



ASX ANNOUNCEMENT

Simavita releases materials for Special General Meeting

For Immediate Release:

5 November 2020

Sydney, Australia – Simavita Limited (“**Simavita**”) (ASX: SVA) is pleased to release the materials for a Special General Meeting to be held on 2 December 2020 (the “**Meeting**”).

As well as including copies of the Notice, Management Information Circular and CDI voting instruction forms, documents relating to the proposed Capital Reduction are included (collectively, the “Meeting Materials”) and have been mailed to all security holders. The Meeting Materials will also be available on SEDAR and on the Company’s website at www.simavita.com.

As detailed in the attached Notice, the Meeting will be held at **11.00 am** (Australian Eastern Standard Time) on **Wednesday, 2 December 2020** at the following address:

**The offices of K&L Gates
Level 31, 1 O’Connell Street
Sydney, New South Wales. 2000. Australia**

This is an important meeting for Simavita and we encourage all securityholders to vote their voting instruction forms that they will receive shortly in the mail.

For further information, please visit the Company’s profile on SEDAR (www.sedar.com) or the Company’s website (www.simavita.com) or contact the persons listed below.

Ms Peta Jurd
Chief Commercial Officer

E: pjurd@simavita.com
T: +61 421 466 653
W: Investor Centre: [Click here](#)

This ASX announcement was approved and authorised for release by Peta Jurd, the Company Secretary of Simavita Limited.

About Simavita

Simavita (ASX: SVA) is a MedTech Company focused on the development of smart, wearable and disposable platform technologies for the health care market.

Our key platform Smartz™ is a highly disruptive technology focused on transforming a traditional “dumb” diaper into a smart device to help parents and carers of both infants and adults.

With the support of our shareholders, customers and employees, Simavita is absolutely committed to the business at hand; creating a commercially successful and growing corporation. www.simavita.com

30 October 2020

Dear CDI Holder

Capital Reduction and Delisting of Simavita Limited from ASX

Simavita Limited (**Simavita** or the **Company**) (ASX: SVA) has requested and received approval from ASX Limited (**ASX**) to remove its CHESS Depositary Interests (**CDIs**) from the official list of ASX (the **Delisting**) subject to complying with certain conditions described in the enclosed Notice of Meeting. In conjunction with the Delisting, the Company is proposing a Capital Reduction of its CDIs to allow holders to sell some (or in the case of holders with a small holding,) all of their holdings in Simavita (the **Capital Reduction**). This letter contains important information about your holding of Simavita CDIs, the Capital Reduction and the Delisting process.

In addition to the information set out below, we enclose the Notice of Special Meeting and Proxy Statement for the general meeting of Shareholders to be held at 11:00am (AEDT) on 2 December 2020.

A Capital Reduction booklet setting out further details of the Capital Reduction is expected to be dispatched to Security holders on 5 November 2020 together with a set of Frequently Asked Questions which is designed to assist you in understanding the process for the delisting of Simavita from the official list of ASX and the impact on your holding of CDIs.

The information in this letter does not take into account your individual investment objectives, financial situation and needs. The information in this letter is of a general nature and is not financial product advice and should not be relied upon as the sole basis for any investment decision. As a CDI holder you should consult your financial, legal, tax or other professional adviser if you have any queries in relation to the information contained in this letter or how you should act with respect to your holding of CDIs.

Delisting of Simavita from ASX

On 30 October 2020 (AEDT), Simavita announced that it had received ASX approval for its removal from the official list of ASX subject to complying with certain conditions described in this letter including that Shareholder approval is obtained for both the Delisting and the Capital Reduction.

Subject to Shareholder approval being obtained, trading in Simavita's CDIs will be suspended with effect from close of trading on ASX on 30 December 2020 (the **Suspension Date**) (AEDT). Removal of Simavita from the official list of ASX is expected to occur on 4 January 2021 (the **Delisting Date**).

This letter seeks to provide CDI holders with information about the delisting process, the options available to CDI holders in connection with holdings of CDIs and certain implications which may arise for CDI holders as a result of the Delisting.

Delisting Process

Shareholder approval

Simavita's market position has resulted in significant interest from major international (non-Australian) financial investors and strategic parties. The Company has been approached by numerous such parties that have indicated an interest in funding an acceleration plan if and when the Company becomes a private company not listed on ASX, making delisting a logical next step towards achieving the Company's vision. It is the Board's view that it is in the best interests of all Simavita CDI

holders that the Company delist from the ASX at this time and accelerate the commercialisation of its' technology.

While the Board of the Company recommends Delisting, it will request Shareholder approval for the Delisting at a special meeting of the Company to be held on 2 December 2020 (AEDT). Of course, if a majority of the Shareholders vote to remain listed on ASX, the Board will support the continued listing. CDI holders of record as of 10 November 2020 will be eligible to vote at the special meeting.

Further details of the Delisting, including potential advantages and disadvantages for CDI holders and future plans and intentions for Simavita are set out in the Notice of Meeting (and Proxy Statement) for the Special Meeting enclosed with this letter.

Suspension of CDIs from ASX trading and delisting

Simavita CDIs will trade on ASX until the close of trading on 30 December 2020, when, assuming the Delisting has been approved by CDI holders, trading will be suspended. Following the suspension of trading in CDIs, CDI holders will no longer be able to trade their holdings of CDIs on ASX. Following the suspension of CDIs from quotation, Simavita will be removed from the official list of ASX on 4 January 2021.

Compulsory conversion

Following Delisting, as there will be no liquid market for the CDIs or Shares, CHESS Depositary Nominees Pty Limited will terminate the trust under which the Shares are currently held and transfer the legal title to the underlying Shares to CDI holders so that CDI holders will instead hold the full legal and beneficial title to 1 Share for every 1 CDIs held at the date of Delisting.

Capital Reduction

In proposing the Delisting, the Board recognises that it would be beneficial to provide a liquidity mechanism for certain CDI holders, particularly for those holding a smaller number of CDIs, who do not wish to continue holding Simavita securities as an unlisted company. Accordingly, in addition to the ability to sell their CDIs on ASX up to the date of suspension prior to Delisting, the Company is offering the Capital Reduction to provide Security holders with the opportunity to sell part of their Security holding (or their entire holding in the case of Security holders holding a smaller parcel of Securities) in conjunction with Delisting.

The Company is conducting an off market Capital Reduction of CDIs. The Company will offer to repurchase up to 1,081,081 CDIs per Eligible Security holder at the Capital Reduction Price. If you do nothing or you wish to participate in the Capital Reduction, Simavita will repurchase up to 1,081,081 of your CDIs and pay to you the Capital Reduction proceeds to your nominated payment method held with Simavita's registry, Computershare.

If you hold less than 1,081,081 CDIs – Simavita will repurchase all of your holding. If you hold over 1,081,081 CDIs – Simavita will repurchase 1,081,081 CDIs and you will hold 1,081,081 less CDIs. Further details on how to opt out of the Capital Reduction are set out in Section 2 of this Capital Reduction Booklet.

The Capital Reduction offer will be subject to Shareholders approving both the Capital Reduction and Delisting at the Special Meeting to be held on 2 December 2020 (AEST).

Further details of the Capital Reduction, including how to sell your CDIs into the Capital Reduction are set out in the Capital Reduction booklet that is expected to be dispatched to CDI holders on 5 November 2020.

Indicative dates for the Capital Reduction and Delisting process

The following table sets out the indicative timetable for the delisting of Simavita from ASX and the Capital Reduction. Unless otherwise indicated, all dates are Sydney, Australia dates.

DATE	ACTION
30 October 2020	Submission of formal application to ASX for delisting
30 October 2020	Announce proposed delisting of Company from ASX and Capital Reduction (subject to receipt of shareholder approval)
5 November 2020	Notice of Meeting (seeking approval for the Capital Reduction and Delisting) dispatched to Shareholders together with an information pack for CDI holders
10 November 2020	Record date for voting at the Special Meeting
2 December 2020	Special Meeting to approve Capital Reduction and Delisting of the Company from ASX
2 December 2020	Lodgement of Appendix 3C (initial notice) for capital reduction
7 December 2020	Ex-date for securityholders entitled to participate in the Capital Reduction
8 December 2020	Record date to identify securityholders entitled to participate in the Capital Reduction
8 December 2020	Capital Reduction offer and retention form dispatched to eligible securityholders
8 December 2020	Capital Reduction period opens
30 December 2020	Capital Reduction period closes
31 December 2020	Suspension Date – suspension of CDIs from trading on ASX
4 January 2021	Lodgement of Appendix 3F (final notice) for capital reduction
4 January 2021	Notification of volume of Securities to be repurchased by the Company under the Capital Reduction
4 January 2021	Removal of Simavita from the official list of ASX
5 January 2021	ASX Settlement Pty Limited to revoke approval of CDIs
7 January 2021	Payment date under Capital Reduction
7 January 2021	Cancellation of shares and corresponding CDIs as a result of repurchase under the Capital Reduction
after 7 January 2021*	Board of directors of CDN resolve to revoke trust
after 7 January 2021*	Notice sent to CDI holders stating that approval of CDIs has been revoked by ASX Settlement and that CDN has revoked the trust (and the effective date of the revocation of the trust)
after 7 January 2021*	CDN transfers title to the shares underlying any remaining CDIs to the former CDI holders

Note: * will be updated after consultation with ASX. All dates and times above are Sydney, Australia time. The Company will also inform CDI holders of any changes to the indicative timetable referred to above by market announcement made via the ASX company announcements platform.

Options for CDI holders on delisting of Simavita from ASX

CDI holders will have the options set out below with respect to their CDI holdings in conjunction with the delisting of Simavita from the official list of ASX.

Note that the Capital Reduction and Delisting are subject to Shareholder approval at the Special Meeting and therefore may not proceed.

Option 1	Sell your CDIs on ASX before the Suspension Date (on or before 30 December 2020)
	<p>You can sell your CDIs on ASX at any time prior to the Suspension Date (currently expected to be 30 December 2020 if Shareholder approval is obtained for the Delisting) by contacting your stockbroker or financial adviser who can arrange the sale.</p> <p>After the Suspension Date, you will not be able to sell your CDIs on ASX and there will be no liquid market for the stock.</p> <p>If you elect to sell your CDIs on the ASX prior to the Suspension Date, you will be responsible for any costs associated with the sale of your CDIs as is customary, including any broker commission.</p>
Option 2	Choose to participate into the Capital Reduction
	<p>Provided you are not an Excluded Security holder (as defined below), you can elect to sell up to 1,081,081 CDIs to Simavita under the Capital Reduction at the Capital Reduction Price per CDI (noted above).</p> <p>Excluded Security holders are Security holders whom the Company is aware reside in the United States or in a foreign jurisdiction where it would be either illegal under the laws of that jurisdiction or in the Company's opinion excessively onerous, costly and/or time consuming, to permit Security holders residing in that jurisdiction to participate in the Capital Reduction.</p> <p>If you wish to participate in the Capital Reduction, please:</p> <ul style="list-style-type: none"> carefully read the Capital Reduction Booklet once you receive this (noting that this booklet is expected to be dispatched to CDI holders on 5 November 2020); and obtain independent advice if you have any questions about whether you should elect to participate in the Capital Reduction. <p>Note that the Capital Reduction will only proceed (and therefore your CDIs will only be sold) if CDI holders approve the Capital Reduction and Delisting at the Special Meeting. This Option will apply if you choose to do nothing.</p>
Option 3	Opt out of the Capital Reduction
	<p>If you choose to opt out of the Capital Reduction by returning the CDI Retention Form, CHESS Depository Nominees Pty Limited (CDN) will terminate the trust under which the CDIs are currently held and on or about 7 January 2021 CDN will transfer the legal title to the underlying CDs so that CDI holders will instead hold the full legal and beneficial title to 1 Share for every 1 CDIs held at the date of Delisting.</p>
Option 4	Purchase more CDIs on Market
	<p>You can purchase more CDIs on market, until close of business on December 30, 2020, assuming that the Delisting is approved by securityholders</p>

Risks

The market price of Simavita's CDIs will fluctuate over the course of the Delisting process based upon, among other factors, the volume of CDIs available for sale, general economic and market conditions, Simavita's business and financial conditions and the results of Simavita's operations. Accordingly, the price at which you may sell CDIs on-market may be higher or lower than the Capital Reduction price, which is based on the market price of CDIs prior to announcement of the Delisting.

The Notice of Special Meeting enclosed with this letter set out some of the key advantages, disadvantages and risks of the Delisting and Capital Reduction.

Further information

If you have any questions about the delisting process, please contact Simavita Investor Relations on 02 8405 6334 or +61 2 8405 6334 or Computershare Investor Services (**Computershare**) on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time).

Simavita Limited.
ARBN 165 831 309

Simavita

SIMAVITA LIMITED NOTICE OF SPECIAL MEETING

TAKE NOTICE that a special meeting of the shareholders and holders of CHESS Depository Interests (**CDI Holders**) of Simavita Limited (the **Corporation**) will be held at the offices of K&L Gates at Level 31, 1 O'Connell Street, Sydney, New South Wales, 2000 Australia, on Wednesday December 2, 2020 at 11:00 a.m. (Australian Eastern Daylight time) or at any adjournment or postponement thereof for the purposes of:

- (a) Resolution #1: Approval of delisting of the Corporation from ASX
Considering, and if thought fit, passing a special resolution of disinterested CDI Holders (with a 75% majority), to approve and authorize, for the purposes of ASX Listing Rule 17.11 and for all other purposes, being passed that, subject to the Corporation raising A\$1 million (to fund the capital reduction proposed under Resolution #2 below), the Corporation be removed from the official list of ASX on January 4, 2021 (or such later date as is agreed with ASX) and that the Directors of the Corporation be authorised to do all things reasonably necessary to give effect to the delisting of the Corporation from ASX and otherwise as more particularly described in the accompanying management information circular; and
- (b) Resolution #2: Approval of Capital Reduction
Considering, and if thought fit, passing a special resolution of disinterested CDI Holders (with a 66.67% majority), to approve and authorize, pursuant to Article 7 of the Corporation's articles (constating documents of the Corporation) and in accordance with the requirements of the *Business Corporations Act* (British Columbia), a capital reduction of each holding of Simavita common shares up to A\$20,000, (currently held on their behalf in the name of CHESS Depository Nominees Pty Ltd with the resulting cancellation of the corresponding CDIs), set at a price equal to a 5% premium to the 5-day volume weighted average market price of securities on the ASX immediately prior to the capital reduction offer (**Capital Reduction**), subject to the Corporation raising A\$1 million and otherwise as more particularly described in the accompanying management information circular; and
- (c) Resolution #3: transacting such further and other business as may properly come before the said meeting or any adjournment or postponement thereof.

Specific details of the above items of business are contained in the information circular of management which accompanies this notice of meeting and, together with management's form of proxy and a CDI Voting Instruction Form, which also accompanies this notice of meeting, form a part hereof and must be read in conjunction with this notice of meeting. CDI Holders of record at the close of business on November 10, 2020 are entitled to notice of, to attend and vote at the meeting either in person or by proxy.

A form of proxy will not be valid for the meeting or any adjournment or postponement thereof unless it is completed by the shareholder or by his attorney authorized in writing and must be delivered to: Computershare Investor Services Pty. Limited, GPO Box 1282, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms is +61 3 9473 2555) not later than 2 business days prior to the time set for the meeting or any adjournment or postponement thereof, being no later than Monday, November 30, 2020, at 11:00 a.m. (Australian Eastern Daylight Time).

Holders of CDIs are invited to attend the meeting. CDI Holders must complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty. Limited, GPO Box 1282, Melbourne, Victoria 3001 Australia (the number to fax CDI Voting Instruction Forms +61 3 9473 2555) so that each CDI holder may elect to direct CHESS Depository Nominees Pty. Ltd. (**CDN**) to vote the relevant underlying common shares on his or her behalf or instruct CDN to appoint such CDI holder or his or her nominee as proxy to vote the common shares underlying the CDIs in person at the meeting. Please note that CDI Holders are not entitled to vote at the meeting,

however can vote their holding by completing the CDI voting instruction form in advance of the meeting. In either case, the CDI Voting Instructions Form needs to be received at the address shown on the CDI Voting Instructions not later than 2 business days prior to the time set for the meeting or any adjournment or postponement thereof, being not later than Monday, November 30, 2020 at 11:00 a.m. (Australian Eastern Daylight Time).

DATED: October 30, 2020

By Order of the Board of Directors

(Signed) "Michael Spooner"
Michael Spooner
Executive Chairman

Simavita

SIMAVITA LIMITED

INFORMATION

CIRCULAR

(as at October 30, 2020)

**FOR THE SPECIAL MEETING OF SHAREHOLDERS TO
BE HELD ON DECEMBER 2, 2020**

PROXY SOLICITATION

PURPOSE OF SOLICITATION

This management information circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Simavita Limited (the "**Corporation**") for use at the special meeting of common shareholders (or CDI Holders) of the Corporation, to be held at the offices of K&L Gates at Level 31, 1 O'Connell Street, Sydney, New South Wales, 2000 Australia, on Wednesday December 2, 2020 at 11:00 a.m. (Australian Eastern Daylight time) or at any adjournment or postponement thereof for the purposes set out in the accompanying notice of meeting (the "**Meeting**").

The cost of such solicitation will be borne by the Corporation and will be made primarily by mail. Directors and officers of the Corporation may without special compensation solicit proxies by telephone, facsimile or in person.

In this Information Circular, unless otherwise stated, references to "\$" or "AUD\$" are to amounts in Australian dollars.

The Chairman intends to vote all undirected proxies in favour of all items of business.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and officers of the Corporation and are nominees of management. Shareholder/CDI Holders have the right to appoint a nominee (who need not be a Shareholder/CDI Holder) to represent them at the Meeting other than the persons designated in the enclosed form of proxy, and may do so by inserting the name of the appointed representative in the blank space provided in the form of proxy.

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed by the shareholder or by his or her attorney authorized in writing and must be delivered to: Computershare Investor Services Pty. Limited, GPO Box 1282, Melbourne, Victoria 3001 Australia or emailed to corpactprocessing@computershare.com.au (the number to fax CDI Voting Instruction Forms is +61 3 9473 2555), not later than two business days prior to the time set for the Meeting or any adjournment or postponement thereof, being not later than Monday, November 30, 2020, at 11:00 a.m. (Australian Eastern Daylight Time).

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A proxy may be revoked by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or by his or her authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by depositing the proxy bearing a later date with Farris LLP (Attn: Denise C. Nawata)

located at 700 West Georgia Street, 25th Floor, Vancouver, British Columbia, V7Y 1B3, Canada, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia, Canada) prior to the time set for the Meeting or any adjournment or postponement at which the proxy is to be used, or by depositing the revocation of proxy with the chairman of such meeting on the day of the meeting, or any adjournment or postponement of the Meeting.

VOTING SHARES

The Corporation is authorized to issue an unlimited number of common shares without par value. As of October 30, 2020, 1,153,865,910 common shares without par value were issued and outstanding. Of the 1,153,865,910 common shares issued and outstanding on October 30, 2020, 1,153,865,910 common shares were held by CHESS Depository Nominees Pty. Ltd. ("CDN"), a wholly-owned subsidiary of ASX Limited, on behalf of Holders of CHESS Depository Interests ("CDIs"). The Corporation has issued CDIs that represent beneficial interests in the common shares held by CDN. CDIs are settled electronically through the Clearing House Electronic Subregister System (CHESS) operated by ASX Settlement Pty Limited.

All references in this Information Circular to outstanding common shares include common shares held by CDN and all references to holders of common shares include CDI holders.

Each common share entitles the holder to one vote on all matters to come before the Meeting. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares of the Corporation. There are no other classes of voting securities of the Corporation outstanding.

The quorum for the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting. However, as there is only one current holder of Canadian shares (and all other securities are held in the form of CDIs through CDN), the Corporation's articles allow a quorum of one shareholder, in such circumstances.

The Corporation has fixed November 10, 2020 as the record date for determination of the persons entitled to receive notice of and vote at the Meeting. Only a shareholder of record as of the record date is entitled to receive notice of and vote at the Meeting.

VOTING OF PROXIES

This section only applies to the holders of common shares of the Corporation that are not represented by CDIs. Holders of CDIs should refer to the section in this Information Circular headed "*CDI Holders May Give Direction to CDN*".

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation and have indicated their willingness to represent the shareholder who appoints them as proxy. Each shareholder may instruct his proxy how to vote his common shares by completing the enclosed form of proxy.

The person indicated in the enclosed form of proxy shall vote the common shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them.

In the event of an absence of direction to vote the common shares in respect of which they are appointed, the management appointees named in the accompanying proxy will vote such common shares in favour of:

- I. **Resolution #1: a special resolution of disinterested CDI Holders (with a 75% majority, approving and authorizing, for the purposes of ASX Listing Rule 17.11 and for all other purposes, that the Corporation be removed from the official list of ASX on January 4, 2021 (or such later date as is agreed with ASX), subject to the Corporation raising A\$1 million; and otherwise as more particularly described in the accompanying management information circular; and**

- II. **Resolution #2:** a special resolution of disinterested CDI Holders (with a 66.67% majority), approving and authorising, pursuant to Article 7 of Simavita's articles (constating documents of the Corporation) and in accordance with the *Business Corporations Act* (British Columbia), a capital reduction of each CDI Holders' beneficial holding of Simavita common shares up to A\$20,000, (currently held on their behalf in the name of CHES Depositary Nominees Pty Ltd with the resulting cancellation of the corresponding CDIs) set at a price equal to a 5% premium to the 5-day volume weighted average market price of securities prior to the capital reduction offer ("Capital Reduction"); subject to the Corporation raising A\$1 million and otherwise as more particularly described in the accompanying management information circular; and
- III. **Resolution #3:** transacting such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSON INDICATED IN THE PROXY WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF SPECIAL MEETING OF SHAREHOLDERS (THE "NOTICE") AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

At the time of printing of the Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice and the Information Circular. If any matters which are not now known to the directors and executive officers of the Corporation should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgment.

CDI HOLDERS MAY GIVE DIRECTIONS TO CDN

The Corporation will permit CDI Holders to attend the Meeting. Each CDI holder has the right to:

- (a) direct CDN how to vote in respect of their CDIs; or
- (b) instruct CDN to appoint the CDI Holder or a person nominated by the holder as the holder's proxy for the purposes of attending and voting at the Meeting.

If you are a CDI holder and you wish to direct CDN how to vote in respect of your CDIs or appoint yourself or a nominee as your proxy, you should read, complete, date and sign the accompanying CDI voting instruction form and deposit it with Computershare Investor Services Pty Limited, GPO Box 1282, Melbourne, Victoria 3001 Australia or emailed to corpactprocessing@computershare.com.au (the number to fax CDI Voting Instruction Forms is +61 3 9473 2555) not later than 2 business days prior to the time set for the Meeting or any adjournment or postponement thereof, being no later than Monday, November 30, 2020, at 11:00 a.m. (Australian Eastern Daylight Time) at which the proxy is to be used.

PRINCIPAL HOLDERS OF VOTING SHARES

At October 30, 2020, the Corporation had 1,153,865,910 common shares issued and outstanding. To the knowledge of the directors and executive officers of the Corporation, as of the date of this Information Circular, no person or corporation beneficially owns, or controls or directs, directly or indirectly, voting shares of the Corporation carrying more than ten percent (10%) of the voting rights attached to all of the issued and outstanding common shares of the Corporation other than the following:

Name of Shareholder	Number of CDIs Beneficially Owned, or Controlled or Directed, Directly or Indirectly	Percentage of Outstanding CDIs
TIGA Trading Pty Ltd ⁽¹⁾	196,557,190 ⁽¹⁾	17.03%
Fifty Second Celebration Pty Ltd <McBain Family A/C>	183,721,717	15.92%

- (1) The information as to the class and number of voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Corporation has been based solely upon reports filed pursuant to the substantial shareholder disclosure rules of the ASX.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Events leading to the Corporation seeking to be removed from the Official List of ASX

Simavita's main reasons for **seeking removal from the Official List of ASX** are:

- **Interest from outside parties:** Simavita is continuing in its discussions with major diaper manufacturers (having completed a pilot run of diapers incorporating the Simavita technology) and also major industry suppliers to those major diaper manufacturers - with the view of concluding a partnering, licensing or investment with such industry participants. Simavita believes that partnering or licensing with a third party industry supplier undertaking the marketing to the large global diaper manufacturing companies may be a faster and less costly strategy to enter the competitive global diaper market. While those discussions are very well advanced (noting that there is no guarantee they will result in any binding agreements), some of the industry participants who have expressed interest in funding Simavita and / or partnering / licensing with Simavita, have stated a preference that Simavita is not publicly-listed at the time of their investment or partnering arrangements.
- **Best interests of all CDI Holders:** The Simavita Board considers that, independent of any decision to implement the Capital Reduction, it is in the best interests of all CDI Holders that the Corporation is delisted from ASX at this time to facilitate Simavita's potential access to alternative funding sources or strategies that may not currently be available given Simavita's ASX listing. Additionally, these alternative funding sources or strategies may potentially be less dilutionary to Simavita members than raising further capital on ASX - although there can be no guarantee as to the amount, timing or price for any future investments.
- **Growth:** It is Simavita's intention to continue to develop, partner and/ or license Simavita's technology, to deliver service to our customers and focus on successfully rolling out new technology to highly competitive mass markets. Future investments into Simavita (as an unlisted corporation) would be intended to be used to accelerate growth and/or fund additional capital reductions or buy-backs of securities. Simavita believes that as a delisted company, fund raising for the Company's growth plans may be more successful.
- **Valuation:** The Simavita Board considers that the price of CDIs that are trading on the ASX as at the date of this Information Circular, are lower than the underlying commercial value of Simavita and its technology (with its potential partnering / commercialisation opportunities) and also lower than the net assets per share that these CDIs represent.

- **Liquidity:** The Directors believe that the liquidity of Simavita CDIs is insufficient to provide security holders an avenue to sell their CDIs now, or in the future.
- **Administrative:** The financial, administrative and compliance obligations and costs associated with maintaining an ASX listing can no longer be justified. This is particularly the case given the low levels of trading, both by volume and value in Simavita CDIs.
- **Listing Costs** – If the Corporation is delisted, the Directors expect that the Company will save the following expenses per year:
 - ASX Listing Fees – A\$34,500
 - Other ASX compliance and registry costs – A\$46,570
 - Canadian filing fees (once Simavita voluntarily applies to cease to be a reporting issuer) – A\$15,000
 - Audit and Insurance Costs - A\$106,400
 - Miscellaneous Professional Fees – A\$98,383 (Legal and Company Secretarial)
 - Total - A\$300,853
- **Large Number of parcels which are less than a “Marketable Parcels”:** There are a large number of CDIs that represent parcels less than a “marketable parcel” (as defined by the ASX Operating Rules and generally referring to parcels of securities values at less than A\$500), indicating a limited market for trading of the securities and increasing the costs of communications to members and holding member meetings.
- **Concentrated holdings** – The top 20 CDI Holders hold approximately 91 % of CDIs currently on issue, which contributed to the limited trading liquidity in Simavita securities.
- **Large number of CDIs on issue** – The dilutive nature of the large number of CDIs outstanding has contributed to the trading liquidity concerns.

Applicability of the *Corporations Act 2001 (Cth.)* of Australia

The Corporation is incorporated in British Columbia, Canada and is registered as a "foreign corporation" under Chapter 5B of the *Corporations Act 2001 (Cth)(Australia)* (**Corporations Act**). Simavita is not subject to Chapter 2J of the Corporations Act which deals with share capital reductions and share buy-backs. As stated above, Simavita is subject to securities laws in British Columbia, Canada and the corporate laws under the *Business Corporations Act* (British Columbia) and under its existing articles which govern the buyback or capital reduction of securities, rather than the Corporations Act.

Capital Reduction

Subject to Simavita raising at least A\$1 million prior to the members' meeting, Simavita proposes a special resolution (approval of at least 66.67% of the holders) to approve, pursuant to its articles, an offer of a capital reduction of the underlying Simavita common shares related to each CDI Holders' holding up to A\$20,000 CDIs, set at a price per share equal to 5% premium to the 5-day volume weighted average market price of securities prior to the capital reduction offer (**Capital Reduction**). Article 7 of Simavita's articles (constating documents of the Corporation) and the *Business Corporations Act* (British Columbia) authorises Simavita to purchase or otherwise acquire its own outstanding securities at a price and upon terms determined by Directors.

In Canada, this type of capital reduction is known as a share repurchase and is commonly used for returning cash to shareholders, but must be strictly voluntary on the part of the shareholder.

The key features of the Capital Reduction are:

- CDI Holders can “opt out” out of the Capital Reduction. CDI Holders will receive a **CDI Notice of Retention Form** and those CDI Holders that wish to “opt out” must complete and return to the Company the CDI Notice of Retention Form.

- CDI Holders with CDI holdings of value up to A\$20,000 do not have to do anything in order for their holding to be purchased by Simavita and funds remitted to them. In this regard it is simple to be able to exit their investment, rather than the CDI holder having to sell their own CDIs on market and without the CDI holder incurring any brokerage or other fees to effect the sale. Of course if a CDI holder wishes to retain their CDIs (and their interest in the underlying common shares of Simavita), they must "opt out" of the Capital Reduction and provide the CDI Notice of Retention Form to Simavita.
- All CDI Holders (except an Excluded Security Holder, defined at section 4.1 of the Capital Reduction booklet) can have their holding reduced by up to A\$20,000, ensuring that the capital reduction is fair to all holders. In general, an excluded holder is a holder who the Company is aware resides in the United States of America or otherwise where an offer cannot be made to that holder.

Simavita proposes to conduct a private placement to assist the Company with cash requirements in the immediate term, including funding the cash Capital Reduction to members.

The Capital Reduction offer per CDI is to be priced at a 5% premium to the 5-day volume weighted average market price of Simavita CDIs on the ASX immediately prior to the Capital Reduction offer.

Simavita has not undertaken any independent valuation of the Simavita CDIs and Simavita does not provide any valuation or representation regarding the pricing of the Capital Reduction offer, the taxation impact for CDI Holders; whether the pricing is fair or reasonable or whether CDI Holders should opt out of the Capital Reduction offer.

CDI Holders are strongly recommended to seek their own independent financial and tax advice on the impact of the Capital Reduction offer or, where approved, whether they should opt out of the Capital Reduction offer.

Where a CDI holder elects to opt out of the Capital Reduction offer, if Simavita raises the requisite A\$1 million of capital and the Delisting proceeds, they will hold Shares in an unlisted Canadian company (namely Simavita). Simavita intends to continue its business after delisting and continue to seek to commercialise its technology in conjunction with potential industry participants - but no assurances can be given as to the future performance of Simavita or the value of its CDIs / shares after Delisting.

Further If all parcels of CDIs with a value equal to or less than A\$20,000 are purchased under the Capital Reduction, on current CDI prices that would leave a balance of 43 CDI Holders which may not satisfy the ASX requirements for a sufficient spread of holders under ASX Listing Rule 12.4 and ASX may in such circumstances suspend quotation of Simavita's securities.

Recommendation of the Independent Directors

In making its determinations and recommendations, the Independent Directors considered and relied upon a number of substantive factors, observed that a number of procedural safeguards were and are present to permit the Independent Directors to represent effectively the interests of the Corporation and the Corporation's Shareholders/CDI Holders, and considered a variety of uncertainties, risks and other potentially negative factors concerning the Capital Reduction and Delisting (which the Independent Directors concluded were outweighed by the potential benefits of the Capital Reduction and Delisting).

Having thoroughly reviewed and carefully considered, information concerning the Corporation and upon consideration of all of the Corporation's alternatives, and after consulting with the Corporation's Australian and Canadian legal advisors, the Independent Directors have unanimously determined that the Capital Reduction and Delisting is in the best interests of the Corporation (considering the interests of all affected stakeholders) and **unanimously recommends that the Board approve the Capital Reduction and Delisting and recommends that Shareholders/CDI Holders vote in favour of the Capital Reduction and Delisting.**

RESOLUTIONS AND CDI HOLDER VOTING EXCLUSIONS

Background to the Delisting and Capital Reduction

Simavita Limited, (ASX Code: SVA) was incorporated under the laws of the Yukon Territory on May 28, 1968 and continued under the laws of the Province of British Columbia, Canada on December 3, 2013. Simavita was admitted to the official list of ASX Limited (**ASX**) on February 19, 2014. Until August 3, 2016, Simavita was also listed on the TSX Venture Exchange. It is now solely listed on ASX.

Simavita's shares trade as CHESS Depositary Interests (**CDIs**). Its sole shareholder is CHESS Depositary Nominees Pty Ltd, a wholly owned subsidiary of the ASX, which legally holds the shares on behalf of all CDI Holders, whilst each CDI holder retains the beneficial ownership of the shares underlying their CDIs.

Simavita is seeking shareholder approval for its voluntary removal from the official list of the ASX (**Removal**) and the implementation of a capital reduction.

The Board of Simavita have considered all of the Corporation's alternatives in order to commercialise the Smartz technology including current and future sources of funding and after consulting with the Corporation's Australian and Canadian legal advisors, the Board has unanimously determined that the Capital Reduction and Delisting is in the best interests of the Corporation (considering the interests of all affected stakeholders).

- I. **Resolution #1: A special resolution of disinterested CDI Holders (with a 75% majority, approving and authorizing, for the purposes of ASX Listing Rule 17.11 and for all other purposes, that the Corporation be removed from the official list of ASX on January 4, 2021 (or such later date as is agreed with ASX), subject to the Corporation raising A\$1 million.**

(a) Specific information about Resolution# 1 (Delisting)

On October 30 2020, the Corporation made an application to ASX under Listing Rule 17.11 for the removal of the Corporation from the official list of ASX (that is, for the Corporation to be delisted) (**Delisting**).

ASX previously provided the Corporation with in-principle advice that the Corporation would be removed from the official list of ASX on a date to be determined by ASX in consultation with the Corporation ("**ASX Approval**"), subject to compliance with the following conditions:

- 1.1 Approval of the Delisting by Shareholders by special resolution (with a 75% majority) of the Corporation's security holders;
- 1.2 This notice of meeting seeking security holder approval for the Corporation's removal from the official list must:
 - 1.2.1 include the time and date at which the Company will be removed from ASX if approval is given;
 - 1.2.2 include a statement to the effect that the removal will take place no earlier than one month after approval is granted; and
 - 1.2.3 include to ASX's satisfaction, information prescribed in section 2.11 of ASX Guidance Note 33.
- 1.3 The Corporation releasing the full terms of its decision to the market upon making a formal application to ASX to remove the Corporation from the official list of ASX; and
- 1.4 The Corporation complying with the relevant rules and procedures under Section 13.5A of the ASX Settlement Operating Rules (which relate to the termination of the CDI structure).

As is its usual practice, ASX has imposed a requirement under Listing Rule 17.11 and Guidance Note 33 Removal of Entities from the ASX Official List, that the Corporation obtain shareholder approval to its Delisting. Resolution 1 seeks the required shareholder approval to the Delisting under and for the purposes of the ASX Listing Rules.

Timing for Delisting

In accordance with ASX requirements, Delisting may not occur until at least one month following the Special Meeting. Accordingly, it is proposed that the Delisting occurs on January 4, 2021. Please see the timetable on page 15 for further details.

Please note the Delisting and the Capital Reduction is **conditional on** Simavita raising at least A\$1 million in funding **prior to the date for the proposed members' meeting**. Where Simavita is unable to raise that necessary funding, Simavita would not proceed with the members' meeting and will withdraw the resolutions from consideration.

Intentions for the Corporation following the Delisting

If Resolution 1 is passed and the Corporation is successful in raising A\$1 million, the Corporation will be able to proceed with the Delisting. Following the Delisting, the Corporation will continue to operate as a Canadian unlisted non-public reporting company.

Vision

As an unlisted company, Management plans to continue to pursue its vision to be a technology supplier to the global diaper market. As such, Management has no plans to change the Corporation's vision and continues to be focused on a rapid route to market through major industry partners. The Company has changed its business and sales model as to how to engage with industry participants and gain market penetration / traction - rather than a direct to market model. While no major product sales have been achieved to date, as mentioned earlier Simavita has conducted a pilot low scale manufacturing run of diapers incorporating the Company's technology. The Company is currently engaged and well advanced in confidential, non-binding discussions with industry participants for partnering and licensing opportunities (**Partnering Discussions**) which could lead to possible product development and marketing opportunities for the Company. Those Partnering Discussions have included negotiations on possible joint marketing and joint development opportunities and also possible financial modelling as to how potential industry partners could share in revenue from commercial product sales. Simavita is hopeful that this may allow Simavita to penetrate the global diaper market at less cost and more efficiently (in association with a larger industry participant) than if Simavita continued alone (which Simavita has done to date). However, there is no guarantee that any Partnering Discussions will result in binding contracts or even if binding contracts are concluded - that the potential Partnering Discussions will result in Simavita being successful in its development and commercialization objectives. The Company is also currently engaged and well advanced in confidential, non-binding discussions with potential new industry investors regarding an equity investment ("**Potential Financing**"), but no binding commitments have to date been secured by Simavita and Simavita remains limited by its current cash position. The Potential Financing, if it were to be agreed, would be predicated upon a successful delisting of the Company from the Official List of the ASX.

Management and Board:

The Corporation has no current plans to make any material changes to Management or the Board.

Risks of not Delisting

The Board sees the following potential commercial risks of remaining listed on ASX at this time:

- 1 **Foregoing compelling opportunities:** The Corporation has been approached by leading investors which seek to fund an acceleration in growth. Such acceleration opportunity, which could solidify the Corporation's industry leadership and block potential competitors, may be unavailable to the Corporation if listed on ASX.
- 2 **Risk of lower returns:** There is no guarantee whether Simavita will be successful in its commercialisation efforts and therefore no guarantee of the value / potential price of a Simavita share in the future. While Simavita is unable to provide any valuation advice, it is a risk that CDI Holders may realise lower returns for an ultimate 'exit' in the future if the valuation of the Corporation is pegged to the market capitalization implied by the market price of CDIs on ASX (rather than negotiated by the Board as an unlisted Corporation).

- 3 **Required disclosures causing financial/competitive harm:** The details of publicly available financial statements (among other disclosures) may diminish leverage in future contract negotiations and cause material complications. Further, the Corporation may initiate an acceleration plan that would require public disclosure, which may cause significant complexities with partners and ultimately reveal key strategies to competitors.
- 4 **Management time and effort:** Management will be required to attend to listing related matters, and such time could be directed elsewhere if the Corporation was unlisted.

Effect of Delisting

If Shareholders approve Resolution #1, the Corporation's CDIs will be suspended from quotation on ASX on December 30, 2020 (**Suspension Date**) and the Corporation will be removed from the Official List of ASX on January 4, 2021 (**Removal Date**).

If CDI Holders have chosen not to participate in the Capital Reduction with respect to their entire security holding (that is they "opt out" by signing and returning to Simavita the CDI Notice of Retention Form), then such CDI Holders will continue to be able to trade their CDIs on ASX up to the Suspension Date.

As mentioned above, following Delisting, CDN will terminate the trust under which the shares are currently held and transfer the legal title to the underlying shares of common stock to CDI Holders so that CDI Holders will instead hold the full legal and beneficial title to 1 share in Simavita Limited for every CDI held at the date of Delisting. After the Removal Date, shares will only be capable of sale by private transaction.

In addition:

1. **Share numbers and share capital** - the Corporation has 1,153,865,910 CDIs on issue as at the date of this Notice of Meeting. The Delisting will, of itself, have no impact on the number of Securities. However, in the event that Resolution #2 is passed, the number of Shares on issue in the Corporation will be reduced in the manner set out on page 8;
2. **Assets and liabilities** - the Directors consider that the Delisting will not adversely affect the Corporation's capacity to meet its existing and anticipated obligations and pay its debts as and when they fall due. The Directors believe that the Delisting will result in certain cost savings for the Corporation. Notwithstanding this, in the event that Resolution #2 is passed, the Corporation's cash assets will be reduced in the manner set out on page 8 as a result of the Capital Reduction;
3. **Control of the Corporation** - In the event that Resolution #2 is passed, the number of CDIs on issue in the Corporation will be reduced in the manner set out on page 8 however, this should not have any material impact on control of the Corporation. At present, over 90% of the CDIs in Simavita are held by the top 20 holders and they will not materially change as a result of the Capital Reduction;
4. **Impact on creditors** - having regard to the Corporation's current, anticipated and contingent financial requirements and current cash position, the Directors have assessed that the Delisting will not adversely impact the rights of the Corporation's creditors or the ability of the Corporation to pay its debts as and when they fall due - however where the Capital Reduction is approved the Corporation will use some of its cash reserves to pay out entitlements on the implementation of the Capital Reduction;
5. **Disclosure of CDI price** - the price of the Corporation's securities and trading history will no longer be available on the ASX website or newspapers and stock ticker services;
6. **Listing Rule compliance** – the Listing Rules will cease to apply to the Corporation and it will be primarily regulated under *Business Corporations Act* (British Columbia) as a private company;
7. **CDI/Share trading** – CDI Holders will be able to trade their CDIs on ASX between the date of this Notice of Meeting and the Suspension Date. As mentioned above, following Delisting, CDN will terminate the

trust under which the Shares are currently held and transfer the legal title to the underlying Shares to CDI Holders so that CDI Holders will instead hold the full legal and beneficial title to 1 Share of common stock for every 1 CDI held at the date of Delisting. Shareholders wishing to trade their Shares after this period will be entitled to transfer their shares off-market to a willing third party purchaser in accordance with the Corporation's Bylaws (and any applicable securities laws). Such a third party market may not be liquid and Security holders will be personally responsible for sourcing potential purchasers of their shares;

8. **Limitation under investment mandates** – Certain institutional CDI Holders may be required under their investment mandates to only invest in listed companies. Accordingly, prior to or following the Delisting, such shareholders may be required to transfer their investment to a vehicle which permits investment in unlisted entities or may be required to divest their holding either on-market prior to the Suspension Date or off-market; and
9. **Options** – The Delisting will not have any impact on the Options currently on issue in the Corporation other than, if exercised, the holders will receive Shares in an unlisted Corporation rather than securities traded on ASX.

How can I convert my CDIs to Shares?

All CDI Holders have the right to convert their CDIs into Simavita shares. 1 CDI is equivalent to 1 Share. CDI holders can convert their CDIs into shares any time by:

- Completing and returning the register removal request, which can be obtained by contacting Computershare on 1300 555 159 (within Australia) or +61 3 9415 4000; or
- Contacting your broker, if your CDIs are held on the CHESS Sub-register.

Note that if Shareholders do not approve the Delisting, CDI Holders will be able to convert their Shares back to CDIs at any time. Further after delisting Simavita intends to terminate the current CDI depository arrangements as there will no longer be any need for a person to hold CDIs (instead of direct Shares in Simavita). Please see below.

Steps to be taken by CDN if CDIs are not converted to shares by January 7, 2021

Following Delisting, as there will need no liquid market for the CDIs or Shares, CHESS Depository Nominees Pty Limited (**CDN**) will terminate the Trust under which the shares are currently held and transfer the legal title to the underlying shares so that CDI Holders will instead hold the full legal and beneficial title to 1 share for every 1 CDI held at the Date of Delisting.

Advantages, Disadvantages and risks of Delisting

The Board has considered the potential advantages, disadvantages and risks associated with the delisting the Corporation from ASX.

Advantages of delisting

The key advantages of the Delisting essentially reflect the reasons for the Delisting set out above.

Disadvantages and risks of delisting

The Board has considered the potential disadvantages and risks associated with the Delisting, which include the following:

- (a) The Delisting will directly impact the liquidity that would have otherwise been available to CDI Holders as the CDIs will no longer be capable of being traded on ASX.

- (b) If the Corporation is delisted, the Listing Rules will no longer apply to it. In particular, CDI Holders will forego the protections inherent in the Listing Rules in respect of matters including:
 - (i) disclosures and restrictions on the issue of securities such as the inability to issue over 15% of the Corporation's capital in a 12-month period without shareholder approval;
 - (ii) making significant changes to the Corporation's activities;
 - (iii) requirement to obtain shareholder approval for certain transactions with related parties of the Corporation; and
 - (iv) requirement to comply with the ASX Corporate Governance Principles and Recommendations.

However, the Corporation will continue to be bound by the requirements of the *Business Corporations Act* (British Columbia) which include, subject to the Corporation's Articles, shareholder approval requirements for matters such as:

- i. amendments to the Corporation's articles;
- ii. the election and removal of directors;
- iii. entry into certain transactions with "interested shareholders" of the Corporation;
- iv. entry into fundamental corporate transactions, including, with certain exceptions, a dissolution, merger, consolidation or sale of all or substantially all the assets of the Corporation;
- v. a shareholder of the Corporation participating in certain merger and consolidation transactions may, under certain circumstances, be entitled to appraisal rights, such as having: (a) a court to determine the fair value of the stock or requiring the Corporation to pay such value in cash, and (b) adoption of certain anti-takeover measures; and
- vi. establishing share plans and making amendments to such plans.

Under Canadian securities laws a broad range of regulatory obligations are imposed on companies with public shareholders. These regulatory requirements necessitate the engagement of independent accountants, financial consultants, investor relations, lawyers and other skilled personnel, and compliance with ongoing continuous disclosure obligations and shareholder communications obligations, which represent a significant financial burden. In light of the forgoing, the Corporation believes that the time and costs entailed in meeting the legal obligations to public shareholders cannot be justified in view of the Company's highly illiquid securities and present business strategy.

As a Canadian unlisted non-public reporting company, the Company can continue to raise funds by way of private placement of securities pursuant to various exemptions under Canadian securities laws and by way of private agreement without being subject to certain onerous Canadian securities law disclosures and requirements. Furthermore, Simavita can subsequent to the Delisting, apply to cease to be a reporting issuer and could be a private company with no further public disclosure reporting obligations, which would reduce costs and time spent on compliance.

Remedies available to Shareholders

Shareholders are not afforded rights of dissent with respect to the Delisting, however, if the Delisting is approved and the Corporation proceeds, Shareholder may avail themselves of taking certain legal action if they consider the removal from the ASX contrary to their interests as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, them. The Corporation encourages all securityholders to consult with their own investment dealer, stock broker, accountant, lawyer or other professional advisor.

What is the effect if the Resolution #1 is not passed?

If Resolution#1 is not passed, unless a subsequent proposed delisting is approved by CDI Holders or ASX determines that the Corporation's securities should no longer be listed, the Delisting will not proceed, and the Corporation's securities would remain listed on ASX.

Board Recommendation and Chairman's voting intention for Resolution #1

The Board recommends that CDI Holders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

The Board recommends that CDI Holders seek legal, financial and tax advice about the potential impact of Resolution #1, including the potential advantages and disadvantages of holding shares in an unlisted Canadian corporation.

The indicative timetable for Resolution#1 and Resolution #2 is as follows:

Indicative Timetable

Date	Action
30 October 2020	Submission of formal application to ASX for Delisting
30 October 2020	Announce proposed Delisting of the Company from ASX and Capital Reduction (subject to receipt of shareholder approval).
5 November 2020	Notice of Meeting (seeking approval for the Capital Reduction and Delisting) dispatched to securityholders together with information pack for CDI Holders
10 November 2020	Record date for voting at Special Meeting
2 December 2020	Special Meeting to approve Capital Reduction and Delisting of the Company from ASX
2 December 2020	Lodgement of Appendix 3C (initial notice) for capital reduction
7 December 2020	Ex-date for securityholders entitled to participate in the Capital Reduction
8 December 2020	Record date to identify securityholders entitled to participate in the Capital Reduction
8 December 2020	Capital Reduction offer and retention form dispatched to eligible securityholders
8 December 2020	Capital Reduction period opens
30 December 2020	Suspension Date – suspension of CDIs from trading on ASX
31 December 2020	Capital Reduction period closes
4 January 2021	Lodgement of Appendix 3F (final notice) for capital reduction
4 January 2021	Notification of volume of Securities to be repurchased by the Company under the Capital Reduction
4 January 2021	Removal of Simavita from the official list of ASX
5 January 2021	ASX Settlement Pty Limited to revoke approval of CDIs
7 January 2021	Payment date under Capital Reduction
7 January 2021	Cancellation of shares and corresponding CDIs as a result of repurchase under the Capital Reduction
After 7 January 2021*	Board of directors of CDN resolve to revoke trust
After 7 January 2021*	Notice sent to CDI Holders stating that approval of CDIs has been revoked by ASX Settlement and that CDN has revoked the trust (and the effective date of the revocation of the trust)
After 7 January 2021*	CDN transfers title to the shares underlying any remaining CDIs to the former CDI Holders

Note: * will be updated after consultation with ASX. All dates and times above are to Sydney, Australia time (Australian Eastern Daylight Time). The Company will also inform securityholders of any changes to the indicative timetable referred to above by market announcement made via the ASX market announcements platform.

- II. **Resolution #2:** A special resolution of disinterested CDI Holders (with a 66.67% majority), approving and authorising, pursuant to Article 7 of Simavita's articles (constating documents of the Corporation) and the *Business Corporations Act* (British Columbia), a capital reduction of common shares representing each CDI Holders' beneficial holding up to A\$20,000, (currently held on their behalf in the name of CHESS Depositary Nominees Pty Ltd with the cancellation of the corresponding CDIs), set at a price equal to a 5% premium to the 5-day volume weighted average market price of securities prior to the capital reduction offer (Capital Reduction), subject to the Corporation raising A\$1 million.

Overview of the Capital Reduction

Resolution #2 requires CDI holder approval pursuant to Article 7 of Simavita's articles (constating documents of the Corporation) and the *Business Corporations Act* (British Columbia) to approve and authorize, a capital reduction of common shares representing each CDI Holders' holding up to A\$20,000, set at a price equal to a 5% premium to the 5-day volume weighted average market price of CDIs prior to the capital reduction offer.

The Corporation currently has 1,153,865,910 CDIs on issue as at the date of this Notice of Meeting.

Participation in the Capital Reduction is completely voluntary and CDI Holders can elect whether to opt out of the Capital Reduction.

A CDI holder who does **not** wish to participate in the Capital Reduction needs to complete a CDI Notice of Retention Form, sign where indicated and send the completed form to:

*Computershare Investor Services Pty Limited
GPO Box 1282 Melbourne VIC 3001 Australia*

Or by email to corpactprocessing@computershare.com.au

If a CDI holder does wish to participate in the Capital Reduction they do not need to do anything.

The ex-entitlement date for the Capital Reduction is December 7, 2020. CDIs acquired on or after this date will not confer any entitlement to participate in the Capital Reduction.

(a) **Specific information about Resolution #2 (Capital Reduction)**

Key features of the Capital Reduction

Size of Capital Reduction	Simavita will offer a capital reduction of common shares underlying each CDI Holders' holding up to A\$20,000 worth of CDIs (with the cancellation of the corresponding CDIs).
Capital Reduction Price	The offer price for the Capital Reduction has been set at a price equal to a 5% premium to the 5-day volume weighted average market price of CDIs on the ASX prior to the Capital Reduction offer. The price is A\$0.0185
Eligible Security holders	Security holders are eligible to participate in the Capital Reduction if CDIs were registered in their name on the Capital Reduction Record Date and they continue to hold those CDIs.
Capital Reduction Record Date	5pm (Australian Eastern Daylight time) on December 8, 2020
Opening Date	December 8, 2020
Closing Date	5pm (Australian Eastern Daylight time) on December 31, 2020

Purpose of Capital Reduction

In proposing the Delisting, the Board recognises that it would be beneficial to provide a liquidity mechanism for certain CDI holders, particularly those holding a smaller number of securities, who do not wish to continue holding Simavita shares as an unlisted non-public corporation. Accordingly, in addition to the ability to sell their CDIs on ASX up to the Suspension Date, the Corporation is offering the Capital Reduction to provide CDI Holders with the opportunity to sell part of their holding (or their entire holding in the case of CDI Holders holding a smaller parcel of CDIs) in conjunction with the Delisting.

Details of the Capital Reduction process

Further details of the Capital Reduction, including how CDI Holders can participate in the Capital Reduction, are set out in the Capital Reduction Booklet and the Frequently Asked Questions (FAQs) which will be dispatched to Eligible CDI Holders on or around November 5, 2020.

Advantages and disadvantages of the Capital Reduction

The Board considers that the **benefits and advantages** of the Capital Reduction are as follows:

1. The Capital Reduction Price will be A\$0.0185. Participating securityholders will therefore be able to realise cash for some (or for CDI Holders holding parcels of A\$20,000 or less, all) of their investment in the Corporation at a price that reflects a 5% premium to the 5-day volume weighted trading price of CDIs prior to the announcement of the proposals;
2. Eligible CDI Holders have the opportunity to sell up to A\$20,000 (or for CDI Holders holding smaller parcels, all) of their investment in the Corporation prior to the proposed Delisting, following which there may be a very limited liquid market for the Corporation's Securities;
3. All Eligible Security holders have an equal opportunity to participate in the Capital Reduction;
4. participating CDI Holders will not have to pay brokerage or appoint a stockbroker to sell their CDIs pursuant to the Capital Reduction;
5. Eligible CDI Holders will have the opportunity to sell their holding up to A\$20,000 (or for CDI Holders holding smaller parcels, all) of their Securities at a price which may be above the market price of the Corporation's CDIs available on the ASX.

The Board considers that the Capital Reduction (and the offer under the Capital Reduction) may have the following **disadvantages** to securityholders:

1. If CDI Holders participate in the Capital Reduction, there will be a reduction in the number of CDIs trading on ASX which may decrease liquidity of the Corporation's CDIs traded on the ASX. However, while liquidity may be reduced, the price at which CDIs trade on the ASX may be higher than it would be if the Capital Reduction was not offered. However, if the Delisting proceeds, the Corporation's CDIs will in any event no longer be available for trading on the ASX and trading will become more illiquid;
2. Simavita will be funding the proceeds of the Capital Reduction from its available cash reserves. As a result, the cash reserves of the Corporation after the Capital Reduction will be reduced by a maximum amount of A\$1.28 million, assuming the maximum number of CDIs up to the Capital Reduction offer are repurchased by the Corporation;
3. Where the Capital Reduction is approved by members and a CDI holder does not elect to "opt out" of the Capital Reduction offer, that holder's CDIs will be cancelled for cash but the CDI holder will no longer have any interest in Simavita in respect of the cancelled CDIs and therefore **those exiting CDI Holders will not have the potential to participate in any increased in value should Simavita be successful in its development plans.** While there is no guarantee that Simavita will be successful in its commercialisation / development plans, it is well advanced with both major diaper manufacturers and also suppliers to those manufacturers - with the view to establishing investment, partnering or licence arrangements for the Simavita technology;

4. There has been **no independent valuation** of the CDIs and due to current illiquidity trading prices for Simavita CDIs on the ASX may not reflect the inherent value in holding an interest in the Company.

The Company's Executive Chairman, Mr Michael Spooner, and the other Directors of Simavita (and their Associates) have confirmed that **they will not participate in the Capital Reduction**, and that they plan to continue to hold all of their Securities in Simavita for the foreseeable future as an unlisted public company (assuming the Delisting is approved by securityholders).

Funding the Capital Reduction

The Capital Reduction will be funded from a proposed capital raising to be conducted by the Corporation for an amount of at least A\$1 million. The Corporation is currently in discussions with numerous investors and is well progressed with the capital raising to be completed in the near future. If the capital raising is not completed by the date of member's meeting, Simavita will not proceed with the members' meeting and will withdraw the resolutions from consideration.

As noted above, the Board is seeking investment into Simavita as a private corporation from a number of major international investors. Any future investments after delisting may occur at a valuation that is not linked to the current ASX market price and the Board believes such investment could be less dilutionary to CDI Holders than raising further growth capital on ASX. Whilst the Board is confident that it will be successful in securing private investment, there can be no guarantee at this time as to the timing and terms for any such investment or that it will be able to secure investment on terms which are acceptable to the Corporation.

Board Recommendation and Chairman's voting intention for Resolution #2

The Board recommends that CDI Holders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

OTHER MATTERS TO BE ACTED UPON

The Corporation will consider and transact such other business as may properly come before the Meeting or any adjournment or postponement thereof. The management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting the shares represented by proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

No individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation, and no associate of any such director, executive officer is, or at any time during the Corporation's most recently completed financial year was, indebted to (i) the Corporation or any of its subsidiaries or (ii) indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, other than routine indebtedness.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Corporation or subsidiary.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Information Circular, there were no material interests, direct or indirect, of any informed person of the Corporation, any director of the Corporation, or any known associates or affiliates of any informed person or director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be obtained on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Financial information is provided in the Corporation's comparative financial statements for the Corporation's most recently completed full financial year, namely for the period ended June 30, 2020). Copies of the Corporation's financial statements are available upon request from Peta Jurd, the Corporation's Chief Commercial Officer and Corporation Secretary at pjurd@simavita.com.

APPROVAL

The contents of this Information Circular and the sending thereof have been approved by the Board.

DATED the 30th day of October 2020.

"Michael Spooner"
Michael Spooner
Executive Chairman, Simavita Limited



Simavita Limited

ARBN 165 831 309

CAPITAL REDUCTION BOOKLET

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

If you are in any doubt as to the action you should take, you should consult your accountant, legal, financial or other professional adviser immediately.

This Capital Reduction Booklet is dated November 5, 2020 and is current as at that date.

Proposed Capital Reduction timetable

Date	Action
2 December 2020	Special Meeting to approve Capital Reduction and Delisting of the Company from ASX
2 December 2020	Lodgement of Appendix 3C (initial notice) for capital reduction
7 December 2020	Ex-date for securityholders entitled to participate in the Capital Reduction
8 December 2020	Record date to identify securityholders entitled to participate in the Capital Reduction
8 December 2020	Reminder for Capital Reduction offer and retention form dispatched to eligible securityholders
8 December 2020	Capital Reduction period opens
30 December 2020	Suspension Date – suspension of CDIs from trading on ASX
31 December 2020	Capital Reduction period closes
4 January 2021	Lodgement of Appendix 3F (final notice) for capital reduction
4 January 2021	Notification of volume of Securities to be repurchased by the Company under the Capital Reduction
4 January 2021	Removal of Simavita from the official list of ASX
5 January 2021	ASX Settlement Pty Limited to revoke approval of CDIs
7 January 2021	Payment date under Capital Reduction
7 January 2021	Cancellation of shares and corresponding CDIs as a result of repurchase under the Capital Reduction
After 7 January 2021*	Board of directors of CDN resolve to revoke trust
After 7 January 2021*	Notice sent to CDI holders stating that approval of CDIs has been revoked by ASX Settlement and that CDN has revoked the trust (and the effective date of the revocation of the trust)
After 7 January 2021*	CDN transfers title to the shares underlying any remaining CDIs to the former CDI holders

Note: * will be updated after consultation with ASX. All dates and times above are Sydney, Australia time (Australian Eastern Daylight Time). The Company reserves the right, subject to British Columbia Law, the Australian Corporations Act and the ASX Listing Rules, to amend this timetable without prior notice to Security holders. The Company will inform Security holders of any changes to the indicative timetable referred to above by market announcement made via the ASX market announcements platform.

Key features of the Capital Reduction

Capital Reduction offer	Under the Capital Reduction, the Company is offering to repurchase up to 1,081,081 CDIs per Eligible Security holder at the Capital Reduction Price.
Capital Reduction is conditional on Shareholder approval	The Capital Reduction is conditional on the Company obtaining Shareholder approval for the Capital Reduction at the Special Meeting which will be held in accordance with the arrangements detailed on the Notice of Meeting on December 2, 2020 at 11:00am (Australia Daylight Saving Time). The Capital Reduction must be approved by 66.67% of votes cast at the meeting. If Shareholder approval of the Capital Reduction is not obtained at the Special Meeting, the Capital Reduction will not proceed.
Capital Reduction Price	Under the Capital Reduction, Security holders will be offered the Capital Reduction Price which is \$0.0185 per CDI. This price represents a 5% premium to the Volume Weighted Average Price or the 5 day trading period preceding October 30, 2020 (VWAP).
Eligible Security holders	Security holders are eligible to participate in the Capital Reduction if Securities were registered in their name on the Record Date (December 8, 2020) and they continue to hold those Securities.
Excluded Security holders	Excluded Security holders are Security holders who are excluded from the Capital Reduction Invitation as determined in accordance with 4.1 of this Capital Reduction Booklet.
Record Date	December 8, 2020
Offer Period	the period between December 8, 2020 and December 31, 2020 when holders can submit acceptances under the Capital Reduction
Closing Date	5:00 pm on December 31, 2020

SEEKING INDEPENDENT ADVICE

This Capital Reduction Booklet does **not constitute financial product advice**, it is not a valuation and has been prepared without taking into account your particular investment objectives, financial situation or needs.

You are strongly recommended to obtain your own independent advice before making any financial decisions. The Directors of the Company make no recommendation as to whether or not you should participate in the Capital Reduction.

1. Details of the Capital Reduction

This Capital Reduction Booklet contains information on the Capital Reduction to help you to make an informed decision regarding whether to participate in the Capital Reduction. This booklet may not contain all of the information you require to make your decision and you are strongly recommended to obtain your own independent advice.

Capitalised words and expressions used in this Capital Reduction Booklet are defined in the Glossary to this Capital Reduction Booklet.

Unless otherwise stated, all references to sums of money, \$ and dollars are to Australian dollars and all references to time are to time in Sydney, New South Wales, Australia.

1.1 Background to the Capital Reduction

As previously disclosed, the Company has been significantly impacted by COVID-19. Our initial market opportunity associated with aged care has been in “lock down” and will continue to be closed for clinical testing for an unknown duration. The “lock down” of the aged care industry throughout our geographic areas of interest, including Europe and North America, has meant that the Company has not been able to complete essential clinical or market studies with key partnering organisations. None the less, the Company has and will continue to incur costs and will require financing.

For the reasons outlined in this Booklet the Board believes that it is in the best interest of all securityholders for Simavita to become an unlisted public reporting company.

The Board has unanimously voted in favour of calling a Special Meeting for securityholders to vote on the proposed

delisting of the Company from the Australian Securities Exchange (**ASX**) (the **Delisting**). All Directors confirm that they plan to maintain their equity position through the privatisation process.

In addition, in order to provide the opportunity for a cash exit before delisting in respect to holdings of up to A\$20,000 in CDIs, the Board has determined to request Shareholder approval at the Company's Special Meeting for an equal access off-market Capital Reduction of CDIs (the **Capital Reduction**).

Further details of the Company's reasons for the Delisting, the Capital Reduction and plans for the Company following a Delisting are set out in section 2 of this Capital Reduction Booklet and in the Notice of Meeting and Information Circular which was lodged on the ASX announcement platform on November 5, 2020.

1.2 Approval of the Capital Reduction

For the Capital Reduction to proceed, it must be approved by Shareholders as required by the Company's Articles. Article 7 of Simavita's articles (constating documents of the Company) and the Business Corporations Act (British Columbia) authorises Simavita to purchase or otherwise acquire its own outstanding securities at a price and upon terms determined by Directors.

The Capital Reduction will be approved if more than 66.67% of votes cast at the Special Meeting are cast in favour of both the Capital Reduction and the Delisting.

After the Company is delisted (if approved by Shareholders at the Special Meeting), the Company's Securities:

- will not be listed on the ASX;
- will no longer be publicly traded and
- as a consequence, will be more difficult for a Security holder to dispose of their Securities.

The Capital Reduction will give all Security holders the opportunity to realise some of their investment in the Company (or for Security holders holding parcels with a market value of less than A\$20,000, all of their investment in the Company) at a price that reflects a premium to the trading price of the Company's CDIs prior to the Announcement Date - however there is no guarantee that this price reflects the underlying value of the Company's securities. Security holders should note that the Capital Reduction is for all holdings up to A\$20,000 and security holders do not have a choice to accept a lower capital reduction amount. For example, you hold A\$20,000 worth of CDIs, you can either choose to participate in the Capital Reduction or not participate in the Capital Reduction, you are not able to participate for half your holding (A\$10,000).

1.3 What is an off-market Capital Reduction?

Under a Capital Reduction, a company repurchases its own shares back from shareholders who participate in the Capital Reduction offer. Security holders may choose not to elect to participate in the Capital Reduction. Shares repurchased will be cancelled.

Under the proposed Capital Reduction, the Company offers to repurchase all CDIs held by per Eligible Security holder (up to 1,081,081 CDIs) at the Capital Reduction Price. If you do nothing during the Offer Period and the Company issuing your personal Capital Reduction form, Simavita will repurchase up to 1,081,081 of your CDIs and pay to you the Capital Reduction proceeds to your nominated payment method held with Simavita's registry, Computershare.

If you hold less than 1,081,081 CDIs – Simavita will repurchase all of your holding. If you hold over 1,081,081 CDIs – Simavita will repurchase 1,081,081 CDIs and you will continue to hold the balance of your holding.

If do not want Simavita to purchase your CDIs, you will need to sign and return your personal CDI Notice of Retention Form, which form is your direction to Simavita that you do not want Simavita purchasing your CDIs (i.e. that you are 'opting out' of the Capital Reduction). Further details on how to opt out of the Capital Reduction are set out in Section 2 of this Capital Reduction Booklet.

1.4 Purpose of Capital Reduction

The Board has determined that in light of both the low trading volumes for the Company's CDIs on the ASX and the proposed delisting of the Company from ASX (see Section 2 of this Capital Reduction Booklet for further details), security holders should be given an opportunity to sell some (or for Security holders holding parcels of 1,081,081 CDIs or less, all) of their investment in the Company.

The purpose of the Capital Reduction is to permit Security holders to dispose of some (or for Security holders, all) of their investment in the Company in an off-market Capital Reduction at a price that reflects a premium to the trading price of the Company's CDIs prior to the Announcement Date.

1.5 What are the advantages of the Capital Reduction?

The Board considers that the benefits and advantages of the Capital Reduction are as follows:

- the Capital Reduction Price will be \$0.0185 which represents a 5% premium to the 5 day volume weighted average CDI price on ASX prior to the Announcement Date. Participating Security holders will therefore be able to realise their investment in the Company at a value that reflects a premium to the trading price of CDIs prior to the announcement of the proposals for the Delisting and the Capital Reduction;
- all Eligible Security holders have an equal opportunity to participate in the Capital Reduction;
- participating CDI holders will not have to pay brokerage or appoint a stockbroker to sell their CDIs pursuant to the Capital Reduction;
- Eligible CDI holders will have the opportunity to sell some (or for CDI holders holding parcels of 1,081,081 or less CDIs, all) of their Securities at a price which may be above the market price of the Company's CDIs available on the ASX; and
- as the Capital Reduction provides a sale mechanism for CDI holders independent of the ASX, the Capital Reduction may have the effect of reducing selling pressure on the Company's CDI price. As a result, while liquidity may be reduced, the price at which CDIs trade on the ASX may be higher than it would be if the Capital Reduction was not offered.

Further information about the effect of the Capital Reduction on the Company is set out in Section 4 of this Capital Reduction Booklet.

1.6 What are the disadvantages of the Capital Reduction?

The Board considers that the Capital Reduction may have the following disadvantages to Security holders:

- The Company has not obtained a valuation of the Company's CDIs and there is no guarantee the Capital Reduction Price reflects the underlying commercial value of an interest in the Company;
- If a CDI holder participates in the Capital Reduction, they will in respect of those CDIs cease to have an economic interest in the Company and, while there are no guarantee of the Company succeeding in its commercialization / development efforts, an exiting CDI holder will not participate in any future growth in the Company;
- A CDI holder who participates in the Capital Reduction may incur personal tax on the proceeds received under the Capital Reduction;
- If CDI holders do participate in the Capital Reduction, there will be a reduction in the number of CDIs trading on ASX which may decrease liquidity of the Company's CDIs traded on the ASX. However, while liquidity may be reduced, the price at which CDIs trade on the ASX may be higher than it would be if the Capital Reduction was not offered. However, if the Delisting proceeds, the Company's CDIs will no longer be available for trading on the ASX after delisting and trading is likely to be illiquid; and
- The Company will be funding the proceeds of the Capital Reduction from its available cash reserves. As a result, the cash reserves of the Company after the Capital Reduction will be reduced by a maximum amount of A\$1.29 million, assuming the maximum number of CDIs up to the Capital Reduction offer are repurchased by the Company.

1.7 Will the Capital Reduction proceed if the Capital Reduction is not approved by Shareholders?

No. If Shareholders do not approve the Capital Reduction, the Capital Reduction will not proceed.

1.8 Will the Capital Reduction proceed if the Delisting is not approved by Shareholders?

Yes. The Capital Reduction is not conditional on the Delisting being approved by Shareholders at the Special Meeting. If the Delisting is not approved by Shareholders at the Special Meeting, the Capital Reduction will still proceed.

1.9 Will the Delisting proceed if the Capital Reduction is not approved by Shareholders but the Delisting is approved by Shareholders?

Yes. The Delisting is not conditional on the Capital Reduction being approved by Shareholders at the Special Meeting.

That is, if the Delisting is approved by Shareholders at the Special Meeting but the Capital Reduction is not, the Delisting will proceed.

1.10 How is the Company funding the Capital Reduction?

The proposed Capital Reduction is subject to the Company raising at least A\$1 million prior to the date of the members' meeting and where the Capital Reduction is approved by members, the Company would fund the Capital Reduction from the funding obtained prior to the members' meeting.

1.11 Do I have to sell any of my Securities?

No you do not have to sell your Securities.

BUT if you choose to not do anything, the Company will without further notice to or consent from you repurchase up to 1,081,081 of your CDIs and pay to you the Capital Reduction proceeds to your nominated payment method held with Simavita's registry, Computershare. If you hold less than 1,081,081 CDIs repurchase all of your holding.

In those circumstances if you hold over 1,081,081 CDIs – Simavita will repurchase 1,081,081 CDIs and you will hold 1,081,081 less CDIs than before the Capital Reduction.

If you do not wish to participate in the Capital Reduction you need to complete and return a **CDI Notice of Retention Form**. All CDI holders will be sent, either by mail or electronic communication, the **CDI Notice of Retention Form**. By marking the box "I wish to keep my securityholding", sign where indicated and send the completed form to:

By post: Computershare Investor Services Pty Limited
GPO Box 1282 Melbourne VIC 3001 Australia

OR

By email: corpactprocessing@computershare.com.au

Forms must be received by post or email by 5pm AEDT on December 24, 2020

You should be aware that if you do not participate in the Company's Capital Reduction offer to acquire some or all of your Securities under the Capital Reduction and the Delisting and Capital Reduction are both approved, unless you sell on market prior to the Suspension Date, you will hold Shares in an unlisted company (see Section 2 of this Capital Reduction Booklet for further information).

1.12 How many Securities will the Company Purchase?

Under the Capital Reduction, the Company is offering to repurchase up to 1,081,081 CDIs per Eligible Security holder on the Record Date.

Based on a Capital Reduction Price of \$0.0185 per CDI, the Company will repurchase up to a total of 69,421,223 CDIs), representing approximately 6% of the issued share capital of the Company (in aggregate) as at the date of this Capital Reduction Booklet and based on the full amount of Capital Reduction securities being repurchased. This is the maximum number of Securities which may be repurchased, not the actual number that will be repurchased. The actual number of Securities that will be repurchased under the Capital Reduction will depend on the number of Security holders who choose to participate in the Company's offer to repurchase Securities under the Capital Reduction and the amount of on market sales of CDIs after the Record Date such that some holders are no longer securityholders or hold a reduced amount of CDIs that are eligible to be repurchased.

1.13 Who may participate in the Capital Reduction?

Eligible Security holders who held Securities at 5.00 pm AEDT on December 8, 2020 (and still hold Securities up to the Capital Reduction Date) may participate in the Capital Reduction.

Foreign Security holders including those Security holders whom the Company is aware reside in the United States (**Excluded Security holders**) are not entitled to participate in the Capital Reduction. For details, see Section 4.1 of this Capital Reduction Booklet.

1.14 How will I know how many of my Securities will be repurchased?

The Capital Reduction Price is \$0.0185 per CDI. This price represents a 5% premium to the Volume Weighted Average Price for the 5 day trading period preceding October 30, 2020 (VWAP).

On or around January 4, 2021, the Company will notify Securityholders of the total number of Securities to be repurchased by the Company under the Capital Reduction by way of an announcement on the Company's website.

From January 4, 2021, Security holders will be able to access information as to how many of their Securities will be repurchased by calling the Company on (02) 8405 6334 (within Australia) or +61 2 8405 6334 (outside Australia). If you are a CHES Holder, you should contact your controlling participant. Security holders may also enquire through the Registry website www.investorcentre.com/au on or after January 4, 2021. To access your account, you will need your Holder Identification Number (**HIN**) or Security holder Reference Number (**SRN**).

Once the Company has credited funds to Security holders (see Section 1.15 below of this Capital Reduction Booklet), the Company will send all Security holders who have accepted the Company's offer to repurchase Securities under the Capital Reduction, a statement notifying them of the number of their Securities that have been repurchased and the price paid. Security holders can also access this information on January 7, 2021 by calling the Company on (02) 8405 6334 (within Australia) or +61 2 8405 6334 (outside Australia). If you are a CHESS Holder, you will receive written confirmation as to how many of your Securities will be repurchased from your controlling participant.

Security holders may also enquire through the Registry website www.investorcentre.com/au on or after January 7, 2021. To access your account you will need your HIN or SRN.

1.15 When and how will I receive payment for Securities repurchased?

The Company will send all Security holders who have not provided a **CDI Notice of Retention Form**, a statement on or about January 7, 2021 notifying them of the number of Securities that have been repurchased, which will be accompanied by a direct credit confirmation advice or a cheque for the proceeds in Australian currency.

If you have an existing direct credit authority recorded with the Registry by 5:00 pm AEDT on January 6, 2021, all proceeds due to you under the Capital Reduction will be credited to your nominated bank account. Otherwise, the Company will send you a cheque for the proceeds due to you.

If you want to receive payment for Securities repurchased in a different account from your current direct credit instructions or by cheque, you may change your current direct credit instructions by providing written instructions to the Registry before 5:00 pm AEDT on December 31, 2020. Please note that if you do alter your nominated bank account details, this will be taken to be your nominated bank account for future dividend payments or other purposes.

Unless written advice to the contrary is received by the Registry prior to 5:00 pm on December 31, 2020, cheques or direct credit confirmations will be sent to your address as recorded on the Company's Share or CDI Register on the Capital Reduction Date or thereabouts. It is your responsibility to inform the Registry of any changes to your contact details.

1.16 How long will the Capital Reduction offer be open?

The Capital Reduction offer will be open from December 8, 2020 until 5:00pm AEDT on December 31, 2020.

The Board may, at its discretion, extend the offer period for the Capital Reduction. If the offer period for the Capital Reduction is extended, the new Closing Date will be announced to the ASX.

To the extent permitted by law, a signed **CDI Notice of Retention Form** under the Capital Reduction is irrevocable.

1.17 How does the Capital Reduction compare to selling the CDIs on ASX?

The closing price of the Company's CDIs on the ASX on October 29, 2020, being the trading day before the Announcement Date, was \$0.019. The CDIs will be repurchased under the Capital Reduction for \$0.0185 per CDI. This price represents a 5% premium to the Volume Weighted Average Price for the 5 day trading period preceding October 30 2020 (**VWAP**).

The table below shows the month end trading prices for the Company's CDIs for each of the preceding 12 months prior to the Announcement Date.

Date	Month end ASX trading price (A\$)
30 September 2020	\$0.019
30 August 2020	\$0.020
31 July 2020	\$0.024
30 June 2020	\$0.016
29 May 2020	\$0.023
30 April 2020	\$0.024
31 March 2020	\$0.017
28 February 2020	\$0.019
31 January 2020	\$0.025

31 December 2019	\$0.025
29 November 2019	\$0.008
31 October 2019	\$0.024
30 September 2019	\$0.010

Security holders will not need to appoint a broker or pay brokerage to participate in the Capital Reduction, but brokerage would usually be payable if selling CDIs on the ASX.

The market price of CDIs on the ASX may move higher or lower than the Capital Reduction Price. It may also vary significantly in the future but, if the Company has been Delisted from ASX, all remaining CDIs will be converted to Shares and the Shares will only be able to be sold/transferred off-market to a purchaser and such a transfer market may not be liquid.

By making the Capital Reduction offer **the Company is not making any recommendation or giving any advice as to whether (or how) Security holders should sell their Securities**. Before Security holders decide what to do with their Securities, they should seek their own professional advice (including taxation advice).

The Australian tax consequences if the Company repurchases Securities pursuant to the Capital Reduction may be different to the consequences of selling CDIs on the ASX (see Section 3 of this Capital Reduction Booklet).

1.18 How are my voting rights affected by the Capital Reduction?

If you participate in the Capital Reduction, you will no longer have any voting rights in relation to any Securities the subject of that Retention Form on and from the time the Company enters into a Capital Reduction Contract in relation to those Securities, being January 4, 2021 (ie. the date the Company provides notice of the volume of Securities that will be repurchased under the Capital Reduction).

This means that Security holders who participate in the Capital Reduction, will still be entitled to vote (in accordance with the voting rights attached to their Securities) at any general meeting or special meeting of the Company prior to January 4, 2021. As such, Security holders who participate in the Capital Reduction and were registered as CDI holders as at the record date for the Special Meeting (namely November 10, 2020) will still be able to exercise their voting rights in relation to their Securities the subject of the **CDI Notice of Retention Form**, at the Special Meeting which is to be held on December 2, 2020 at 11am (AEDT). Security holders who participate in the Capital Reduction, will NOT be entitled to vote (in accordance with the voting rights attached to their Securities) at any general meeting or special meeting of the Company after January 4, 2021.

1.19 Can I trade my Securities after the Capital Reduction Period closes?

Yes, you can trade your securities after the Capital Reduction Period closes (until the CDIs are suspended, expected to occur on December 30, 2020), however depending on the extent of trading in CDIs, you may not receive the benefit of the same price or quantity of CDIs that will be purchased under the Capital Reduction if you sell all of your holding or reduce your holding.

Following the Removal Date, on January 4 2021 any remaining CDIs will be converted to Shares, and Shares will only be capable of sale by private off-market transaction with a purchaser in accordance with the Company's articles and applicable Canadian securities laws. As the shares will not be listed on an active market, there will be limited liquidity and Security holders will be personally responsible for sourcing potential purchasers of their Securities. This may present difficulties to selling Security holders

After December 31, 2020, you may sell or otherwise deal with any of your Securities not repurchased by the Company.

1.20 Can I transfer my rights to participate in the Capital Reduction?

No. These rights are personal to you and are not transferable.

1.21 What happens if I do not wish to accept the Company's offer to repurchase my Securities under the Capital Reduction?

If you do not wish to accept the capital reduction offer, you must sign and return the CDI Notice of Retention Form.

If Shareholders approve the Capital Reduction and the Delisting at the Special Meeting, the Company will be removed from the Official List of ASX on January 4, 2021.

Following Delisting, as there will be no liquid market for the CDIs or Shares, CHESS Depository Nominees Pty Limited (CDN) will terminate the trust under which the Shares are currently held and transfer the legal title to the underlying

Shares to CDI holders so that CDI holders will instead hold the full legal and beneficial title to 1 Share for every 1 CDI held at the date of Delisting.

See Section 2 of this Capital Reduction Booklet for further information on the Delisting.

1.22 Are the Directors participating in the Capital Reduction?

No, each of the Directors has confirmed that they will **not** participate in the Capital Reduction and that they plan to continue to hold their Shares in Simavita for the foreseeable future.

1.23 What will the effect of the Capital Reduction be on the Company?

The Notice of Meeting explains the effect of the Capital Reduction on the Company including the impact on:

- the Company's financial performance and position;
- the Company's share capital and reserves;
- solvency of the Company;
- control of the Company;
- liquidity and trading in Company Securities; and
- options and warrants.

Security holders should read this information carefully.

1.24 What happens if I do nothing?

If you do nothing, Simavita will repurchase up to 1,081,081 of your CDIs and pay to you the Capital Reduction proceeds to your nominated payment method held with Simavita's registry, Computershare.

If you hold less than 1,081,081 CDIs – Simavita will repurchase all of your holding.

If you hold over 1,081,081 CDIs – Simavita will repurchase 1,081,081 CDIs and you will hold 1,081,081 less CDIs after the purchase.

1.25 What happens if I want to retain my CDIs?

All CDI holders will be sent, either by mail or electronic communication, a **CDI Notice of Retention Form**.

If you do not wish to participate at all in the Capital Reduction, please mark the box "*I wish to keep my securityholding*", sign where indicated and send the completed form to:

By post: Computershare Investor Services Pty Limited
GPO Box 1282 Melbourne VIC 3001 Australia

OR

By email: corpactprocessing@computershare.com.au

Forms must be received by post or email by 5pm AEDT on December 24, 2020

1.26 Contacting the Company

You can contact the Company by calling:

(02) 8405 6334 within Australia),
+61 2 8405 6334 (outside Australia)

Please ensure that you have your Holder Identification Number (HIN) or Shareholder Reference Number (SRN) ready before you call the Company.

1.27 Can I withdraw or amend a Retention Form?

No. To the extent permitted by law, a Retention Form under the Capital Reduction is irrevocable.

1.28 How can I obtain additional Retention Forms?

If you require a replacement Retention Form, please call the Company on (02) 8405 6334 (within Australia) or +61 2 8405 6334 (outside Australia) Delisting of the Company from ASX

In deciding whether to accept the Capital Reduction Offer for some or all of your Securities, Security holders should be aware that the Company is proposing to delist from ASX (subject to Shareholder approval of the Delisting and Capital Reduction being obtained at the Special Meeting).

This Section sets out an overview of the proposed Delisting, the implications of the Delisting and the intentions for the Company should the Delisting and Capital Reduction be approved by Shareholders. Further information about the Delisting process, reasons for the Delisting and plans for the Company as an unlisted public company are set out in the Notice of Meeting and Information Circular. Further information about the alternatives available to Security holders with respect to their holdings is set out in the letters accompanying the Notice of Meeting and Information Circular and the FAQ accompanying this Capital Reduction Booklet.

1.29 Details of the Delisting

The Board of Simavita has considered all of the Company's alternatives in order to commercialise the Smartz technology, including current and future sources of funding, and after consulting with the Company's Australian and Canadian legal advisors, the Board have unanimously determined that the Capital Reduction and Delisting is in the best interests of the Company and its securityholders (considering the interests of all affected stakeholders).

1.30 Reasons for Delisting

The Board actively seeks to optimise the Company's probabilities for success, increase Shareholder value, and to act in the best interests of the Company.

- **Interest from outside parties:** The Company has received significant interest from major international investors and strategic parties that have an interest in funding Simavita and partnering with Simavita. The Board believes any such capital raising where Simavita is delisted, could be achieved at a higher valuation (and less dilution) than currently as a listed company and also the Board anticipates that those major international investors would have a preference that the Company is not publicly-listed at the time of their investment.
- **Best interests of all CDI holders:** The Simavita Board considers that it is in the best interests of all CDI holders that the Company is delisted from ASX at this time to access alternative funding sources that are not currently available given Simavita's ASX listing and that will be less dilutionary to CDI holders than raising further capital on ASX (although there can be no guarantee as to the amount, timing or price for any future investments).
- **Growth:** It is Simavita's intention to continue to develop and license Simavita's technology, to deliver service to our customers and focus on successfully rolling out new technology to highly competitive mass markets. Future investments into Simavita (as an unlisted corporation), if any, will be used to accelerate growth and/or fund additional capital reductions or buy-backs of securities.
- **Valuation:** The Simavita Board considers that the price of CDIs that are trading on the ASX as at the date of this Capital Reduction Booklet are lower than the underlying value of Simavita, and also is lower than the net assets per share that these CDIs represent.
- **Liquidity:** The Directors believe that the liquidity for CDIs on the ASX is insufficient to provide security holders an avenue to trade their CDIs on market for an appropriate commercial value.
- **Administrative:** The financial, administrative and compliance obligations and costs associated with maintaining an ASX listing can no longer be justified. This is particularly the case given the low levels of trading, both by volume and value in Simavita.
- **Listing Costs** – If the Company is delisted, the Directors expect that the Company will save the following expenses per year
 - ASX Listing Fees – \$34,500
 - Other ASX compliance and registry costs – \$46,570
 - Canadian filing fees (once Simavita voluntarily applies to cease to be a reporting issuer) – \$15,000
 - Audit and Insurance Costs - \$106,400
 - Miscellaneous Professional Fees – \$98,383 (Legal & Company Secretarial)
 - Total - \$300,853.
- **Large Number of Unmarketable Parcels:** There are a large number of CDIs that represent “unmarketable” parcels (being holdings with a value of \$500 or less), indicating a limited market for trading of the securities.

- **Concentrated holdings** - Top 20 CDI holders holding over 90% of CDIs currently on issue and they will not materially change as a result of the Capital Reduction.
- **Large number of CDIs on issue** – The dilutive nature of the large number of CDIs outstanding has caused some liquidity concerns.

1.31 Intentions for the Company following the Delisting

Following the Delisting, if approved by Shareholders, the Company will continue to operate initially as an unlisted public reporting company incorporated in British Columbia, Canada.

As an unlisted company, Management plans to continue to pursue its vision to be a technology supplier to the global diaper market. As such, Management has no plans to change the Company's vision and continues to be focused on a rapid route to market through major industry partnering.

The Company has no current plans to make any material changes to Management or the Board. Michael Spooner intends to remain as Executive Chairman after Delisting.

The Company has changed its business and sales model for how to engage with industry participants and gain market penetration / traction - rather than a direct to market model. While no major product sales have been achieved to date, Simavita has conducted a pilot low scale manufacturing run of diapers incorporating the Company's technology. The Company is currently engaged and well advanced in confidential, non-binding discussions with industry participants for partnering and licensing opportunities ("**Partnering Discussions**") which could lead to product development and marketing opportunities for the Company. Those Partnering Discussions have included negotiations on possible joint marketing and joint development opportunities and also possible financial modelling of how potential industry partners could share in revenue from commercial product sales. Simavita is hopeful that the Partnering Discussions may allow Simavita to penetrate the global diaper market at less cost and more efficiently (in association with a larger industry participant) than if Simavita continued alone (which Simavita has done to date). However, there is no guarantee that any Partnering Discussions will result in binding contracts or even if binding contracts are concluded - that the potential Partnering Discussions will result in Simavita being successful in its development and commercialization objectives. The Company is also currently engaged and well advanced in confidential, non-binding discussions with potential new industry investors regarding an equity investment (the "**Potential Financing**"), but no binding commitments have to date been secured by Simavita and Simavita remains limited by its current cash position. The Potential Financing, if it were to be agreed, would be predicated upon a successful delisting of the Company from the Official List of the ASX.

Future investments after delisting may occur at a valuation that is not linked to the current ASX market price. The Board believes that future investments could be less dilutionary to securityholders and may avoid a capital restructuring. However, there can be no guarantee as to the amount, price or timing of any such future investment and/or future capital reduction(s). As an unlisted public company, Simavita may need to obtain shareholder approval for such an investment transaction and capital reduction as required by Canadian law.

1.32 Effect of Delisting on Security holdings

If the Company's Shareholders approve both the Delisting and the Capital Reduction at the Special Meeting, the Company's CDIs will be suspended from trading on ASX on the Suspension Date and the Company will be removed from the Official List of ASX on the Removal Date. The Removal Date will be no earlier than one month after the date such Shareholder approval is obtained.

Security holders will continue to be able to trade their CDIs on ASX up to the Suspension Date.

Following Delisting, CDN will terminate the trust under which the Shares are currently held and transfer the legal title to the underlying Shares of common stock to CDI holders so that CDI holders will instead hold the full legal and beneficial title to 1 Share for every 1 CDI held at the date of Delisting. After the Removal Date, Shares will only be capable of sale by private transaction.

1.33 How will Simavita be regulated after Delisting?

After Delisting, the Company will be an unlisted public company incorporated under the laws of British Columbia, Canada which will be primarily governed by the Business Corporations Act (British Columbia).

If the Company is delisted, it will no longer be subject to the ASX Listing Rules and, as a British Columbia corporation, as is the case at present, many of the provisions of the Corporations Act will not apply to Simavita. It will also no longer be a disclosing entity for the purposes of the Corporations Act so it will not be required to continuously disclose information, including financial information, to Shareholders following its Delisting, however, until it ceases to be a reporting issuer in Canada, certain information will be required to be disclosed in Canada.

1.34 Further information

The Notice of Meeting and the FAQ sets out some of the implications of Delisting for the Company and some potential advantages, disadvantages and risks for Security holders if the Delisting proceeds. You should read these carefully in deciding whether or not to participate in the Capital Reduction.

If you have any queries regarding the Delisting or whether to participate in the Capital Reduction, you should consult your professional adviser.

The Board recommends that Security holders seek legal, financial and tax advice about the potential impact the Delisting and whether to participate in the Capital Reduction including the potential advantages and disadvantages of holding shares in an unlisted Canadian company.

2. Tax implications for Security holders

2.1 Australian tax implications for Security holders

We have set out below a broad summary of the key Australian income tax implications for Security holders looking to sell their CDIs on the market, converting their CDIs to Shares (which will be in an unlisted British Columbia corporation if the Delisting is approved) and/or participate in the Capital Reduction of up to 1,081,081 CDIs per Eligible Security holder.

This summary does not take into account the specific circumstances of any particular Security holder. As a Security holder you should obtain your own independent professional advice on the tax implications of the above events based on your own specific circumstances.

The comments are based on the tax laws as enacted and our interpretation of the positions adopted by the Australian Taxation Office ("ATO"). These laws and positions are subject to change from time to time.

This summary outlines the Australian income tax implications for Security holders in the Company who are Australian tax residents and are individuals, trusts, complying superannuation funds or companies that hold their Securities on capital account. The income tax treatment for Security holders of the Company who hold Securities on revenue account, such as trading entities, has not been addressed.

Further, this summary does not take into account the circumstances of Security holders who acquired the Securities in respect of their, or an associate's, employment with the Company or an associated entity of the Company.

2.2 Disposal of CDIs

As the holders of CDIs are the beneficial owners for CGT purposes, any disposal of CDIs by you would result in the happening of capital gains tax (CGT) event A1 under section 104-10 of the Income Tax Assessment Act 1997.

A capital gain would arise if the capital proceeds exceeds the cost base. Conversely, a capital loss would arise if the capital proceeds is less than the reduced cost base.

If you are an Australian resident individual or a trust, you may be entitled to reduce any capital gain by 50% (general CGT discount) where the CGT asset has been held for more than 12 months. In the case of a complying superannuation fund, the general CGT discount is 33%. Companies are not entitled to the general 50% CGT discount.

Generally, foreign residents are not subject to Australian CGT, unless the relevant CGT asset is a direct or indirect interest in Australian real property. Further, foreign residents are not entitled to the general CGT discount.

2.3 Conversion of CDIs to Shares

The conversion of CDIs into Shares (which will be in an unlisted British Columbia corporation if the Delisting is approved) would not result in any CGT on the basis that the conversion does not affect your beneficial ownership in the underlying Shares (ie no CGT event has occurred).

The conversion of CDI into Shares would not result in a disposal as the CDI holder had an absolute entitlement to the underlying Shares.

2.4 Subsequent disposal of Shares in the future

Any subsequent disposal of the ordinary shares in the future may give rise to a CGT event, potentially resulting in a capital gain or capital loss.

A capital gain would arise where the capital proceeds exceeds the cost base. Conversely, a capital loss would arise if the capital proceeds is less than the reduced cost base.

If you are an Australian resident individual or a trust, you may be entitled to reduce any capital gain by 50% (general CGT discount) where the CGT asset has been held for more than 12 months. In the case of a complying superannuation fund, the general CGT discount is 33%. Companies are not entitled to the general 50% CGT discount.

Generally, foreign residents are not subject to Australian CGT, unless the relevant CGT asset is a direct or indirect interest in Australian real property. Further, foreign residents are not entitled to the general CGT discount.

The net capital gain after offsetting any capital losses will need to be included in your Australian income tax return. The net capital gain will be taxed at the respective marginal tax rate. Any net capital losses can be carried forward for offset against any capital gain in future income years.

2.5 Capital Reduction of Securities

The Capital Reduction of Securities would constitute an off-market buy -back for the purposes of Division 16K of Part III of the Income Tax Assessment Act 1936. The income tax implications associated with an off market share Capital Reduction for the Security holders would directly flow from the accounting treatment adopted by the Company.

As Simavita has retained losses, the Capital Reduction of Securities would be entirely funded out of its share capital account. Therefore, for tax purposes, the entire Capital Reduction Price would represent a capital component.

The capital component of the Capital Reduction Price will [insert price] which represents all of the Capital Reduction Price. There would be no dividend component as the Company has retained losses.

2.6 Capital Gains Tax – Disposal of Securities

Security holders participating in the Capital Reduction will be deemed for CGT purposes to have disposed of each Security for the capital component of \$0.0185 per CDI prior to the date of delisting, which represents all of the Capital Reduction Price plus the amount (if any) by which the market value exceeds the Capital Reduction price (the capital proceeds). The date of disposal will be taken, for CGT purposes, to be the date on which the Company accepts the Retention Form from the relevant Security holder in accordance with the Capital Reduction Documentation. This is expected to be on or around January 4, 2021.

2.7 Capital Gain or capital loss on sale of Securities into the Capital Reduction

You will make a capital gain on a Security disposed of under the Capital Reduction to the extent that the capital proceeds exceed the cost base of the Security.

Conversely, you will make a capital loss for a Security disposed of under the Capital Reduction to the extent that capital proceeds are less than reduced cost base.

If you are an Australian resident individual or a trust, you may be entitled to reduce any capital gain by 50% (general CGT discount) where the CGT asset has been held for more than 12 months. In the case of a complying superannuation fund, the general CGT discount is 33%. Companies are not entitled to the general 50% CGT discount.

Generally, foreign residents are not subject to Australian CGT, unless the relevant CGT asset is a direct or indirect interest in Australian real property. Further, foreign residents are not entitled to the general CGT discount.

2.8 Foreign tax implications for Security holders

Security holders are urged to consult their tax advisors to determine the particular tax consequences to them of converting their CDIs into Shares (or the automatic conversion of such CDIs into Shares) and/or participating in the Capital Reduction in light of their particular circumstances.

The preceding discussion is not tax advice. Holders are urged to consult their tax advisors to determine the particular tax consequences to them of participating in the Capital Reduction in light of their particular circumstances, including the applicability and effect of federal, state, local, foreign, and other tax laws.

3. Additional information on the Capital Reduction

3.1 Excluded Security holders

Any person holding Securities:

- to whom the Company would be prohibited from paying money pursuant to:
 - the Banking (Foreign Exchange) Regulations 1959 (Cth);
 - Part 4 of the Charter of the United Nations Act 1945 (Cth), the Charter of the United Nations (Terrorism and Dealings with Assets) Regulations 2002 (Cth), the Charter of United Nations (Sanctions - Afghanistan) Regulations 2001 (Cth) and the Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003 (Cth);
 - the Criminal Code Act 1995 (Cth); or

- any other act, rule or regulation prohibiting the Company from making payments to Excluded Security holders,
- whose address on the Company's Share or CDI Register is outside Australia or Canada unless the Company is satisfied that it is lawful and practicable to extend the Capital Reduction Invitation into such jurisdictions); or
- who the Company is aware resides in the United States of America or in a foreign jurisdiction where it would be either illegal under the laws of that jurisdiction or in the opinion of the Company, excessively onerous, costly and/or time consuming, to permit holders residing in that jurisdiction to participate in the Capital Reduction,

is an **Excluded Security holder**.

The Capital Reduction Invitation is not being made to Excluded Security holders. Without limiting the rights the Company otherwise has in relation to Retention Form, a Retention Form submitted by an Excluded Security holder will not be accepted by the Company.

The Company will also reserve the right to reject offers to the extent necessary, as determined by the Company, to ensure that it, or any other person, is not at risk of breaching, and does not actually breach, any Australian or foreign laws (such persons excluded being Excluded Security holders).

By submitting a Retention Form, you warrant that you are not an Excluded Security holder.

3.2 Securities held by trustees and nominees

Trustees and nominees who hold Securities should inform the beneficial owners of the Securities about the Capital Reduction Invitation, subject to any legal restrictions in the countries where such beneficial owners are resident and provided that such persons are not Excluded Security holders, and then aggregate all Retention Forms received from beneficial owners. It is the responsibility of the trustee or nominee to complete Retention Forms on behalf of, and in accordance with instructions from, all beneficial owners.

3.3 Security holders with more than one holding of Securities

You will receive a Retention Form for each separate holding of Securities (for example, if you hold some Securities in your name and some Securities jointly with your spouse, you will receive two Retention Forms). You may choose not for your Securities to participate into the Capital Reduction from any or all of your separate registered holdings provided that you complete the Retention Forms and follow the instructions for each holding you wish to sell into the Capital Reduction.

3.4 Joint Security holders

If you hold your Securities jointly with another person (for example, your spouse) and you have an Issuer Sponsored Holding, you must complete and return any Retention Forms in accordance with instructions for joint holdings on the Retention Forms.

3.5 Restrictions on payment of Capital Reduction proceeds

The Company will pay Security holders the Capital Reduction Price for each of their Securities that are repurchased, unless it is prohibited from doing so.

3.6 Effect of submitting a Retention Form

A Retention Form constitutes a communication not to accept the Company's offer to repurchase from an Eligible Security holder, and an agreement by an Eligible Security holder not to sell to the Company, the Capital Reduction Securities on the terms and conditions set out in the Capital Reduction Documents. A communication on the Retention Form constitutes a binding Capital Reduction Contract which is formed between you and the Company, subject to the satisfaction of the Shareholder approval conditions, and you agree not to sell to the Company the Securities that you hold on the terms and conditions set out in the Capital Reduction Documents, including the terms and conditions set out below.

By submitting a **CDI Notice of Retention Form** you:

- agree that you will not sell to the Company on January 4, 2021 up to 1,081,081 CDIs on your **CDI Notice of Retention Form** and otherwise as determined in accordance with this Capital Reduction Booklet;
- warrant to the Company that at all times after you agree not to sell your Securities pursuant to the Capital Reduction, and on January 4, 2021, you are the registered holder of the Securities that you have agreed not to sell pursuant to the Capital Reduction;
- authorise the Company (and its officers, agents or contractors) to correct any error in, or omission from, your Retention Form(s), and to insert any missing details; and

- acknowledge that neither the Company nor any other party involved in the Capital Reduction has provided you with financial product advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Capital Reduction.

You will be taken to have submitted a Retention Form when the Registry receives a validly completed Retention Form from you or, if you have a CHESS Holding, a Retention Form from your controlling participant through CHESS.

3.7 Accepting the Capital Reduction

By not returning the CDI Notice of Retention Form to the Company, this constitutes an acceptance of the Company's offer to repurchase from an Eligible Security holder, and an agreement by an Eligible Security holder to sell to the Company, the Capital Reduction Securities on the terms and conditions set out in the Capital Reduction Documents. A CDI Notice of Retention Form constitutes a binding Capital Reduction Contract which is formed between you and the Company, subject to the satisfaction of the Shareholder approval conditions, and you must sell to the Company the Securities that you have agreed to sell to the Company on the terms and conditions set out in the Capital Reduction Documents, including the terms and conditions set out below.

By not remitting a **CDI Notice of Retention Form** (whether by returning a **CDI Notice of Retention Form** to the Registry, or, if you have a CHESS Holding, by instructing your controlling participant) you:

- agree to the terms and conditions set out in the Capital Reduction Documents;
- agree that you will sell to the Company on January 4, 2021 the number of Securities nominated for sale on your Retention Form and otherwise as determined in accordance with this Capital Reduction Booklet;
- warrant to the Company that at all times after you agree to sell your Securities pursuant to Capital Reduction, and on January 4, 2021, you are the registered holder of the Securities that you have agreed to sell pursuant to Capital Reduction and that they are free from any mortgage, charge, lien or other encumbrance (whether legal or equitable) and from any third party rights and are otherwise able to be sold by you;
- warrant to the Company on January 4, 2021, that you have not sold, dealt with, agreed to sell or otherwise deal with in the Capital Reduction Securities;
- warrant that you are a person to whom the Capital Reduction offer may lawfully be made and whose participation in the Capital Reduction is permitted under the laws of the jurisdiction in which you are resident;
- warrant that you are not (nor are you acting on behalf of or for the account of) an Excluded Security holder;
- acknowledge that if you are a CDI holder, your Retention Form will operate as an instruction to CDN to transfer the Shares underlying your CDIs back to the Company and the CDIs will be repurchased and cancelled;
- acknowledge that neither the Company nor any other party involved in the Capital Reduction has provided you with financial product advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Capital Reduction;
- authorise the Company to make payment in Australian currency:
 - by direct credit to your nominated account if you have a direct credit authority recorded on the Company's CDI or Share Register at 7:00 pm AEDT on December 31, 2020; or
 - if you do not have a direct credit authority, by cheque mailed to your address shown on the Company's CDI or Share Register at 7:00 pm AEDT on December 31, 2020;
- acknowledge that dispatch of payment above satisfies the Company's obligations to make payment to you for the Securities repurchased;
- agree that damages are not an adequate remedy for breach of the undertakings, agreements and warranties in this Section 4.7 and the Retention Form; and
- undertake that if you breach any of the covenants, undertakings, agreements or warranties in this section 4.7 you will indemnify the Company for all its costs arising from the breach.

3.8 The Company's right to waive requirements and correct errors

The Company may, in its absolute discretion and at any time, deem any Retention Form it receives to be a valid Retention Form, disregard any Retention Form it believes should be disregarded and waive any or all requirements for making, amending or withdrawing an Retention Form, it may do each of these things in relation to some, all or any number of Retention Forms it receives.

3.9 Entitlement to Sell

You are entitled to sell into the Capital Reduction up to 1,081,081 CDIs registered in your name on the Record Date and held at the Capital Reduction Date; (your "**Entitled Securities**").

3.10 Directors' Interests

As at the date of this Capital Reduction Booklet, the Directors held or had a relevant interest in the following Securities.

Director (Last Notification Date)	Common Shares/CDIs/Notes	Options/Warrants
Michael Spooner (7 August 2020)	Dr Anne Spooner - 9,396,302 CDIs	Spooner Group Pty Ltd <Spooner Superannuation Fund> - 6,279,922 options exercisable at AUD\$0.05 on or before 23 June 2023.
Gary Pace (7 August 2020)	Gary W. Pace and Jinny Pace <Pace A/C> - 9,396,302 CDIs	Gary W. Pace and Jinny Pace <Pace A/C> - 6,279,922 options exercisable at AUD\$0.05 on or before 23 June 2023.
Damien Haakman (17 April 2020)	Direct: 5,000 CHESS Depositary Interests (CDIs) Indirect: Damien Haakman <The DMH A/C> - 380,757 CDIs Dussman Pty Ltd - 1,256,145 CDIs Dussman Pty Ltd <Charolais Super Fund A/C> - 12,495,010 CDIs Dussman Pty Ltd<Charolais Super Fund No. 2 A/C> - 9,753,677 CDIs Dussman Pty Ltd <Charolais Super Fund No. 3 A/C> - 4,897,561 CDIs Dussman Pty Ltd <Devonia Investment A/C> - 84,796,075 CDIs Dussman Pty Ltd <The Devonia No 2 A/C> -1,799,049 CDIs	Nil
John McBain (7 August 2020)	Indirect: Fifty Second Celebration Pty Ltd <McBain Family Trust> - 183,721,717 CDIs	Nil
Alan Fisher (20 August 2019)	Nil	Nil

3.11 Continuous disclosure

The Company is currently a disclosing entity for the purposes of the Corporations Act, and as such is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These obligations require the Company to continuously notify the ASX of information about specific events and matters for the purposes of making that information available to the market. In particular, the Company is required by the Listing Rules (subject to certain limited exceptions) to notify the ASX immediately of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of Securities.

The Company may disclose information to the ASX after the date of this Capital Reduction Booklet, but before it repurchases Securities, which may be relevant to the Capital Reduction or which qualifies statements made in the Capital Reduction Documents. Where the Company discloses such information which affects the Capital Reduction, it will do so by announcing it to the ASX, rather than sending it to Security holders, except where otherwise required by law. You can access the information that the Company discloses to the ASX on the ASX's website at www.asx.com.au

3.12 Privacy

The Capital Reduction requires the collection of personal information contained in the Retention Form to enable the Company to process your Retention Form. If you do not provide this information, the Company may be hindered in, or prevented from, processing your Retention Form (s).

The personal information collected by the Company will only be disclosed to;

- Computershare Investor Services Pty Limited, in its capacity as the Company's share registrar;
- a print and mail service provider;
- the Company's advisers in relation to the Capital Reduction;
- financial institutions in respect of payments to you in connection with the Capital Reduction; and
- as required or authorised by law.

If you wish to access the information collected by the Company in relation to your Security holding, please write to the Company, C/- Computershare Investor Services Pty Limited, at privacy@computershare.com.au.

3.13 Applicable law

The Capital Reduction Documents, your Retention Form (s) and any Capital Reduction Contract(s) entered into in connection with the Capital Reduction will be governed by the laws of New South Wales, Australia.

Glossary

Reference	Definition
A\$	Australian Dollars
AEDT	Australian Eastern Daylight Time, being the time in Sydney, Australia
Announcement Date	the date the Company announced the Delisting and Capital Reduction on the ASX, being October 30, 2020
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or the market it operates as the context requires
Board	the board of Directors of the Company
Booklet or Capital Reduction Booklet	this booklet sent to Security holders
Capital Reduction	the proposed off-market Capital Reduction to be undertaken by the Company, the details of which are set out in Section 1 of this Booklet
Capital Reduction Contract	the contract formed between you and the Company on the Capital Reduction Date January 4, 2021
Capital Reduction Documents	this Capital Reduction Booklet, the Notice of Meeting and Proxy Statement and the Retention Forms
Capital Reduction Invitation	the invitation made by the Company to Security holders to Capital Reduction certain Securities held by the Security holders, pursuant to the terms of the Capital Reduction Documents
Capital Reduction Offer	the offer by the Company to repurchase Capital Reduction Securities on the terms and conditions described in this Booklet
Capital Reduction Price	\$0.0185 per CDI. This price represents a 5% premium to the Volume Weighted Average Price for the 5 day trading period preceding October 30, 2020 (VWAP).
CDI	a CHESS Depositary Interest over Shares in Simavita, representing the beneficial interest in 1 Share
CDI holder	the registered holder of a CDI
CDN	CHESS Depositary Nominees Pty Limited
CHESS Holding	a holding of Securities managed by a broker using CHESS

Closing Date	December 31, 2020
Company	Simavita Limited (ARBN 165 831 309)
Corporations Act	Corporations Act 2001 (Cth)
Delisting	the removal of the Company from the Official List of ASX
Director	a director of the Company
Eligible Security holder	a Security holder who was the registered holder of Securities on the Record Date (and who continues to hold Securities at the Capital Reduction Date) and who is not an Excluded Securityholder
Excluded Security holder	any person excluded from the Capital Reduction Invitation as determined in accordance with section 4.1 of this Capital Reduction Booklet
FAQ	Frequently Asked Questions enclosed with this Capital Reduction Booklet
Issuer Sponsored Holder	a holder of Securities on the issuer sponsored sub-register of the Company
Listing Rules	the listing rules of ASX as amended or waived from time to time
Notice of Meeting	the notice of meeting and proxy statement for the Special Meeting which was notified to Securityholders on the Company's ASX announcement platform on October 30, 2020
Offer Period	the period between December 8, 2020 and December 31, 2020 when holders can submit acceptances under the Capital Reduction
Record Date	the date for determining which Shareholders are eligible to participate in the Capital Reduction, being 5.00pm AEDT on December 8, 2020
Registry	Computershare Investor Services Pty Limited
Retention Form	A personalised form upon which a Security holder can choose not to accept the Capital Reduction Offer
Securities	Shares and / or CDIs as the context requires, and in the context of the securities that Simavita is offering to repurchase under the Capital Reduction, Securities refers to both Shares and CDIs
Security holder	a Shareholder or CDI holder
Share	a fully paid share of the capital of the Company and Shares will be construed accordingly
Shareholders	the registered holder of a Share in the Company
Share Register	the share register of the Company maintained by the Registry
Special Meeting	the special meeting of the Shareholders of the Company to be held at 11:00am on December 2, 2020 (AEDT)
Suspension Date	the date on which the Company's Shares are suspended from trading on the ASX which is expected to be close of trading on December 30, 2020

INTERPRETATION

In the Capital Reduction Documents, unless the context otherwise requires:

- the singular includes the plural and vice versa and words importing one gender include other genders;
- other parts of speech and grammatical forms of a word or phrase defined in this document have a corresponding meaning;
- terms used in the Capital Reduction Documents and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- a reference to any currency is a reference to Australian dollars;
- a reference to a section, paragraph, or clause is a reference to a part of this document; and
- a reference to time is a reference to the time in Sydney.

DELISTING AND CAPITAL REDUCTION FREQUENTLY ASKED QUESTIONS

Delisting		
1.	What is Delisting?	<p>Delisting is the process by which Simavita Limited's (Simavita or the Company) CHESS Depository Interests (CDIs) will be removed from the official list of ASX (Delisting).</p> <p>This means that if you hold CDIs in Simavita after its Delisting you will no longer be able to trade them on ASX and after Delisting your CDIs will be converted into ordinary shares in Simavita.</p>
2.	Why is Simavita delisting from the ASX?	<p>It is the Board's view that Delisting is in the best interests of all Simavita Security holders.</p> <p>Further details of the reasons for the Delisting and plans for the Company following Delisting, are set out in the Notice of Meeting and Information Circular that was released on the ASX market announcements platform on November 5, 2020.</p>
3.	Is Delisting subject to Shareholder approval?	<p>The Delisting is subject to both (i) an amount of A\$1 million being raised by the Company prior to the date for the shareholders meeting; and (ii) Shareholder approval. Accordingly, the Board has determined to request Shareholder approval for the Delisting and the Capital Reduction at a special meeting of the Company to be held at 11:00am Sydney time on December 2, 2020.</p>
4.	What happens if Shareholder approval of the Delisting is not obtained or \$1 million is not raised?	<p>If the Delisting is not approved by Shareholders or A\$1 million is not raised by the Company, the Delisting will not proceed and unless a subsequent proposed delisting is approved by Shareholders or ASX determines that the Company's Securities should no longer be listed due to failure to meet minimum listing requirements or other non-compliance with the ASX Rules, the Company will continue to be listed on the ASX and you will be able to continue trading your CDIs in the normal course.</p>
5.	How long can I still trade my CDIs?	<p>You may trade your CDIs on ASX until trading is suspended which, provided Shareholder approval of the Delisting is obtained, is expected to be at the close of trading on December 30, 2020.</p>
6.	When will Simavita be delisted?	<p>Where shareholder approval is obtained for the Delisting, Simavita will be officially delisted from ASX on January 4, 2021 provided Shareholder approval of the Delisting is obtained, however the last day for trading CDIs on ASX will be December 30, 2020.</p>
7.	Will Simavita's CDIs continue to trade after Delisting from ASX?	<p>No. After Delisting, all remaining CDIs will be compulsorily converted to Shares after January 7, 2021 and Shares will only be capable of sale by private off-market transaction with a willing purchaser in accordance with the Company's articles and applicable Canadian securities laws.</p> <p>A market to make a transfer may not be liquid and Shareholders will be personally responsible for sourcing potential purchasers of their Shares and ensuring they comply with applicable law.</p>

Capital Reduction

8.	What is the Capital Reduction?	<p>In proposing the Delisting, the Board recognises that in light of the low liquidity for trading of Simavita's CDIs on the ASX, it would be preferable to provide an opportunity for Security holders to sell some of their investment (or for Security holders holding smaller parcels, all of their investment) prior to the Delisting.</p> <p>Accordingly, the Company is offering to purchase up to 1,081,081 CDIs per Eligible Security holder at the Capital Reduction Price per CDI. This is subject to raising an amount of A\$1 million, in part for working capital and also to fund the Capital Reduction.</p>
9.	How Do I Participate in the Capital Reduction?	<p>If you wish to participate in the Capital Reduction, you do not need to do anything. (<i>see next question as to the consequences of participating in the Capital Reduction</i>)</p>
10.	What happens if I do nothing?	<p>If you do nothing or you wish to participate in the Capital Reduction, Simavita will purchase up to 1,081,081 of your CDIs and pay to you the Capital Reduction proceeds to your nominated payment method held with Simavita's registry, Computershare.</p> <p>If you hold less than 1,081,081 CDIs – Simavita will purchase all of your holding.</p> <p>If you hold over 1,081,081 CDIs – Simavita will purchase 1,081,081 CDIs and you will hold 1,081,081 less CDIs than before the Capital Reduction.</p>
11.	What do I do if I don't want to participate in the Capital Reduction?	<p>All CDI holders will be sent, either by mail or electronic communication, a CDI Retention Form.</p> <p>If you do not wish to participate at all in the Capital Reduction, please mark the box "I wish to keep my securityholding", sign where indicated and send the completed form to:</p> <p>Computershare Investor Services Pty Limited GPO Box 1282 Melbourne VIC 3001 Australia corpactprocessing@computershare.com.au</p> <p>Forms must be received by post or email by 5:00pm Sydney time on December 31, 2020.</p>
12.	What is the Capital Reduction Price?	<p>The Capital Reduction offer price will be \$0.0185 per CDI. This price represents a 5% premium to the Volume Weighted Average Price for the 5 day trading period preceding October 30, 2020 (VWAP).</p>
13.	I would like to receive the Capital Reduction payment in a currency other than A\$ or NZ\$	<p>Simavita's registry, Computershare, offers a number of methods in which payments can be made, other than to Australian, United States, United Kingdom and New Zealand Bank accounts. Computershare offers Global Wire and Global Cheque services for payments in other currencies, subject to minimum amounts.</p> <p>Please ensure that you update your payment method prior to the Capital Reduction payment date, by logging into www.computershare.com.au/easyupdate/SVA</p>
14.	Is the Capital Reduction subject to Shareholder approval?	<p>The Capital Reduction is subject to Shareholder approval. The Board has determined to request Shareholder approval for the Delisting and the Capital Reduction at a special meeting of the Company to be held at 11:00am Sydney time on December 2, 2020.</p>

15.	What happens if Shareholder approval of the Capital Reduction is not obtained?	If shareholder approval of the Capital Reduction is not obtained, the Capital Reduction will not proceed and the Company will not proceed to purchase the shares underlying the CDIs that are subject to the Capital Reduction. In this circumstance, the only available option will be to sell CDIs on market (until the Company is Delisted, if that occurs).
16.	How do I contact the Company?	You can contact the Company by calling: (02) 8405 6334 (within Australia), +61 2 8405 6334 (outside Australia) Please ensure that you have your Holder Identification Number (HIN) or Shareholder Reference Number (SRN) ready before you call.
17.	Who can I speak to at Simavita in relation to the Delisting or Capital Reduction?	Please call or email Danielle Tiller (Investor Relations) at Simavita: investors@simavita.com or on (02) 8405 6334 (Australia) or +61 2 8405 6334 (overseas).
18.	Is anyone excluded from participating in the Capital Reduction?	All securityholders except for an Excluded Securityholder can participate in the Capital Reduction. In general, an Excluded Securityholder is any person holding Securities who the Company is aware resides in the United States of America. For Securityholders outside Australia and Canada, we encourage such securityholders to consult with their own legal or tax advisor.

Options for CDI holders – Pre Delisting

19.	What are my options now (before Delisting)?	<p>You have several options available to you:</p> <ol style="list-style-type: none"> 1) Up to and including December 30, 2020 (assuming the Delisting is approved by securityholders), you can sell your CDIs on ASX (see question 14). 2) Between December 8, 2020 and December 31, 2020, provided you are not an Excluded Security holder (see question 18), you can choose to participate in the Capital Reduction. If you do nothing, this option will apply. (see questions 9 and 10) 3) You can opt out off (i.e. do not participate in) the Capital Reduction, by returning the CDI Retention Form, in which case there will be a compulsory conversion of remaining CDIs held by those CDI holders (who 'opt out') into shares of Simavita following the Delisting (expected to occur on or around 7 January 2021) (see question 11); 4) You can purchase more CDIs on market, until December 30, 2020, assuming that the Delisting is approved by securityholders. <p><i>In considering which option to take, you should note that the Delisting is conditional upon shareholder approval being obtained and A\$1 million being raised, and also that the date of removal remains at January 4, 2021, which may be changed by Simavita if required.</i></p> <p><i>Prior to making a decision, you should obtain financial and tax advice. The Directors of the Company make no recommendation as to which option you should take.</i></p>
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20.	How do I sell my CDIs?	<p><i>Before Delisting</i></p> <p>Up to and including December 30, 2020, you can sell your CDIs as you have previously done so (ie, by contacting your stockbroker). As is customary, you will be responsible for all costs incurred on this sale.</p> <p><i>Sell under the Capital Reduction</i></p> <p>Between December 8, 2020 and December 31, 2020, you can choose to participate in the Capital Reduction (see questions 9 and 10).</p> <p><i>After Delisting</i></p> <p>After Delisting on January 4, 2021, if you still hold CDIs, these CDIs will be compulsorily converted to Shares after January 7, 2021 (see question 21).</p>
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Options for CDI holders – After Delisting

21.	What are my options after my CDIs have been delisted from ASX?	<p>After Delisting on January 4, 2021, if you still hold CDIs, CHESS Depository Nominees Pty Ltd (CDN) will terminate the trust under which the Shares are currently held after January 7, 2021. After January 7, 2021, CDN will transfer the legal title to the underlying Shares to CDI holders so that CDI holders will instead hold the full legal and beneficial title to 1 Share for every 1 CDI held at the date of Delisting.</p> <p>After Delisting, Shares will only be capable of sale by private off- market transactions with a willing purchaser in accordance with the Company's articles and applicable Canadian securities laws. As the shares will not be listed on any active market, there will be a limited liquidity and Security holders will be personally responsible for sourcing potential purchasers of their Securities.</p> <p>Simavita will notify you of any changes to these dates.</p>
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Options for CDI holders – General

22.	Which option is the best?	<p>This is dependent on each CDI holders' individual circumstances and the circumstances of the market at the time of the option election.</p> <p>You should strongly consider obtaining financial advice based on your individual circumstances before deciding which option you should select.</p>
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Tax Consequences

23.	What are the tax implications of the Delisting Capital Reduction?	<p><i>Australian tax implications</i></p> <p>In the event you retain some or all of your CDIs which will convert to Shares as part of the Delisting, the conversion of your CDIs into Shares will not give rise to a capital gains tax event (CGT event).</p> <p>In the event you participate in the Capital Reduction and the Company purchases CDIs, this may give rise to a CGT event, potentially resulting in a capital gain or a capital loss. See section 3 of the Capital Reduction Booklet.</p> <p><i>Tax implications (outside Australia)</i></p> <p>Simavita recommends that you contact your accountant in relation to your participation in the Capital Reduction and the conversion of CDIs into shares.</p>
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SVA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

(within Australia) (02) 8405 6300
(outside Australia) +61 2 8405 6300



Email: investors@simavita.com

Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11:00am (Australian Eastern Daylight Time) on Monday, November 30, 2020**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one common share in the capital of Simavita Limited (the **Company**), so that every 1 (one) CDI registered in your name on 10 November 2020 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

Capitalised terms in this voting instruction form have the same meaning given to those terms in the Company's information circular, unless the context requires otherwise.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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

Lodge your Form:

XX

Return your Form to the Company's share registry:

Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESSE Depositary Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESSE Depositary Nominees Pty Ltd

I/We being a holder of CHESSE Depositary Interests of Simavita Limited hereby direct CHESSE Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of Simavita Limited to be held at the offices of K&L Gates at Level 31, 1 O'Connell Street, Sydney, New South Wales, 2000 Australia, on December 2, 2020 at 11:00 a.m. (Australian Eastern Daylight Time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

For Against Abstain

Resolution #1: Approval of delisting of the Corporation from ASX

a special resolution of disinterested CDI Holders (with a 75% majority), approving and authorizing, for the purposes of ASX Listing Rule 17.11 and for all other purposes, that the Corporation be removed from the official list of ASX on January 4, 2021 (or such later date as is agreed with ASX), subject to the Corporation raising A\$1 million; and otherwise as more particularly described in the accompanying management information circular

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution #2: Approval of Capital Reduction

a special resolution of disinterested CDI Holders (with a 66.67% majority), approving and authorising, pursuant to Article 7 of Simavita's articles (constating documents of the Corporation) and in accordance with the Business Corporations Act (British Columbia), a capital reduction of each CDI Holders' beneficial holding of Simavita common shares up to A\$20,000, (currently held on their behalf in the name of CHESSE Depositary Nominees Pty Ltd with the resulting cancellation of the corresponding CDIs) set at a price equal to a 5% premium to the 5-day volume weighted average market price of securities prior to the capital reduction offer ("Capital Reduction"); subject to the Corporation raising A\$1 million and otherwise as more particularly described in the accompanying management information circular

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution#3: transacting such further and other business as may properly come before the said meeting or any adjournment or postponement thereof

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

--

Sole Director and Sole Company Secretary

Securityholder 2

--

Director

Securityholder 3

--

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

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2 7 0 4 8 7 A



Computershare +

SVA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Return your Form to the Company's share registry:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne
Victoria 3001 Australia



By Email:

corpactprocessing@computershare.com.au

For all enquiries contact the Company on:



Phone:

(within Australia) 02 8405 6334
(outside Australia) +61 2 8405 6334



By Email:

investors@simavita.com

CDI Notice of Retention Form

If you wish to retain your CDIs, your form must be received by 5:00pm (AEDT) 31 December 2020

This form, the Capital Reduction Booklet and Notice of Meeting and Proxy Statement are important documents that require your immediate attention. It can only be used in relation to the CDI holding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: CDI holding Details

Use this form if you wish to retain your CDIs in Simavita Limited and you agree that you will not sell to the Company up to 1,081,081 CDIs on your Retention Form and otherwise as determined in accordance with the Capital Reduction Booklet. If you have recently bought or sold CDIs your CDI holding may differ from that shown. If you have already sold all your CDIs in Simavita Limited, do not complete or return this form. If you have more than one CDI holding on Simavita Limited's register and you do not wish to participate in the CDI Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on 1300 850 505 or +61 3 9415 4000.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored CDI holding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

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

Joint CDI Holding: Where the CDI holding is in more than one name, all of the CDI holders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the CDI holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the CDI holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the CDI holding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the CDI holding is in more than one name the surviving CDI holder may sign the form and return it together with a certified copy of the death certificate of the other joint CDI holder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



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I ND

CDI Notice of Retention Form

STEP 1 CDI holding Details

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. CDI holders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

CDIs held as at 10 November 2020:

For your security keep your SRN/HIN confidential.

STEP 2 Signature of CDI holder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **CDIs WILL NOT PARTICIPATE IN** the Capital Reduction.

Individual or CDI holder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

CDI holder 2

Director

CDI holder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____

Email Address _____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

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How to complete this form

A Request for Direct Crediting of Dividends

Complete this section if you want your cash dividends paid directly into your nominated Australian bank, credit union or building society account. Until you advise otherwise, all future cash dividends will be paid into the nominated account.

IMPORTANT: DO NOT USE THE NUMBER QUOTED ON YOUR CREDIT CARD

If you do not complete this section or this form is incomplete, unsigned or invalid in any other way, you will continue to receive your dividends by cheque, but this does not override any previous Dividend Reinvestment Plan instructions.

Neither the company nor the registry will be responsible for any delays in crediting dividends to your nominated account as a result of transaction procedures or errors by any financial institution.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

B Signature(s)

If you have chosen to have your cash dividends paid directly into your nominated Australian bank, credit union or building society account and you have completed Section A, you must sign this form as follows in the spaces provided:-

- Joint Holding:

where the holding is in more than one name, all of the securityholders must sign.
- Power of Attorney:

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

where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Please return the completed form to:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Australia

FP001

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