be effective, the completed Proxy Form, together with any relevant power of attorney, must be received by the Share Registry not less than 48 hours before the time for holding the meeting, which is 11.00 a.m. Adelaide time on Wednesday, 22 November 2017.

The Proxy Form can be returned in the following ways:

Online	www.investorvote.com.au	
	Or for Intermediary Online subscribers only (custodians) www.intermediaryonline.com	
■ By Fax	1800 783 447 (within Australia)	
	+61 3 9473 2555 (outside Australia)	
⊠ By Mail	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001	

A Proxy Form accompanies this Notice of Annual General Meeting.

Explanatory Notes

These are the Explanatory Notes accompanying the Notice of Annual General Meeting for Alcidion Group Limited ACN 143 142 410 ('Alcidion' or 'Company') to be held on Friday, 24 November 2017 at 11.00 a.m., Adelaide time at The Science Exchange, 55 Exchange Place, Adelaide, South Australia, 5000.

Information relevant to the business to be considered at the Annual General Meeting is provided in these Explanatory Notes and Shareholders should read this document in full.

1 Annual Report

The Annual Report for consideration at the AGM will consist of the financial statements of the Company for the financial year ended 30 June 2017, the notes to those financial statements, the Directors' Report, the Directors' declaration and the auditor's report including their Independence Statement.

The annual report is available at the ASX's website at www.asx.com.au using ASX ticker code 'ALC'.

Neither the *Corporations Act* 2001 (Cth) ('Corporations Act') nor the Company's constitution requires the Shareholders to vote on the financial statements or the accompanying reports. However, Shareholders will be given the opportunity to raise questions or comments on the financial statements at the Meeting. In addition, Shareholders will be given the opportunity to ask the Company's auditor, William Buck, questions relevant to the conduct of the audit, the independence of the auditor, the Company's accounting policies and the preparation and content of the auditor's report.

2 Resolution 1: Adoption of Remuneration Report

2.1 Background

The Remuneration Report contained in the 2017 Annual Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act. The Remuneration Report, which details the Company's policy on remuneration of non-executive directors, executive directors and key executives is set out on Pages 19 to 24 of the Annual Report.

The vote on the adoption of the Remuneration Report is advisory only and is not binding. However, the Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies and practices.

Further, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second AGM on a 'Board spill resolution' to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than the Chief Executive Officer) must stand for re-election.

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, the 'Board spill resolution' is not relevant for this Meeting.

2.2 Directors' Recommendation

The Board recommends that Shareholders vote in favour of the Remuneration Report. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

3 Resolution 2: Election of Ms Rebecca Wilson as a Director

3.1 Background

In accordance with Article 6.3(i) of the Company's Constitution and ASX Listing Rule 14.4, Ms Rebecca Wilson will retire at the Annual General Meeting and, being eligible, will offer herself for election.

Ms Wilson was appointed a Director on 31 July 2017.

Ms Wilson is currently CEO of WE Buchan and has dedicated the last 18 years to working within the health and technology sectors providing advice on stakeholder communications, issues management, investor and corporate relations, and business strategy to private and public companies, research institutes, governments, and asset / wealth managers. She has a strong network of investors in Australia, South East Asia and the US and has a deep knowledge and experience of corporate governance having working, almost exclusively, with ASX companies over the last two decades. She has a BA (Journalism) and Post-Graduate Certificate in Applied Finance and Investment.

3.2 Directors' Recommendation

The Directors (other than Ms Wilson, who makes no recommendation) unanimously recommend that Shareholders approve Resolution 2 for the election of Ms Wilson as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

4 Resolution 3: Election of Mr Geoff Rohrsheim as a Director

4.1 Background

In accordance with Article 6.3(i) of the Company's Constitution and ASX Listing Rule 14.4, Mr Geoff Rohrsheim will retire at the Annual General Meeting and, being eligible, will offer himself for election.

Mr Rohrsheim was appointed a Director on 31 July 2017.

Mr Rohrsheim is a former EY Entrepreneur of the Year winner and has founded three start-ups that have featured in the BRW Fast 100. His latest venture, Kloud Solutions grew rapidly in five years to have more than 170 staff. Kloud was sold to Telstra in February 2016. Geoff shares his executive time across his co-founded start-ups being Hatch Creations, Chamonix IT Consulting, Cevo and Expose Data.

He is a passionate advocate for South Australian innovation and chairs the Technology and Innovation sub-committee at RAA, is a member of the Australia Post Stakeholder Council and an advisory board member of Rivergum Homes. He has BE (Hons), AssDip Comp Apps, MEngSc, GAICD.

4.2 Directors' Recommendation

The Directors (other than Mr Rohrsheim, who makes no recommendation) unanimously recommend that Shareholders approve Resolution 3 for the election of Mr Rohrsheim as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

5 Resolution 4: Re-election of Professor Malcolm Pradhan as a Director

5.1 Background

In accordance with Article 6.3(c) of the Company's Constitution, Professor Malcolm Pradhan will retire at the Annual General Meeting and, being eligible, will offer himself for re-election.

Professor Malcolm Pradhan was appointed a Director on 22 February 2016.

With over 20 years of experience in Medical Informatics, Professor Malcolm Pradhan is one of the world's leading minds in Clinical Decision Support. Prior to co-founding Alcidion in 2000, Professor Pradhan was the Associate Dean of IT and Director of Medical Informatics, University of Adelaide. During his time at the University of Adelaide, Professor Pradhan provided thought leadership and conducted research into applications of clinical decision support, and into optimum uses of a variety of statistical and probabilistic methods for applying clinical decision support. He also was active in the Australian health informatics community, as a founding fellow of the Australasian College of Health Informatics (ACHI).

In 2009, Professor Pradhan was awarded the title of Adjunct Professor at the University of South Australia, and performs a leadership role within UniSA's academic organisation – as an educator and a researcher.

Professor Pradhan's broad knowledge and vision of the path to a high performance healthcare system are complimented by formal qualifications of an MBBS from University of Adelaide, and a PhD in Medical Informatics from Stanford University.

5.2 Directors' Recommendation

The Directors (other than Professor Pradhan, who makes no recommendation) unanimously recommend that Shareholders approve Resolution 4 for the re-election of Professor Pradhan as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

6 Resolution 5: Approval of 10% Placement Capacity

6.1 Background

ASX Listing Rule 7.1A enables an Eligible Entity to seek member approval by special resolution at its annual general meeting to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the annual general meeting, in addition to those under the 15% annual placement capacity ('10% Placement Capacity').

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of equal to or less than \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation (excluding restricted securities) at the close of business on the date of this Notice of \$32.21 million, based on a Share price of \$0.053.

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of quoted Equity Securities on issue, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the previous 12 months;
- (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and
- (d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rules 7.1 or 7.4.

6.2 Technical Information Required by ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed ('Agreed Issue Date'); or
- (b) if the Equity Securities are not issued within 5 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of this Meeting; and
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Equity Securities under the 10% Placement Capacity calculated in accordance with the formula contained in ASX Listing Rule 7.1A(2). The table does this by setting out the potential number of Shares issued and funds raised on the basis of:

- (a) the current number of Shares on issue;
- (b) the number of Shares on issue changing (variable 'A' in the formula); and
- (c) a variation in the issue price of the Shares (noting that Shares may only be issued at up to a 25% discount based on the volume weighted average price of the Shares calculated over the 15 ASX trading days preceding the issue).

VOTING DILUTION				
Number of Shares on issue (Variable A)	Dilution variable	\$0.027 (50% decrease in current Share price)	\$0.053 (current Share price)	\$0.079 (50% increase to current Share price)
607,779,957 (Current)	Additional 10% Shares issued	60,777,996	60,777,996	60,777,996
	Funds raised	\$1,641,006	\$3,221,234	\$4,801,462
911,669,935 (50% increase)*	Additional 10% Shares issued	91,166,994	91,166,994	91,166,994
	Funds raised	\$2,461,509	\$4,831,851	\$7,202,193

1,215,559,914 (100% increase)*	Additional 10% Shares issued	121,555,991	121,555,991	121,555,991
	Funds raised	\$3,282,012	\$6,442,468	\$9,602,923

^{*} The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as under a pro-rata rights issue) or an issue of Shares with Shareholder approval under Listing Rule 7.1.

The table on the previous page uses the following assumptions:

- 1. The current number of Shares on issue is the Shares on issue as at the date of this Notice.
- 2. The current issue price is the closing price of the Shares on the ASX on the date of this Notice.
- 3. No Options, Class A Contingent Share Rights or Class B Contingent Share Rights are converted into Shares before the date of issue of the Equity Securities under the 10% Placement Capacity.
- 4. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

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

Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including the following:

- (a) to raise cash as consideration for the acquisition of or investment in assets or businesses (including expenses associated with such acquisitions), continued expenditure on the Company's current assets and general working capital; or
- (b) as non-cash consideration for the acquisition of or investment in assets or businesses, and in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Previous approval under ASX Listing Rule 7.1A

The Company did not seek approval under ASX Listing Rule 7.1A at its previous Annual General Meeting.

6.3 Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at the Meeting.

6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholders to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

6.5 Directors' Recommendation

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

The Chairman of the Meeting will be casting undirected proxies in favour of Resolution 5.

7 Glossary

In these Explanatory Notes and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires.

Term	Meaning		
Board	the board of Directors of the Company		
Closely Related Party	of a member of the Key Management Personnel for an entity means:		
	(a) a spouse or child of the member;		
	(b) a child of the member's spouse;		
	(c) a dependant of the member or of the member's spouse;		
	(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;		
	(e) a company the member controls; or		
	(f) a person prescribed as such by the <i>Corporations Regulations</i> 2001 (Cth);		
Company	Alcidion Group Limited (ACN 143 142 410)		
Corporations Act	the Corporations Act 2001 (Cth)		
Director	a Director of the Company		
Eligible Entity	has the meaning given in section 6.1 of the Explanatory Notes		
Equity Securities	includes a Share, an Option, a right to a Share or Option, a convertible security and any security that ASX decides to classify as an Equity Security		
Key Management Personnel	has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company)		
Meeting	the meeting of shareholders convened by the Notice		

Term	Meaning
Notice	the notice of meeting to which these Explanatory Notes are attached and form part
Option	an option to acquire a Share
Remuneration Report	the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017
Share	a fully paid ordinary share in the capital of the Company
Share Registry	Computershare Investor Services Pty Ltd
Shareholder	a holder of Shares



Lodge	your	proxy	form
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Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161 (outside Australia) +61 3 9415 4000

Proxy Form



Lodge your proxy form and view the annual report online

- •Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to Lodge your proxy form

Your access information that you will need to Lodge your proxy form:

Control Number: 181061

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend 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 write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO LODGE YOUR PROXY FORM, or turn over to complete the form

	Change of address. If incorrect, mark this box and make the correction in the space to the left.	
	Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.	
■ Proxy Form	Please ma	rk X to indicate your directions
Appoint a Proxy to Vo		
i/we being a member/s of Alcidion G	roup Limited hereby appoint	A
the Chairman OR of the Meeting		PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).
to act generally at the Meeting on my/our be to the extent permitted by law, as the proxy s	med, or if no individual or body corporate is named, the shalf and to vote in accordance with the following direct sees fit) at the Annual General Meeting of Alcidion Groouth Australia, 5000 on Friday, 24 November 2017 at 1ng.	ions (or if no directions have been given, and up Limited to be held at The Science
the Meeting as my/our proxy (or the Chairma proxy on Resolution 1 (except where I/we h indirectly with the remuneration of a member	ted proxies on remuneration related resolutions: We an becomes my/our proxy by default), I/we expressly a nave indicated a different voting intention below) even the rof key management personnel, which includes the Char	uthorise the Chairman to exercise my/our hough Resolution 1 is connected directly or nairman.
Important Note: If the Chairman of the Mee voting on Resolution 1 by marking the appr	eting is (or becomes) your proxy you can direct the Cha copriate box in step 2 below.	irman to vote for or against or abstain from
STEP 2 Items of Business	PLEASE NOTE: If you mark the Abstain box for an item, y behalf on a show of hands or a poll and your votes will not	be counted in computing the required majority
ORDINARY BUSINESS		For Against Abstain
1 Adoption of Remuneration Report		
2 Election of Ms Rebecca Wilson as a Direct	tor	
3 Election of Mr Geoff Rohrsheim as a Direct	tor	
4 Re-election of Professor Malcolm Pradhan	as a Director	
SPECIAL BUSINESS		
5 Approval of 10% Placement Capacity		
The Chairman of the Meeting intends to vote undir change his/her voting intention on any resolution, i	rected proxies in favour of each item of business. In exceptional in which case an ASX announcement will be made.	al circumstances, the Chairman of the Meeting may
	holder(s) This section must be completed.	
Individual or Securityholder 1	Securityholder 2 Se	ecurityholder 3
Sole Director and Sole Company Secretary		rector/Company Secretary
Contact	Contact Daytime	Pote / /



