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**ONCOSIL MEDICAL LIMITED**

**ACN 113 824 141**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TIME:** 10:30 am (AEST)

**DATE:** Monday 14 May 2018

**PLACE:** K&L Gates, Level 31, 1 O'Connell Street, Sydney, New South Wales

**THIS NOTICE OF EXTRAORDINARY GENERAL MEETING SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISERS.**

**SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF EXTRAORDINARY GENERAL MEETING PLEASE DO NOT HESITATE TO CONTACT THE COMPANY SECRETARY ON (02) 9223 3344.**

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Extraordinary General Meeting of the Shareholders of OncoSil Medical Limited ACN 113 824 141 (**Company**) to which this Notice of Extraordinary General Meeting relates will be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney at 10.30am (AEST) on Monday 14 May 2018 (**Extraordinary General Meeting** or **EGM**).

### YOUR VOTE IS IMPORTANT

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The business of the Extraordinary General Meeting affects your Shareholding and your vote is important.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001; or
- (b) facsimile to Boardroom Pty Limited on facsimile number + 61 2 9290 9655, or
- (c) in person to Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW

so that it is received not later than 10.30am (AEST) on Saturday 12 May 2018.

### **Proxy forms received later than this time will be invalid.**

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## LETTER FROM THE CHAIRMAN

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Dear Shareholder

The attached Notice of Meeting and Explanatory Memorandum relate to the capital raising of approximately \$12.7 million conducted by the Company, as detailed in announcements to the ASX on 21 and 22 March 2018. The Placement consists of two tranches:

- Tranche 1 – the placement of ~72.7 ordinary shares to raise ~A\$8.7 million under the Company's existing placement capacity; and
- Tranche 2 – a placement of ~33.3 million ordinary shares to raise ~A\$4.0 million subject to Oncosil shareholder approval at this Extraordinary General Meeting. The Directors of the Company intend to participate in Tranche 2 subject to the results of the shareholder vote.

The funds raised are expected to see the Company through to EU commercialization of its Oncosil product, including achieving key milestone of CE Mark Certification. The funds will also be used to support the continued expansion of the Global Pancreatic Cancer clinical study programs, (PanCO& OncoPaC-1) including recruitment of 65 patients.

The business of the meeting includes the consideration of the following –

Resolution 1 - approval of tranche 2 subscriptions totalling up to 31,617,267 Shares

Resolution 2 - approval of subscription by Dr Chris Roberts of 1,000,000 Shares at a price of 12 cents per Share

Resolution 3 - approval of subscription by Dr Roger Aston of 500,000 Shares at a price of 12 cents per Share

Resolution 4 - approval of subscription by Dr Martin Cross of 166,667 Shares at a price of 12 cents per Share

Resolution 5 - ratification of the issue of a total 72,624,415 Shares to professional and sophisticated investors at a price of 12 cents per Share, being the tranche 1 Shares allotted on 28 March 2018

I am pleased to invite you to the new Extraordinary General Meeting of the Company which will be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney, New South Wales on Monday 14 May 2018, commencing at 10.30am (AEST).

Your personal proxy form is enclosed with this Notice of Extraordinary General Meeting.

I look forward to seeing you at the Extraordinary General Meeting. If you are unable to attend, please ensure that you fill out and return your personalised proxy form which is enclosed with this Notice of Extraordinary General Meeting.

Thank you for your ongoing support.

Yours sincerely,

**Dr Chris Roberts AO**  
**Chairman**  
**10 April 2018**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notice is given that the Extraordinary General Meeting of Shareholders of the Company will be held at **K&L Gates, Level 31, 1 O'Connell Street, Sydney, New South Wales** at **10.30am** (AEST) on **Monday 14 May 2018**.

The Explanatory Memorandum to this Notice of Extraordinary General Meeting provides information on matters to be considered at the Extraordinary General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Extraordinary General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders of the Company at 10.00am (AEST) on 12 May 2018.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

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## BACKGROUND

As announced to the ASX on 21 and 22 March 2018, the Company secured subscriptions for a total of approximately 106.1 million Shares to raise approximately A\$12.7 million at 12 cents per Share, by way placements to professional and sophisticated investors in two tranches.

The **Placements** agreed comprised:

- (a) approximately 72,624,415 new Shares, at the Issue Price of 12 cents to certain institutional, professional and sophisticated investors (**Tranche 1**) to be undertaken without Shareholder approval, and
- (b) up to a total of 33,283,934 new Shares at the Issue Price of 12 cents per Share to certain institutional, professional and sophisticated investors (**Tranche 2**), subject to the Shareholders having first approved in general meeting the Tranche 2. Subsequent to the announcements the Board determined that of the 33,283,934 Tranche 2 Shares proposed to be issued, a total of 1,666,667 Shares could, subject to Shareholder approval, be subscribed for by 3 of the Directors, as detailed below, resulting in a subscription by institutional, professional and sophisticated investors of 31,671,267 new Shares.

It was also announced at the same time that the Company also be conducting an offer of new Shares, equating to a maximum of \$4 million under a Share purchase plan (**SPP Shares**) at the same issue price as the Placements (namely 12 cents per Share) to eligible Shareholders.

The Company has received the subscription applications for all of the Tranche 1 and Tranche 2 Shares proposed to be issued, issued the Tranche 1 Placement Shares on 28 March 2018 and now seeks Shareholder ratification of that Share issue (Resolution 5). The Company also seeks the required Shareholder approval so that it can issue the Tranche 2 Placement Shares, including the separate Shareholder approvals for each of the directors who are seeking to subscribe for further shares in the Company on the same conditions as the Tranche 2 Placement Shares (Resolutions 1, 2, 3 and 4).

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**RESOLUTION 1 – APPROVAL OF PLACEMENT TO PROFESSIONAL AND SOPHISTICATED INVESTORS (TRANCHE 2)**

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of a total of up to 31,617,267 Shares to sophisticated and professional investors at a price of 12 cents per Share on the terms and conditions outlined in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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**RESOLUTION 2 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO DR CHRIS ROBERTS**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of a total of 1,000,000 Shares to Dr Chris Roberts at a price of 12 cents per Share on the terms and conditions outlined in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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**RESOLUTION 3 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO DR ROGER ASTON**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of a total of 500,000 Shares to Dr Roger Aston at a price of 12 cents per Share on the terms and conditions outlined in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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**RESOLUTION 4 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO DR MARTIN CROSS**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of a total of 166,667 Shares to Dr Martin Cross at a price of 12 cents per Share on the terms and conditions outlined in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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**RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES TO PROFESSIONAL AND SOPHISTICATED INVESTORS (TRANCHE 1)**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company ratifies the previous issue of a total of 72,624,415 Shares to professional and sophisticated investors on 28 March 2018 at a price of 12 cents per Share on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."*

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**VOTING EXCLUSION STATEMENTS**

As required by the ASX Listing Rules:

**RESOLUTION 1** - The Company will disregard any votes cast on the proposed Resolutions 1 by all people who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of

ordinary securities in the Company. However, the Company need not disregard a vote on Resolution 1 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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** - The Company will disregard any votes cast in respect of Resolution 2 by Dr Chris Roberts and his respective 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 direction 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 3** - The Company will disregard any votes cast in respect of Resolution 3 by Dr Roger Aston and his respective 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 direction 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** - The Company will disregard any votes cast in respect of Resolution 4 by Dr Martin Cross and his respective 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 direction 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 5** - The Company will disregard any votes cast in respect of Resolution 5 by each subscriber issued Tranche 1 Placement Shares, and their respective 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 direction 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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**Dated 10 April 2018**

**BY ORDER OF THE BOARD**

**Tom Milicevic Company Secretary**

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney, New South Wales on Monday 14 May 2018 at 10.30am (AEST).

The purpose of this Explanatory Memorandum is to provide information that the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Extraordinary General Meeting.

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### RESOLUTION 1 – APPROVAL OF PLACEMENT TO PROFESSIONAL AND SOPHISTICATED INVESTORS (TRANCHE 2)

As announced on 21 and 22 March 2018, the Company has secured commitments from sophisticated and professional investors to subscribe for up to 31,617,267 Shares at \$0.12 per Share, being the subscription for the Tranche 2 Shares (excluding the amounts agreed to be subscribed by Directors, as described in Resolutions 2, 3 and 4).

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without Shareholder approval. As the Company did not have capacity under its Listing Rule 7.1 15% capacity to issue the Tranche 2 Shares without Shareholder approval, the agreements to subscribe were subject to the approval of Shareholders, as provided in this Resolution 1.

The Company is now seeking Shareholder approval for the purposes of Listing Rule 7.1, upon receipt of which the sophisticated and professional investors who have agreed to subscribe for Tranche 2 shall be obliged to complete their subscriptions and the Company will issue the Tranche 2 Placement Shares.

#### ASX Listing Rules

ASX Listing Rule 7.3 requires that the notice in relation to a proposed resolution to approve an issue of securities to pursuant to Listing Rule 7.1, include the following information:

- (a) The maximum number of securities the entity is to issue:  
*31,617,267 ordinary shares in the capital of the Company, credited as fully paid*
- (b) The date by which the entity will issue the securities:  
*No later than 3 months after the date of this Extraordinary General Meeting*
- (c) The issue price of the securities:  
*\$0.12 per Share*
- (d) The names of the persons to whom the Shares will be issued:  
*Sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act introduced by lead managers Wilson Corporate Finance Limited.*
- (e) The terms of the securities



*The Tranche 2 Placement Shares issued are fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary existing shares on issue in the Company.*

- (f) The intended use of the funds raised

*In combination with all other funds raised under Tranche 1 and Tranche 2, the funds will be applied towards the Company's commercialisation of its Oncosil product, including achieving key milestone of CE Mark Certification and the continued expansion of the Company's Global Pancreatic Cancer clinical study programs*

## **Recommendation**

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

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## **RESOLUTION 2 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO DR CHRIS ROBERTS**

Dr Chris Roberts, a director of the Company, wishes to subscribe for 1,000,000 Shares at the same time as, and as part of and on the same terms as, the Tranche 2 of the March 2018 Capital Raising. The subscription will be at the same price as the other subscribers for Tranche 2, namely 12 cents per Share

## **Regulatory Requirements**

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary Shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company.

The Company has not sought Shareholder approval under Chapter 2E of the Corporations Act for a 'related party' transaction as the Board believes that the proposed subscription by Dr Roberts, being at the same price as that offered by the non-related sophisticated / professional investors (the subject of Tranche 1 and Tranche 2), is on reasonable commercial terms.

## **ASX Listing Rules**

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:

*Dr Chris Roberts*

- (b) The number of securities to be issued to the person:

*1,000,000 ordinary shares in the capital of the Company, credited as fully paid*

- (c) The date by which the entity will issue the securities:

*No later than 1 month after the date of this Extraordinary General Meeting*

- (d) The issue price of the securities and a statement of the terms of the issue:

*\$0.12 per Share, which would result in a total subscription by Dr Roberts of \$120,000*

- (e) The intended use of the funds raised

*In combination with all other funds raised under Tranche 1 and Tranche 2, the funds will be applied towards the Company's commercialisation of its Oncosil product, including achieving key milestone of CE Mark Certification and the continued expansion of the Company's Global Pancreatic Cancer clinical study programs.*

Approval of this issue of Shares pursuant to Listing Rule 10.11 means that pursuant to Listing Rule 7.2 (Exception 14), member approval is not required under Listing Rule 7.1 to the issue of these Shares to Dr Roberts.

### **Recommendation**

The Directors (other than Dr Roberts) recommend that Shareholders vote in favour of Resolution 2. Due to the interest he has in the outcome of Resolution 2, Dr Roberts makes no recommendation to Shareholders in relation to Resolution 2.

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### **RESOLUTION 3 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO DR ROGER ASTON**

Dr Roger Aston, a director of the Company, wishes to subscribe for 500,000 Shares at the same time as, and as part of and on the same terms as, the Tranche 2 of the March 2018 Capital Raising. The subscription will be at the same price as the other subscribers for Tranche 2, namely 12 cents per Share

### **Regulatory Requirements**

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary Shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company.

The Company has not sought Shareholder approval under Chapter 2E of the Corporations Act for a 'related party' transaction as the Board believes that the proposed subscription by Dr Aston, being at the same price as that offered by the non-related sophisticated / professional investors (the subject of Tranche 1 and Tranche 2), is on reasonable commercial terms.

### **ASX Listing Rules**

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:  
*Dr Roger Aston*
- (b) The number of securities to be issued to the person:  
*500,000 ordinary shares in the capital of the Company, credited as fully paid*
- (c) The date by which the entity will issue the securities:  
*No later than 1 month after the date of this Extraordinary General Meeting*
- (d) The issue price of the securities and a statement of the terms of the issue:  
*\$0.12 per Share, which would result in a total subscription by Dr Aston of \$60,000*
- (e) The intended use of the funds raised

*In combination with all other funds raised under Tranche 1 and Tranche 2, the funds will be applied towards the Company's commercialisation of its Oncosil product, including achieving key milestone of CE Mark Certification and the continued expansion of the Company's Global Pancreatic Cancer clinical study programs*

Approval of this issue of Shares pursuant to Listing Rule 10.11 means that pursuant to Listing Rule 7.2 (Exception 14), member approval is not required under Listing Rule 7.1 to the issue of these Shares to Dr Aston.

## **Recommendation**

The Directors (other than Dr Aston) recommend that Shareholders vote in favour of Resolution 3. Due to the interest he has in the outcome of Resolution 3 Dr Aston makes no recommendation to Shareholders in relation to Resolution 3.

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## **RESOLUTION 4 - APPROVAL OF ISSUE OF PLACEMENT SHARES TO DR MARTIN CROSS**

Dr Martin Cross, a director of the Company, wishes to subscribe for 166,667 Shares at the same time as, and as part of and on the same terms as, the Tranche 2 of the March 2018 Capital Raising. The subscription will be at the same price as the other subscribers for Tranche 2, namely 12 cents per Share

## **Regulatory Requirements**

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary Shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company.

The Company has not sought Shareholder approval under Chapter 2E of the Corporations Act for a 'related party' transaction as the Board believes that the proposed subscription by Dr Cross, being at the same price as that offered by the non-related sophisticated / professional investors (the subject of Tranche 1 and Tranche 2), is on reasonable commercial terms.

## **ASX Listing Rules**

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:

*Dr Martin Cross*

- (b) The number of securities to be issued to the person:

*166,667 ordinary shares in the capital of the Company, credited as fully paid*

- (c) The date by which the entity will issue the securities:

*No later than 1 month after the date of this Extraordinary General Meeting*

- (d) The issue price of the securities and a statement of the terms of the issue:

*\$0.12 per Share, which would result in a total subscription by Dr Cross of \$20,000*

- (e) The intended use of the funds raised

*In combination with all other funds raised under Tranche 1 and Tranche 2, the funds will be applied towards the Company's commercialisation of its Oncosil product, including achieving key milestone of CE Mark Certification and the continued expansion of the Company's Global Pancreatic Cancer clinical study programs*

Approval of this issue of Shares pursuant to Listing Rule 10.11 means that pursuant to Listing Rule 7.2 (Exception 14), member approval is not required under Listing Rule 7.1 to the issue of these Shares to Dr Cross.

## **Recommendation**

The Directors (other than Dr Cross) recommend that Shareholders vote in favour of Resolution 4. Due to the interest he has in the outcome of Resolution 4 Dr Cross makes no recommendation to Shareholders in relation to Resolution 4.

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## **RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES TO PROFESSIONAL AND SOPHISTICATED INVESTORS (TRANCHE 1)**

As announced on 21, 22 and 28 March 2018, the Company conducted the Tranche 1 placement to sophisticated and professional investors and on 28 March 2018 issued the 72,624,415 Tranche 1 Placement Shares.

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without Shareholder approval. Listing Rule 7.4 permits a company to obtain ratification from its Shareholders in relation to a prior Share issue, and thereby refresh its ability in the future to issue further Shares (equivalent in number to the Share issue being ratified by this resolution) without obtaining prior Shareholder approval.

The issue of the Tranche 1 Shares was within the 15% limitation imposed by ASX Listing Rule 7.1, however the Company is now seeking Shareholder ratification and approval for the issue of these Tranche 1 Shares.

## **Regulatory Requirements**

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

(a) The number of securities the entity issued

*A total of 72,624,415 fully paid ordinary shares have been issued pursuant to the Company's 15% entitlement under ASX Listing Rule 7.1.*

(b) The issue price of the securities:

*The issue price per Tranche 1 Placement Share is A\$0.12, which results in total subscription monies for Tranche 1 of approximately \$8.72 million.*

(c) The terms of the securities

*The Tranche 1 Placement Shares issued are fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary existing shares on issue in the Company.*

(d) The names of the allottees (or the basis on which the allottees were determined)

*Sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act introduced by lead managers Wilson Corporate Finance Limited.*

(e) The intended use of the funds raised:

*The funds raised from the issue of the Tranche 1 Placement Shares, in combination with all funds raised under Tranche 2, will be applied towards the Company's commercialisation of its Oncosil product, including achieving key milestone of CE Mark Certification and the continued expansion of the Company's Global Pancreatic Cancer clinical study programs.*

**Recommendation**

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution

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## GLOSSARY

**AEST** means Australian Eastern Standard Time, as observed in Sydney, New South Wales.

**ASX** means ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the Board of Directors.

**Chair** means the chair of the Meeting.

**Company** or **OncoSil Medical** means OncoSil Medical Ltd (ABN 89 113 824 141).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Extraordinary General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Shareholder** means a holder of a Share.

## NOTES







**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am AEST on Saturday 12 May 2018.**

### 🖨 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/oslgm2018](http://www.votingonline.com.au/oslgm2018)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smart phone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the security holder.

**Joint Holding:** where the holding is in more than one name, all the security holders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director, who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am AEST on Saturday 12 May 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** [www.votingonline.com.au/oslgm2018](http://www.votingonline.com.au/oslgm2018)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **OncoSil Medical Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the offices of **K&L Gates, Level 31, 1 O'Connell Street, Sydney, New South Wales on Monday 14 May 2018 at 10:30am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of tranche 2 subscriptions totalling up to 31,617,267 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of subscription by Dr. Chris Roberts of 1,000,000 shares at a price of 12 cents per Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of subscription by Dr. Roger Aston of 500,000 shares at a price of 12 cents per Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of subscription by Dr. Martin Cross of 166,667 shares at a price of 12 cents per Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of the issue of a total 72,624,415 shares to professional and sophisticated investors at a price of 12 cents per Share, being the tranche 1 shares allotted on 28 March 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018