



INNOVATIVE SCIENCE • REAL VALUE

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NOTICE OF THE 2019 ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of the shareholders of SciDev Limited (SciDev or the Company) will be held as follows:

Time: 11:00am (Sydney time)

Date: Thursday, 28 November 2019

Place: The Boardroom
Northside Conference Centre
Corner of Oxley St and Pole Lane
Crows Nest NSW 2065

This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Notes and is accompanied by a Proxy Form for those shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully.

ORDINARY BUSINESS

Financial Report

To receive and consider the Company's Financial Report, including the Reports of the Directors and the Auditors of the Company and its controlled entities, for the year ended 30 June 2019.

Note: There is no requirement for Shareholders to approve this Report.

Resolution 1: To Adopt the Remuneration Report

To consider and, if thought fit, to pass the following ordinary Resolution:

That the Company's Remuneration Report for the financial year ended 30 June 2019 be received, approved and adopted.

Voting Exclusion Statement for Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard votes cast on Resolution 1 by a member of the Company's Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report of the Company's 2019 Annual Report, or a closely-related party of such a member, unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Resolution 2: To Re-Elect a Director – Mr Jon Gourlay

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

That Mr Jon Gourlay, a Director retiring by rotation in accordance with clause 46 of the Company's Constitution, being eligible for re-election, be re-elected as a Director of the Company.

Resolution 3: Approval of ASX Listing Rule 7.1A 10% Placement Capacity

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

That, pursuant to and in accordance with ASX Listing 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued ordinary capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 3 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except solely in the capacity of a holder of Shares, if this Resolution is passed.

Other Business

To transact any other business that may be properly brought before the Annual General Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Notes.

Important Information Concerning Proxy Votes on Resolution 1

The Corporations Act places certain restrictions on the ability of KMP and their closely-related parties to vote on resolutions connected directly or indirectly with the remuneration of the KMP. Their closely-related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the KMP, as such persons will not be able to vote undirected proxies. Shareholders are also encouraged to direct their proxy how to vote on all Resolutions. If you do not do so, you risk your vote not being cast.

Undirected proxies held by relevant KMP or their closely-related parties will not be voted on Resolution 1 with the exception that the Chairman of the Meeting is expressly authorised to vote undirected proxies on Resolution 1 as he sees fit.

Eligibility to Vote

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on 26 November 2019 as the time and date to determine holders of the Company's Shares for the purposes of the Annual General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each Share held.

Voting Intentions of the Chairman

The Chairman intends to vote all undirected proxies in favour of all Resolutions, unless otherwise indicated in the Notice of Annual General Meeting or Explanatory Notes.


Proxies

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting and otherwise in accordance with the instructions on the Proxy form.

A member entitled to attend, and vote is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated: 28 October 2019

By order of the Board

A handwritten signature in dark ink, appearing to read 'H L Roberts', with a horizontal line underneath.

Heath L Roberts
Company Secretary

EXPLANATORY NOTES

These Explanatory Notes sets out information in connection with the business to be considered at the 2019 Annual General Meeting of SciDev Limited (**SciDev** or the **Company**).

ORDINARY BUSINESS

The following items of ordinary business will be considered at the Meeting:

Financial Report

The first item of the Meeting deals with the consolidated Financial Report of the Company and its controlled entities for the year ended 30 June 2019, including the Directors' Declaration and Directors' Report in relation to that financial year, and the Auditors' Report on the financial statements (Financial Report).

Shareholders are asked to consider the Financial Report and raise any matters of interest with the Directors when this item is being considered. Shareholders will be provided with a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Financial Report.

No resolution is required to be moved in respect of this item of business.

Resolution 1: To Adopt the Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report, as it is disclosed in the Directors' Report of the Annual Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the 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 AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election. Any undirected proxies held by Directors, with the exception of the Chairman of the Meeting, or other KMP, or any of their closely-related parties, will not be voted on Resolution 1. Their closely-related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. The Chairman of the Meeting has received express authority to vote undirected proxies on Resolution 1 as he sees fit.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1. Voting exclusions apply.

Resolution 2: To Elect a Director – Mr Jon Gourlay

Mr Gourlay was appointed as a Director of the Company on 28 May 2019. He was re-elected as a Director by shareholders at a General Meeting held on 23 July 2019, however under the Company's Constitution must be put for re-election to the next following Annual General Meeting.

Jon is a chartered accountant with extensive experience in finance and project management, risk assessment, business improvement and investor relationships focussing on the resources and technology sectors. He is Commercial Manager, Technology and Innovation, for Newcrest Mining (1996 – present) after having spent three years previously in the analysis and improvement of Newcrest's operations at the Lihir Island Gold Mine, PNG.

Jon was engaged in his early career at both PricewaterhouseCoopers and Deloitte; he also consulted directly to a broad range of corporate groups in the resources, investment banking and superannuation industries. His strong commercial skills will augment and broaden those already represented on the Board and his extensive commercial reach is expected to open major new client relationships.

Jon is a Non-Executive Director of SciDev. On appointment he requested remuneration on an equity (rather than cash) basis, reflective of his strong belief in the future of SciDev.

Directors' recommendation

The Directors (except Mr Gourlay) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Approval of ASX Listing Rule 7.1A 10% Placement Capacity

General

Listing Rule 7.1A enables eligible entities to issue 'Equity Securities' up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. SciDev is an eligible entity and is now seeking shareholder approval by way of a **special resolution** to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below). SciDev may use the 10% Placement Facility to raise working capital, acquire new business assets or investments or accelerate development and marketing plans.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a **special resolution** at an Annual General Meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of the Notice, SciDev has only one class of Equity Securities, being ordinary, fully paid shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement.

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2.

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

*[Note that **A** has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.]*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue (or since the date of quotation, if less than 12 months) that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the Volume Weighted Average Price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using and in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a **special resolution** and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset or for services delivered to the Company,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing Shareholders of the Company issues shares pursuant to the 10% Placement Facility. The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Equity Securities the Company has on issue. The number of Equity Securities on issue may increase as a result of issues of Equity Securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of Equity Securities has decreased by 50% and increased by 100% as against the issue price of the Equity Securities at the date of this Notice of Meeting.

Variable 'A' in Listing Rule 7.1A.2		Dilution	Dilution	Dilution
		\$0.20 50% decrease in Issue Price	\$0.40 Issue Price	\$0.80 100% increase in Issue Price
Current Variable 'A' 123,363,175 Shares	10% voting dilution	12,336,318 Shares	12,336,318 Shares	12,336,318 Shares
	Funds raised	\$2,467,264	\$4,934,527	\$9,869,054
50% increase in current Variable 'A' 185,044,763	10% voting dilution	18,504,476 Shares	18,504,476 Shares	18,504,476 Shares
	Funds raised	\$3,700,895	\$7,401,790	\$14,803,581
100% increase in current Variable 'A' 246,726,314	10% voting dilution	24,672,631 Shares	24,672,631 Shares	24,672,631 Shares
	Funds raised	\$4,934,526	\$9,869,052	\$19,738,105

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities;
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is \$0.40.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition business assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised for general working capital, towards the costs of organic growth of the business, an acquisition of new business assets or investments (including expense associated with such acquisition) and/or acceleration of development and marketing plans.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- a. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- b. the effect of the issue of the Equity Securities on the control of the Company;
- c. the financial situation and solvency of the Company; and
- d. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The following information is provided for the purposes of Listing Rule 7.3A.6.

Equity securities issued in prior 12 month period	49,894,503 (shares) and 5,350,000 (options)
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	80.5%

Details of Issues

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	11022019
Number issued:	1,666,667
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	Nuoer Australia Pty Ltd
Price:	\$0.06 per share
Discount to market price (if any):	Nil
For cash issues	
Total cash consideration received:	NA
Amount of cash consideration spent:	NA
Use of cash consideration:	NA
Intended use for remaining amount of cash (if any):	NA
For non-cash issues	
Non-cash consideration paid:	Transfer of exclusive Nuoer marketing rights
Current value of that non-cash consideration:	\$100,000

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	11022019
Number issued:	5,000,000
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	Jianfeng Zheng and partner
Price:	\$0.06 per share
Discount to market price (if any):	Nil
For cash issues	
Total cash consideration received:	\$300,000
Amount of cash consideration spent:	\$300,000
Use of cash consideration:	General working capital
Intended use for remaining amount of cash (if any):	NA
For non-cash issues	
Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	11022019
Number issued:	2,833,333
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	Placement to unrelated parties
Price:	\$0.06 per share
Discount to market price (if any):	Nil
For cash issues	
Total cash consideration received:	\$170,000
Amount of cash consideration spent:	\$170,000
Use of cash consideration:	General working capital
Intended use for remaining amount of cash (if any):	NA
For non-cash issues	
Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA
Current value of that non-cash consideration:	NA

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	13032019
Number issued:	11,094,503
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	2:7 Non-renounceable entitlements issue
Price:	\$0.06 per share
Discount to market price (if any):	Nil
For cash issues	
Total cash consideration received:	\$170,000
Amount of cash consideration spent:	\$170,000
Use of cash consideration:	General working capital
Intended use for remaining amount of cash (if any):	NA
For non-cash issues	
Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	09042019
Number issued:	13,000,000
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	Placement to unrelated parties
Price:	\$0.06 per share
Discount to market price (if any):	Nil
For cash issues	
Total cash consideration received:	\$780,000
Amount of cash consideration spent:	\$0
Use of cash consideration:	General working capital
Intended use for remaining amount of cash (if any):	NA
For non-cash issues	
Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA

Equity securities issued in prior 12 month period	Unquoted options
Date of issue:	16082019
Number issued:	5,350,000
Class/Type of equity security:	Unquoted SciDev ESOP options
Summary of terms:	Unquoted SciDev ESOP options. rank equally with quoted shares SDV upon exercise
Names of persons who received securities or basis on which those persons was determined	Directors and Executives (subject to shareholder approval where required)
Price:	Nil – as part of remuneration arrangements
Discount to market price (if any):	NA
For cash issues	
Total cash consideration received:	NA
Amount of cash consideration spent:	NA
Use of cash consideration:	NA
Intended use for remaining amount of cash (if any):	NA
For non-cash issues	
Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	20092019
Number issued:	16,000,000
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	Placement to unrelated parties / institutions
Price:	\$0.26 per share
Discount to market price (if any):	~ 10%
For cash issues	
Total cash consideration received:	\$4,160,000
Amount of cash consideration spent:	\$0
Use of cash consideration:	General working capital, expand chemical supplies and organic and inorganic growth
Intended use for remaining amount of cash (if any):	As above and as detailed in Company's Prospectus dated 13 September 2019
For non-cash issues	

Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA

Equity securities issued in prior 12 month period	Fully paid ordinary shares
Date of issue:	02102019 (100,000 shares) and 14102019 (200,000 shares)
Number issued:	300,000
Class/Type of equity security:	Rank equally with quoted shares SDV
Summary of terms:	Rank equally with quoted shares SDV
Names of persons who received securities or basis on which those persons was determined:	Exercise of existing options (Trevor Jones Chairman 100,000, Don Cronin 200,000)
Price:	\$0.25 per share – exercise of options
Discount to market price (if any):	N/A – exercise of options
For cash issues	
Total cash consideration received:	\$75,000
Amount of cash consideration spent:	\$0
Use of cash consideration:	General working capital, expand chemical supplies and organic and inorganic growth
Intended use for remaining amount of cash (if any):	General working capital, expand chemical supplies and organic and inorganic growth
For non-cash issues	
Non-cash consideration paid:	NA
Current value of that non-cash consideration:	NA

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

☎ **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 11:00am (Sydney Time) on Tuesday 26 November 2019.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/sdvagm2019>
- 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 smartphone
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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder 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 securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders 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 **11:00am (Sydney Time) on Tuesday 26 November 2019.** 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** <https://www.votingonline.com.au/sdvagm2019>

📠 **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 **SciDev Ltd** (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 securityholder) 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 Annual General Meeting of the Company to be held at **The Boardroom, Northside Conference Centre, Corner of Oxley St and Pole Lane Crows Nest NSW 2065 on Thursday, 28 November 2019 at 11:00am (Sydney Time)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director – Mr Jon Gourlay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of ASX listing Rule 7.1A 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2019