



## Notice of 2020 Annual General Meeting

**San Luis Obispo, California – 18 May 2020 (PDT):** Revasum, Inc. (ASX: RVS, **Revasum** or the **Company**) advises the dispatch of the attached Notice of Annual General Meeting and Proxy Statement to security holders of the Company (both holders of fully paid shares of common stock (**Shares**) and Chess Depositary Interests (**CDIs**)) (together **Security Holders**) for its meeting to be held at 4:00 pm, Wednesday, 27 May 2020 (PDT) (being 9:00 am Thursday, 28 May 2020 (AEST)).

A sample CDI Voting Form and Proxy Card are attached with this Notice of Annual Meeting.

**Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations, the Annual Meeting is being held by way of a virtual meeting which will be held electronically via webcast and an online voting platform. Security Holders are urged to attend and Stockholders are encouraged to vote at the meeting electronically or vote by lodging the Proxy Form or CDI Voting Form ahead of the meeting.**

*THIS ANNOUNCEMENT WAS AUTHORIZED FOR RELEASE BY THE BOARD*

### About Revasum

Revasum (ARBN: 629 268 533) specializes in the design and manufacturing of equipment used for the global semiconductor industry. Revasum's equipment helps drive advanced manufacturing technology for critical growth markets, including automotive, IoT, and 5G. Our product portfolio includes state of the art equipment for the grinding, polishing, and chemical mechanical planarization processes used to manufacture devices for those key end markets. All of Revasum's equipment is designed and developed in close collaboration with our customers. To learn how we create the equipment that generates the technology of today and tomorrow, visit [www.revasum.com](http://www.revasum.com).

#### Company Contact

Rebecca Shooter-Dodd  
Corporate Controller

[rebecca.shooter-dodd@revasum.com](mailto:rebecca.shooter-dodd@revasum.com)

+1 (805) 541-6424

#### Investor Relations

[ir@revasum.com](mailto:ir@revasum.com)

+1 (805) 541-6424

NOTE: All capitalised terms used in the Notice of Annual Meeting, Proxy Statement or CDI Voting Form and not otherwise defined shall have the meaning ascribed in the Company's Annual Report for the year ended 5 January 2020, dated 28 February 2020 (San Luis Obispo PST).

###



Dear Security Holder,

On behalf of the Directors of Revasum, Inc. (**Revasum** or the **Company**), I am pleased to invite you to attend the 2020 Annual General Meeting (**AGM** or **Annual Meeting**) of Revasum. Enclosed is the Notice of Meeting of Annual Meeting setting out the business of the AGM (**Notice of Annual Meeting**).

Revasum's 2020 AGM will be held on Wednesday, 27 May 2020 commencing at 4.00 pm (PDT) being 9.00 am on Thursday, 28 May 2020 (AEST).

The health, safety and wellbeing of our staff and Security Holders is paramount. Due to the current COVID-19 global pandemic, this is the first time that Revasum will hold a virtual AGM meaning that will be webcasted live using an online facility enabling Security Holders to attend and participate in, and for the Stockholders to vote at, the AGM using a smartphone, tablet or computer. Please note that Stockholders will be able to vote online during the AGM and ask questions of Directors, Management and the Company's auditor. Chess Depositary Interest (**CDI**) Holders will not be able to vote online during the AGM, but will be able to ask questions.

Whether or not you expect to virtually attend the AGM, please submit your Proxy Card or CDI Voting Form as soon as possible so that your applicable Shares/CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

The Board of Revasum encourages all Security Holders to participate in the virtual AGM using the online facility. The Online Facility Guide providing step-by-step instructions on how Security Holders may use the online facility is enclosed with the accompanying Notice of Annual Meeting.

The matters to be considered and voted on at the AGM are described in the Notice of Annual Meeting, Proxy Statement and CDI Voting Form.

If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question to the Company by email at [ir@revasum.com](mailto:ir@revasum.com) or by post to 825 Buckley Rd. San Luis Obispo, CA 93401 USA, Attention: Rebecca Shooter-Dodd no later than 5.00 pm Thursday, 21 May 2020 (PDT) being 10.00 am Friday, 22 May 2020 (AEST).

Thank you for your continued support of Revasum and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Jerry Cutini', written over a horizontal line.

Jerry Cutini  
Executive Chairman, Chief Executive Officer and President

**NOTICE OF  
2020 ANNUAL GENERAL MEETING OF STOCKHOLDERS**

To be held on  
27 May 2020 (U.S.)  
28 May 2020 (Australia)

The 2020 Annual Meeting (the “AGM” or the “Annual Meeting”) of Stockholders of Revasum, Inc. (“Revasum” or the “Company”) will be held on Wednesday, 27 May 2020 at 4.00 pm (PDT) being 9.00 am on Thursday, 28 May 2020 (AEST), for the following purposes:

1. Re-Election of Paul Mirabelle as a Director

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

“That Paul Mirabelle who retires in accordance with clause 2.2 of the Company’s Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company in accordance with clause 2.2 of the Company’s Bylaws.”

The Board of Directors, with Paul Mirabelle abstaining, unanimously recommends Stockholders vote “FOR” this Item

2. Re-Election of Vivek Rao as a Director

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

“That Vivek Rao who retires in accordance with clause 2.2 of the Company’s Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company in accordance with clause 2.2 of the Company’s Bylaws.”

The Board of Directors, with Vivek Rao abstaining, unanimously recommends Stockholders vote “FOR” this Item 2.

3. Appointment of BDO Audit Pty Ltd as Auditor

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

“That BDO Audit Pty Ltd, having consented in writing to act in the capacity of Auditor of Revasum, Inc., be appointed as the Auditor of Revasum, Inc. for the fiscal year ending 3 January 2021”

The Board of Directors unanimously recommends Stockholders vote “FOR” this Item 3.

#### 4. Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Stockholders of the Company approve the issue of equity securities up to 10% of the issued capital of Revasum, Inc. (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Proxy Statement which forms part of the Notice of Annual Meeting.”

At the time of dispatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

The Board of Directors unanimously recommends Stockholders vote “FOR” this Item 4.

#### Voting Exclusion Statement – Item 4

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Item 4 by or on behalf of:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of any Shares or CDIs under the additional 10% Placement Facility (except a benefit solely by reason of being a holder of Shares or CDIs); or
- b) an associate of those persons.

However, this does not apply to a vote cast in favour of Item 4 by:

- a) a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on Item 4 in that way; or
- b) the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman of the Annual Meeting decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4; and
  - ii. the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Record Date and Voting Rights

Stockholders may vote at the Annual Meeting if they are a Stockholder of record or are a beneficial owner of Shares held in Street Name (as defined below) on Friday, 15 May 2020 (PDT) at 4.00 pm, being Saturday, 16 May 2020 (AEST) at 9.00 am (the “**Record Date**”). Section 1.8 of the Company’s Bylaws provides that the Record Date must not be more than 60 and not less than ten (10) days before the date of the Annual Meeting.

Holders of CDIs at the close of business on the Record Date are entitled to receive the Notice of the Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting. Holders of CDIs may also instruct our CDI depositary, CHESS Depositary Nominees Pty Ltd (“**CDN**”), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Form or by voting online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). CDN will vote



the applicable Shares on behalf of each applicable CDI holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Form or online from each of the applicable CDI holders.

Any Stockholder may request access to the list of Stockholders of Record entitled to vote at the Annual Meeting upon request to the Company's ASX Representative.

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Stockholders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 18 May 2020 (PDT)

By Order of the Board

A handwritten signature in black ink, appearing to read 'Jerry Cutini', with a long horizontal flourish extending to the right.

Jerry Cutini  
Executive Chairman, Chief Executive Officer and President



**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF  
PROXY MATERIALS FOR THE 2020 ANNUAL MEETING OF STOCKHOLDERS:**

This Notice of Annual Meeting and Proxy Statement and the 5 January 2020 Financial Statements are available at [www.revasum.com](http://www.revasum.com).

**Proxy Statement**

**2020 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON 27 MAY 2020 (U.S.) and 28 MAY 2020 (Australia)**

The Board of Directors of Revasum, Inc. (“**Revasum**” or the “**Company**”) is soliciting proxies for use at the 2020 Annual Meeting of Stockholders (the “**AGM**” or the “**Annual Meeting**”) to be held Wednesday, 27 May 2020 at 4.00 pm (PDT) being 9.00 am Thursday, 28 May 2020 (AEST) via a virtual online facility and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this “**Proxy Statement**”) and the accompanying Notice of the 2020 Annual Meeting (the “**Notice of Annual Meeting**”) to Security Holders on or about 18 May 2020.

**QUESTIONS AND ANSWERS**

***What is the purpose of the Annual Meeting?***

At the Annual Meeting, the Stockholders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the CEO will also report on matters of current interest to Security Holders and respond to any questions from Security Holders. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Paul Mirabelle as a Director of the Company (“Item 1”)
- the re-election of Vivek Rao as a Director of the Company (“Item 2”)
- the appointment of BDO Audit Pty Ltd as Auditor of the Company for the fiscal year ending 3 January 2021 (“Item 3”)
- the approval of a 10% Placement Facility (“Item 4”)

***Who is entitled to vote at the Annual Meeting?***

Only those Stockholders of record, or beneficial owners of Shares held in Street Name (as defined below), on Friday, 15 May 2020 (PDT) at 4.00 pm, being Saturday, 16 May 2020 (AEST) at 9.00 am (the “**Record Date**”), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the date of this Notice of Annual Meeting, there are 78,008,441 Shares of common stock outstanding (equivalent to 78,008,441 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 78,008,441 votes entitled to be cast at the Annual Meeting.

Each Share of common stock is entitled to one vote per Share. Each CDI represents 1 Share of common stock.

Votes for, against and abstentions will all be counted as present and entitled to vote for purposes of determining whether a quorum is present.





***Will any Stockholders be excluded from voting on any of the items?***

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons.

No votes will be excluded for Items 1, 2 or 3.

Item 4 – the Company will disregard any votes cast on Item 4 as set out in the Notice of Annual Meeting.

***How many Shares must be present for voting to hold the meeting?***

Pursuant to Section 1.5 of the Company’s Bylaws, at each meeting of Stockholders, the holders of one-third of the Shares of common stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except if otherwise required by applicable law. Shares are counted as present at the Annual Meeting if:

- the Stockholder of record on the Record Date is present virtually at the Annual Meeting by registering their attendance via the virtual online facility; or
- the Stockholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and Shares represented by “broker non-votes” are counted for the purpose of determining the presence of a quorum.

***What is a proxy?***

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your “proxy vote”.

***What is the difference between a Stockholder of record and a “Street Name” holder?***

If you own Shares registered directly in your name with the Company’s U.S. share registrar, American Stock Transfer & Trust Company, LLC, you are considered the Stockholder of record with respect to those Shares. As a Stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (“**Street Name**”). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Stockholder of record, the Street Name holder may not vote their Shares in person at the Annual Meeting unless such holder obtains a “legal proxy” from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Stockholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of the Annual Meeting and attend and ask questions at the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Form.

***What does it mean if I receive more than one printed set of proxy materials?***

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

***Can I vote my Shares or CDIs in person at the meeting?***

Please Note: You may only vote your Shares at the Annual Meeting by registering and participating in the virtual online facility if you own shares of common stock and are a Stockholder of record on the Record Date. CDI Holders can participate in the AGM by registering and participating in the virtual online facility, however are unable to vote during the meeting. For votes to be counted, CDI Holders must submit their properly completed CDI Voting Form and lodge it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting.

Even if you currently plan to participate in the virtual online facility and vote your Shares at the Annual Meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to participate at the virtual AGM. If you submit your vote by proxy and later decide to vote online during the Annual Meeting, the vote you submit via the virtual online facility will override your proxy vote.

If you are a Street Name holder of shares of common stock, you may vote your Shares via the virtual online facility only if you obtain and provide to the Company's Share Registry a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

***How do I vote my Shares of common stock?***

Stockholders are entitled to vote if they are a Stockholder on the Record Date regardless of whether they attend the Annual Meeting.

At the Annual Meeting, every holder of common stock present virtually (upon registering their attendance via the virtual online facility) or by proxy, is entitled to one vote for each Share of common stock held on the Record Date on all matters submitted to a vote of the Stockholders.

If you are a Stockholder of record, you can vote in any of the following ways:

<b>Proxy Forms</b> (US Common Stock – no online voting available)	
<b>By email</b>	ir@revasum.com
<b>By mail</b>	Revasum, Inc. 825 Buckley Rd., San Luis Obispo, CA 93401
<b>By hand</b>	Revasum, Inc. 825 Buckley Rd., San Luis Obispo, CA 93401
<b>In person</b> at the Annual Meeting (via the online virtual facility)	

***How do I vote if I hold CDIs?***

If you are a CDI holder, you must instruct CDN, as the Stockholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Form provided to Link Market Services Limited or via the Internet option set forth below.





Each CDI represents 1 Share. Therefore, each CDI Holder will be entitled to one vote for every 1 CDI that they hold.

CDI Voting Forms (Australian Register)	
<b>Online</b>	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
<b>By mail</b>	Revasum, Inc. C/ - Link Market Service Limited, Locked Bag A14, Sydney South NSW, 1235 Australia
<b>By fax</b>	02 9287 0309 (within Australia) +61 2 9287 0309 (outside Australia)
<b>By hand</b>	Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138

### How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name (as defined in the Proxy Statement), you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Stockholders of record or CDI holders. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the meeting.

### Voting Mechanics

#### *Proxy cards*

Valid, signed and dated proxy cards must be received by American Stock Transfer & Trust Company, LLC no later than Monday, 25 May 2020 at 4.00 pm (PDT), (being Tuesday, 26 May 2020 at 9.00 am (AEST)).

#### *CDI Voting Forms*

Completed CDI Voting Forms must be provided to Link Market Services Limited no later than Friday, 22 May 2020 at 4.00 pm (PDT), (being Saturday, 23 May 2020 at 10.00 am (AEST)), in accordance with the instructions on that form. The CDI voting deadline is one business day prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

#### *In person (virtual attendance)*

Physical attendance at the AGM is not available. Stockholders may attend the AGM using the virtual online facility and vote online using the facility during the meeting. CDI Holders will be able to attend the AGM using the virtual online facility but will not be able to lodge a vote using the virtual online facility and are therefore urged to complete and submit their CDI Voting Forms prior to the AGM as described above, for their vote to be counted.

### What is the voting requirement to approve the Items set forth in the Notice of Meeting?

Section 1.7 of the Company's Bylaws sets out that voting at meetings of Stockholders need not be by written ballot unless such is demanded at the meeting before voting begins by a Stockholder or Stockholders holding shares representing at least one percent (1%) of the votes entitled to vote at such meeting, or by such Stockholder's or Stockholders' proxy; provided, however, that an election of directors shall be by written ballot if demand is so made by any Stockholder at the meeting before voting begins.

Further to this, Recommendation 6.4 of the ASX Corporation Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) and ASX guidance provide that an ASX listed entity should ensure that all substantive resolutions at a meeting of Stockholders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the resolutions under Items 1 to 4 will be decided by poll rather than by a show of hands.

Directors shall be re-elected (including under Items 1 and 2) by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the re-election of Directors. Unless otherwise provided by applicable law, the Certificate of Incorporation or the Bylaws, every matter other than the re-election of directors shall be decided by the affirmative vote of the holders of a majority of the shares of stock entitled to vote thereon that are present virtually or represented by proxy at the meeting and are voted for or against the matter.

*Subject to voting exclusion statements for a proposal, the vote required to approve Items 1, 2, 3 and 4 are set forth above. Information on voting exclusions are set forth in the Notice of Annual Meeting.*

Please Note: If you are not entitled to vote in person at the meeting and you do not submit your proxy or voting instructions to your broker, a "non-vote" occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the four items.

#### ***Item 1 – Re-election of Paul Mirabelle as a Director of the Company***

You may vote "FOR" or "WITHHOLD" on the re-election of Paul Mirabelle.

Withhold votes are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election or re-election of directors.

#### ***Item 2 – Re-election of Vivek Rao as a Director of the Company***

You may vote "FOR" or "WITHHOLD" on the re-election of Vivek Rao.

Withhold votes are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election or re-election of directors.

#### ***Item 3 – Appointment of BDO Audit Pty Ltd as Auditor***

You may vote "FOR", "AGAINST" or "ABSTAIN" on the appointment of BDO Audit Pty Ltd as the Company's auditor for the fiscal year ending 3 January 2021.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, and will have the same effect as votes "AGAINST" the appointment of BDO Audit Pty Ltd as the Company's auditor for the fiscal year ending 3 January 2021.

#### ***Item 4 –Approval of 10% Placement Facility***

Pursuant to Listing Rule 7.1A, the proposal to approve the 10% Placement Facility requires the affirmative vote of the holders of 75% or more of votes cast on this proposal by Stockholders entitled to vote on the resolution in Item 4.

You may vote "FOR", "AGAINST" or "ABSTAIN" on the resolution to approve a 10% placement facility.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the resolution to approve the 10% Placement Facility.

### ***How do I change my vote or revoke my proxy?***

If you are a Stockholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with, at, or before the taking of the vote at the Annual Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the AGM using the virtual online facility, revoking your proxy, and voting via the online facility.

If the written statement is not filed at the AGM, the written statement to the ASX Representative should be delivered by not later than close of business on Monday, 25 May 2020 at 4.00 pm (PDT), (being Tuesday, 26 May 2020 at 9.00 am (AEST)). The written statement can be delivered to Company Matters Pty Ltd, Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff, or hand delivered to such address.

If you are a beneficial owner and hold Shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the Shares.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Form, you may revoke those directions by delivering to Link Market Services, by 5.00 pm on Thursday, 21 May 2020 (PDT), (being 10.00 am on Friday, 22 May 2020 (AEST)), a written notice of revocation bearing a later date than the CDI Voting Form previously sent.

If you are a CDI Holder and have lodged your vote online, you may change your vote online by accessing your holding online and change your vote by following the prompts.

### ***Who pays for the cost of proxy preparation and solicitation?***

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI Holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

### ***How can I ask questions if I cannot attend the meeting via the virtual online facility?***

Only Stockholders and CDI Holders that attend the AGM via the virtual online facility will be able to ask questions at the Annual Meeting. If you have a specific question that you would like to submit to the Chairman of the meeting prior to the AGM, please send your question to the Company by email at [ir@revasum.com](mailto:ir@revasum.com) or by post to 825 Buckley Rd. San Luis Obispo, CA USA, Attention: Rebecca Shooter-Dodd no later than 5.00 pm Thursday, 21 May 2020 (PDT) being 10.00 am Friday, 22 May 2020 (AEST).

## **Items of Business at the Annual Meeting**

### **ITEM 1 – RE-ELECTION OF PAUL MIRABELLE AS A DIRECTOR OF THE COMPANY**

Pursuant to Section 2.2 of the Company's Bylaws, Directors are required to be elected at an annual meeting of Stockholders. If elected, the Director will hold office until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

ASX Listing Rule 14.4 provides that a director of an ASX listed entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Even if no director is required to stand for election by rotation under ASX Listing Rule 14.4, the Company is still required to hold an election of directors at each annual general meeting under ASX Listing Rule 14.5.

The Board of Directors appointed Paul Mirabelle as an independent Non-Executive Director of the Company in November 2018. In accordance with Listing Rule 14.5 and the Company's Bylaws, Paul Mirabelle will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by the Stockholders of the Company. If the Stockholders do not approve the election of Paul Mirabelle, then Paul Mirabelle will cease to be a Director at the conclusion of the Annual Meeting.

The Board of Directors considered whether Paul Mirabelle had any interest, position or relationship that may interfere with each of his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board of Directors considers that Paul Mirabelle (if re-elected), will continue to be an independent Director.

#### **Item 1: Background**

Paul is a business executive based in Australia with extensive leadership experience across both private and public companies, specializing in strategy, international growth, mergers and acquisitions, and private equity-backed ventures, with the last 10 years focused on healthcare organizations. Paul has extensive commercial experience, most recently as Asia Pacific Regional Director at Amplifon, the global leader in audiology, a role he has held since 2010. Prior to that, he spent six years as CEO of NHC Group, Australia's and New Zealand's largest provider of audiology services. Prior to this, Paul was the CEO of Medical Imaging Australia, joining the company after spending three years as Executive Vice President of Telus Communications in Canada. Prior to moving into industry, Paul spent 12 years as a partner at the Boston Consulting Group in Sydney and practiced law as a barrister & solicitor for four years with Walsh Young in Calgary, Canada. Paul holds an LLB and an MBA with Distinction from the University of Western Ontario.

Paul currently serves as the Chair of Revasum's Audit & Risk Committee and as a member of the Remuneration & Nomination Committee.

Current directorships of listed companies: Vita Group Limited (VTG)

Former directorships of listed companies in last three years: Nil

#### **Board of Directors Recommendation and Chairman's voting intention for Item 1:**

The Board of Directors supports the re-election of Paul Mirabelle as he contributes to the Board of Directors significant experience in the areas of finance and strategy.

For the reasons stated above, the Board of Directors (other than Paul Mirabelle) recommends that Stockholders vote in favor of this item of business. The Chairman intends to vote undirected proxies in favor of this item.

## **ITEM 2 – RE-ELECTION OF VIVEK RAO AS A DIRECTOR OF THE COMPANY**

Pursuant to Section 2.2 of the Company's Bylaws, Directors are required to be elected at an annual meeting of Stockholders. If elected, the Director will hold office until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

ASX Listing Rule 14.4 provides that a director of an ASX listed entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Even if no director is required to stand for election by rotation under ASX Listing Rule 14.4, the Company is still required to hold an election of directors at each annual general meeting under ASX Listing Rule 14.5.

The Board of Directors appointed Vivek Rao as an independent Non-Executive Director of the Company in October 2018. In accordance with Listing Rule 14.5 and the Company's Bylaws, Vivek Rao will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by the Stockholders of the Company. If the Stockholders do not approve the election of Vivek Rao, then Vivek Rao will cease to be a Director at the conclusion of the Annual Meeting.

The Board of Directors considered whether Vivek Rao had any interest, position or relationship that may interfere with each of his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board of Directors considers that Vivek Rao (if re-elected), will continue to be an independent Director.

### **Item 2: Background**

Vivek Rao is a semiconductor capital equipment specialist with more than 21 years of experience in the global industry. Vivek has held a number of technology leadership and managerial roles in the industry in the UK and Silicon Valley and is presently the President and Chief Operations Officer of SPT Micro-technologies. He is also the Managing Director of international subsidiaries in Germany, Taiwan, Singapore and Malaysia for SPT Microtechnologies, a division of Sumitomo Precision Products. Vivek is currently a Non-Executive Director of BluGlass Limited (ASX: BLG). Prior to his current role, Vivek was the Vice President and General Manager of the Thermal Products Division of SPTS Technologies and formerly the Vice President of Product Management – products included batch furnaces, APCVD and single wafer Atomic Layer Deposition (ALD) system for Aviza Technology. Vivek has published two technical papers and been awarded a patent in the area of device fabrication. Vivek holds a Bachelor of Science in Electrical Engineering from the BMS College of Engineering and an MS, in Electrical Engineering from the University of Houston.

Vivek currently serves as the Chair of Revasum's Remuneration & Nomination Committee and as a member of the Audit & Risk Committee.

Current directorships of listed companies: BluGlass Limited (ASX: BLG)

Former directorships of listed companies in last three years: Nil

### **Board of Directors Recommendation and Chairman's voting intention for Item 2:**

The Board of Directors supports the re-election of Vivek Rao as he contributes to the Board of Directors significant experience in the areas of technology and science.

For the reasons stated above, the Board of Directors (other than Vivek Rao) recommends that Stockholders vote in favor of this item of business. The Chairman intends to vote undirected proxies in favor of this item.

### **ITEM 3 – APPOINTMENT OF BDO AUDIT PTY LTD AS AUDITOR**

#### **Item 3: Background**

BDO East Coast Partnership has held the office of auditor since [insert date]. BDO is undertaking a national integration of its business which includes the transitioning of audit engagements from BDO East Coast Partnership to BDO Audit Pty Ltd. Accordingly, BDO East Coast Partnership has resigned as auditor of the Company effective April 24<sup>th</sup>, 2020.

BDO Audit Pty Ltd has consented and the Board of Revasum has appointed BDO Audit Pty Ltd to act as external auditor of Revasum, Inc. for the fiscal year ending 3 January 2021.

Accordingly, the Company is seeking ratification by the Stockholders of the approval of the appointment of BDO Audit Pty Ltd for the fiscal year ending 3 January 2021 effective 24 April 2020.

#### **Board of Directors Recommendation and Chairman's voting intention for Item 3:**

The Board of Directors unanimously recommends that Stockholders vote in favor of this item of business. The Chairman intends to vote undirected proxies in favor of this item.

### **ITEM 4 – APPROVAL OF 10% PLACEMENT FACILITY**

#### **Item 4: Background**

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its stockholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, mid to small cap ASX listed companies may seek stockholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1 bringing the total combined potential placement capacity for the entity to 25%.

A company is eligible to seek stockholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the AGM:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM. If on the date of the AGM the Company no longer meets this eligibility criteria, this Item 4 will be withdrawn.

Accordingly, Item 4 is seeking approval of ordinary Stockholders by special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Stockholder approval, being that number of equity securities as calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms described in this Proxy Statement.

Approval of Item 4 does not oblige the Company to conduct a placement or use the additional 10% capacity. The approval would provide the Company with additional flexibility and an ability to move quickly in the event an opportunity arose which required additional capital. In this context, it is noted that in response to the COVID-19 pandemic, ASX has recently released a Temporary Extra Placement Capacity Class Waiver under Listing Rule 7.1 which permits companies to issue over any 12 month period up to 25% of the fully paid ordinary securities it had on issue at the start of that period rather



than 15% subject to certain conditions being satisfied. To the extent that the Company utilises this additional placement capacity under Listing Rule 7.1, it will not also be able to use the placement capacity under Listing Rule 7.1A (if this Item is approved).

At the date of this Notice, the Company has on issue 78,008,441 fully paid shares of common stock and a capacity to issue:

- a. 11,701,266 equity securities under ASX Listing Rule 7.1; and
- b. 7,800,844 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Stockholders approve Item 4 the effect will be to allow Revasum to issue equity securities under ASX Listing Rule 7.1A up to the combined 25% capacity in ASX Listing Rules 7.1 and 7.1A without further Stockholder approval.

If Stockholders do not approve Item 4, Revasum will not be able to access the additional 10% capacity to issue equity securities without Stockholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% capacity limit on issuing equity securities without Stockholder approval under ASX Listing Rule 7.1.

### **Information required by ASX Listing Rule 7.3A**

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- If any of the securities being approved by this Item 4 are issued, they will be issued during the 10% Placement Period, being the period from the date of the AGM to the earlier of the following events or dates occurring:
  - the date that is 12 months after the date of the AGM (i.e., by 28 May 2021 (Sydney time) being 27 May 2021 (PDT time);
  - the time and date of the Company's next AGM if it is held prior to 28 May 2021 (Sydney time) being 27 May 2021 (PDT time); or
  - if ordinary stockholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 28 May 2021 (Sydney time) being 27 May 2021 (PDT time).
- The minimum price at which the equity securities will be issued for cash consideration per security will not be less than 75% of the volume weighted average market price for CDIs calculated over the 15 trading days on which trades are recorded immediately before:
  - a. the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
  - b. if the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- The Company may seek to issue the equity securities under the 10% Placement Facility to raise cash to be used to facilitate an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital.
- If Item 4 is approved by Stockholders and the Company issues equity securities under the 10% Placement Facility, the existing Stockholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this resolution, to the extent that such equity securities are issued, including the risk that:
  - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and

- b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing Stockholders calculated as at the date of this Notice using the current market price of CDIs and the current number of Shares for variable “A” in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- a. two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of fully paid Shares the Company has on issue. The number of fully paid Shares on issue may increase as a result of issues of fully paid Shares that do not require Stockholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Stockholders’ meeting; and
- b. two examples of where the issue price of Shares / CDIs has decreased by 50% and increased by 100% as against the current market price.

No. of Shares <sup>1</sup> on Issue <sup>2</sup>	Dilution			
	Issue price (per Share)	AU\$0.18 50% decrease in Issue Price	AU\$0.36 Issue Price	AU\$0.72 100% increase in Issue Price
<b>78,008,441</b> <b>(Current)</b>	<b>Shares issued</b>	7,800,844	7,800,844	7,800,844
	<b>Funds raised</b>	AU\$1,404,151	AU\$2,808,303	AU\$5,148,557
<b>117,012,662</b> <b>(50% increase)</b>	<b>Shares issued</b>	11,701,266	11,701,266	11,701,266
	<b>Funds raised</b>	AU\$2,106,228	AU\$4,212,455	AU\$8,428,511
<b>156,016,882</b> <b>(100% increase)</b>	<b>Shares issued</b>	15,601,688	15,601,688	15,601,688
	<b>Funds raised</b>	AU\$2,808,303	AU\$5,616,607	AU\$11,233,215

- The table has been prepared on the following assumptions:
  - a. the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
  - b. no unlisted Options or Restricted Stock Units over Shares are exercised or vest before the date of issue of Shares / CDIs under ASX Listing Rule 7.1A;
  - c. 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%;

<sup>1</sup> 1 Share is represented by 1 CDI

<sup>2</sup> Variable “A” in ASX Listing Rule 7.1A.2

- d. the table does not show an example of dilution that may be caused to a particular Stockholder by reason of placements under the 10% Placement Facility, based on that Stockholder's holding at the date of the AGM;
  - e. the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
  - f. the issue of equity securities under the 10% Placement Facility consists only of Shares or CDIs; and
  - g. the issue price is A\$0.36 per CDI<sup>3</sup>, being the closing price of the CDIs (representing Shares) on ASX on 12 May 2020.
- The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities.
  - The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Stockholder approval of Item 4) have not been determined as at the date of this Notice, but may include existing Stockholders and/or parties who are not currently Stockholders and are not related parties or associates of the Company. Any potential allottees 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 available to the Company (including but not limited to, rights issue or other issues in which existing Stockholders can participate), while balancing interest from potential allottees with the interests of existing Stockholders;
    - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Stockholders;
    - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
    - d. advice from corporate, financial and broking advisors (if applicable).
  - Whilst the Company has previously obtained Stockholder approval under ASX Listing Rule 7.1A at its 2019 Annual Meeting held on 20 May 2019 (Sydney time) being 19 May 2019 (PDT time), it has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this AGM (i.e. 28 May 2020 (Sydney time) being 27 May 2020 (PDT time)).
  - A Voting Exclusion Statement is set out under Item 4 in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Stockholders and/or parties who are not currently Stockholders and are not related parties or associates of the Company.

Item 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Stockholders present and entitled to vote on the Item must be in favour of the Item.

#### **Board of Directors Recommendation and Chairman's voting intention for Item 4:**

The Board of Directors unanimously recommend Stockholders vote in favour of *Item 4*. The Chairman intends to vote undirected proxies in favor of this item.

#### **OTHER BUSINESS**

The Company, being a Company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) (**Corporations Act**) requirements to lay before the meeting the annual financial report and other related reports.

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<sup>3</sup> Closing price on 12 May 2020 was A\$0.36 per CDI.



The Board of Directors of the Company has however decided to lay before the meeting the Company's audited financial statements and the reports for the year ended 5 January 2020.

The Corporations Act does not require a vote of Stockholders on the reports or statements. However, the Stockholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the company's website: [www.revasum.com](http://www.revasum.com).

If a Stockholder would like to receive a hard copy annual report, please email [ir@revasum.com](mailto:ir@revasum.com).

If a CDI Holder would like to receive a hard copy annual report, please contact the Company's CDI Registry, Link Market Services Limited.

# Virtual Annual General Meeting Online Guide

# Virtual Annual General Meeting Online Guide

## Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**



## Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the **‘Register and Watch Annual General Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

**Note:** After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

## Step 1

Open your web browser and go to <https://agmlive.link/RVS20>

**LINK**Group

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

Company Name

☐ I have read and accept the [Terms & Conditions](#)

**REGISTER AND WATCH AGM**

Help Number: 1800 990 363



## Navigating

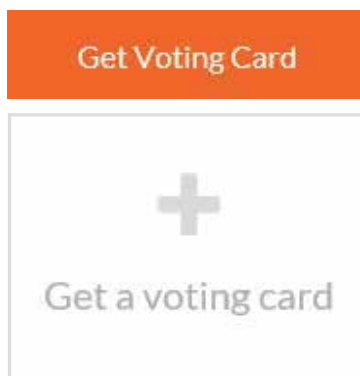
At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



### 1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



This will bring up a box which looks like this.

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Annual General Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

# Virtual Annual General Meeting Online Guide *continued*

COCA-COLA AMATIL LIMITED X12345689 X

## Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.

**Full Vote** **Partial Vote**

**Resolution 2** ☒ For ☐ Against ☐ Abstain

ADOPTION OF FY19 REMUNERATION REPORT

**Resolution 3A** ☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MR KRISHNAKUMAR THIRUMALAI AS A DIRECTOR

**Resolution 3B** ☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MR PAUL DOMINIC O'SULLIVAN AS A DIRECTOR

**Resolution 3C** ☒ For ☐ Against ☐ Abstain

ELECTION OF MS PENELOPE ANN WINN AS A DIRECTOR

**Resolution 4** ☒ For ☐ Against ☐ Abstain

PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2020-2022 LONG-TERM INCENTIVE PLAN (LTIP)

**SUBMIT VOTE**

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the **'Cast Vote'** or **'Cast Partial Vote'** button.

**Note:** You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to Shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

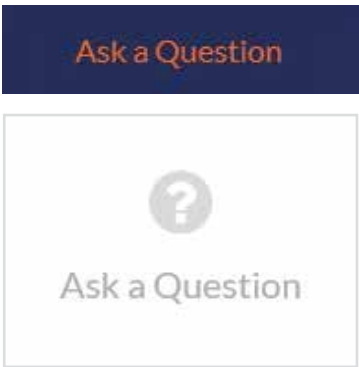
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

**Note:** Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

## 2. How to ask a question

**Note:** Only Shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

here.' Below this is a 'Regarding' dropdown menu with 'Nothing selected' chosen. Then is a 'Question' section with a text area labeled 'Type your question here...'. At the bottom is an orange 'Submit Question' button." data-bbox="75 624 477 903"/>

### Asking a question via text

To ask a question via text, select the 'Text Question' button.

In the 'Regarding' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the 'Question' section and type your question.

When you are ready to submit your question – click the 'Submit Question' button. This will send the question to the Management/Board.

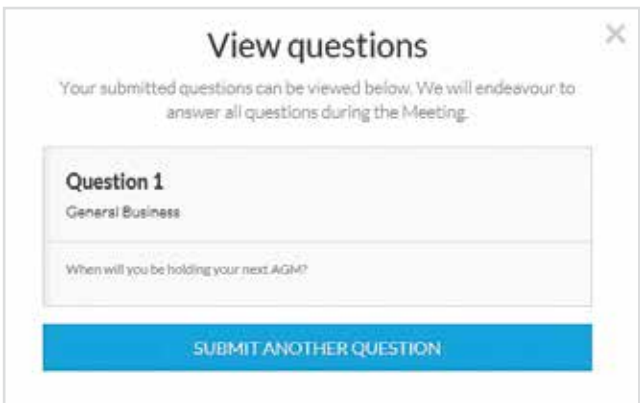
Note that not all questions are guaranteed to be answered during the Annual General Meeting, but we will do our best to address your concerns.

Once you have asked a question a 'View Questions' box will appear.

At any point you can click on 'View Questions' and see all the questions you have submitted. Only you can see the questions you have asked.

**Note:** You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.



# Virtual Annual General Meeting Online Guide *continued*

## Asking a question via phone

To ask a question via phone, select the **'Phone Question'** button.

Select a resolution from the **'Regarding'** drop down box and then select **'Get Phone Details'**.



**Ask a Question**

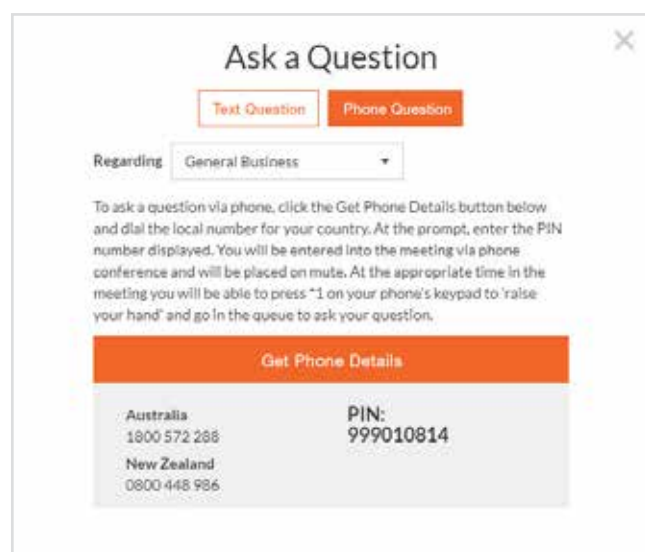
**Text Question** **Phone Question**

Regarding: **Nothing selected**

To ask a question via phone, click the Get Phone Details button below and dial the local number for your country. At the prompt, enter the PIN number displayed. You will be entered into the meeting via phone conference and will be placed on mute. At the appropriate time in the meeting you will be able to press \*1 on your phone's keypad to 'raise your hand' and go in the queue to ask your question.

**Get Phone Details**

You will be given the phone numbers for the meeting. Dial the local number for your country. At the prompt, enter the PIN number displayed. You will be entered into the meeting via phone conference and will be placed on mute. At the appropriate time in the meeting you will be able to press **'1'** on your phone's keypad to **'raise your hand'** and go into the queue to ask your question.



**Ask a Question**

**Text Question** **Phone Question**

Regarding: **General Business**

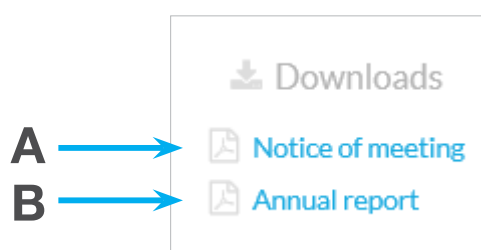
To ask a question via phone, click the Get Phone Details button below and dial the local number for your country. At the prompt, enter the PIN number displayed. You will be entered into the meeting via phone conference and will be placed on mute. At the appropriate time in the meeting you will be able to press \*1 on your phone's keypad to 'raise your hand' and go in the queue to ask your question.

**Get Phone Details**

Australia 1800 572 288	PIN: 999010814
New Zealand 0800 448 986	

## 3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

## 4. Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



## Contact us

### Australia

T +61 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6

## LODGE YOUR INSTRUCTION



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Revasum, Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

## CDI VOTING INSTRUCTION FORM

### STEP 1

#### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of Revasum, Inc. (Company) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **4:00 pm, Wednesday, 27 May 2020 (PDT) (being 9:00 am Thursday, 28 May 2020 (AEST))**, (the Meeting) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/RVS20> (refer to details in the Virtual Annual General Meeting Online Guide).

### STEP 2

#### PROXY APPOINTMENT– this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting

If you wish to appoint yourself as CDN's proxy to attend the Meeting in person or appoint another person or company as CDN's proxy, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) and email address in these boxes.

Name

Email

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to be appointed as CDN's proxy to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

### STEP 3

#### VOTING INSTRUCTIONS

**Voting instructions will only be valid and accepted by CDN if they are signed and received no later than Friday, 22 May 2020 at 4.00 pm (PDT), (being Saturday, 23 May 2020 at 10.00 am (AEST)).**

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

#### Resolutions

	For	Withhold		For	Against	Abstain
1 Re-Election of Paul Mirabelle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	3 Appointment of BDO Audit Pty Ltd as Auditor*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Vivek Rao as a Director	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



If you do not mark the "For", "Against", "Abstain" or "Withhold" box your vote will not be counted.

\* If you mark "Abstain" for Item 3, the shares underlying your CDIs are considered present and entitled to vote for the purpose of determining quorum, and will have the same effect as votes "Against" the applicable resolution.

Withhold votes are considered shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election or re-election of directors.

### STEP 4

#### SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Joint CDI Holder 2 (Individual)

Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



## HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

### YOUR NAME AND ADDRESS

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

### DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

### APPOINTMENT OF A PROXY

If you wish to appoint yourself as CDN's proxy to attend the Meeting in person or appoint some person or company as CDN's proxy, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) and email address or the name and email address of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

### SIGNING INSTRUCTIONS

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

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

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

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

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

### LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **Friday, 22 May 2020 at 4.00 pm (PDT), (being Saturday, 23 May 2020 at 10.00 am (AEST))**. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MAIL

Revasum, Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

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

□



## **REVASUM, INC.**

**Proxy for Annual General Meeting of Stockholders on May 27, 2020 (PDT) (May 28, 2020 (AEST))**

**Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Jerry Cutini, with full power of substitution and power to act alone, as proxy to vote all the shares of Common Stock in Revasum, Inc., which the undersigned would be entitled to vote if personally present and acting at the Annual General Meeting of Stockholders of Revasum, Inc., to be held virtually at 4:00 pm, Wednesday, 27 May 2020 (PDT) (being 9:00 am Thursday, 28 May 2020 (AEST)), and at any adjournments or postponements thereof, as follows:

**(Continued and to be signed on the reverse side.)**

ANNUAL GENERAL MEETING OF STOCKHOLDERS OF

REVASUM, INC.

May 27, 2020 (PDT) at 4:00 pm (May 28, 2020 (AEST)) at 9:00 am

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement and proxy card are available at - <https://investors.revasum.com/investor-centre/>

Valid, signed and dated proxy cards must be received by American Stock Transfer & Trust Company, LLC no later than Monday, 25 May 2020 at 4.00 pm (PDT), (being Tuesday, 26 May 2020 at 9.00 am (AEST))

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RE-ELECTION OF DIRECTORS AND "FOR" PROPOSALS 3 AND 4.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE OR BY EMAIL TO [IR@REVASUM.COM](mailto:IR@REVASUM.COM).

PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. Re-Election of Paul Mirabelle as a Director

FOR WITHHOLD  
☐ ☐

2. Re-Election of Vivek Rao as a Director

☐ ☐

3. Appointment of BDO Audit Pty Ltd as the Company's auditor for the fiscal year ending 3 January 2021

FOR AGAINST ABSTAIN  
☐ ☐ ☐

4. Resolution to Approve 10% Placement Facility

☐ ☐ ☐

Abstentions are considered shares present and entitled to vote for the purposes of determining a quorum, and will have the same effect as votes "Against" resolution 3.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned stockholder. **IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE NOMINEES IN PROPOSALS 1 AND 2 AND "FOR" PROPOSALS 3 AND 4. ALL OTHER PROXIES HERETOFORE GIVEN BY THE UNDERSIGNED IN CONNECTION WITH THE ACTIONS PROPOSED ON THIS PROXY CARD ARE HEREBY EXPRESSLY REVOKED. THIS PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED BY WRITTEN NOTICE TO THE SECRETARY OF THE COMPANY, BY ISSUANCE OF A SUBSEQUENT PROXY OR BY VOTING IN PERSON AT THE ANNUAL MEETING.**

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING. ☐

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.