

20th October 2021

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxy Form

Notice is hereby given that the Annual General Meeting (AGM) of Analytica Ltd (ALT, the Company) will be held at 10.00 am (Brisbane time) on 25 November 2021 at the Mayflower Room, Level 1, Christie Conference Spaces, 320 Adelaide St, Brisbane, Queensland.

In accordance with modifications to the Corporations Act under the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 No. 82, 2021, the Company will not be sending hard copies of the Notice of Meeting and Explanatory Memorandum to Shareholders.

With regards to the COVID-19 pandemic we are concerned for the safety and health of Shareholders, staff and advisers, so we will put in place certain measures including social distancing requirements and may restrict attendance numbers accordingly if required.

The Notice of Meeting and accompanying Explanatory Memorandum (Notice of Meeting) are being made available to shareholders electronically. To view and download a copy of the Notice of Meeting please visit the Company's website (<https://www.analyticamedical.com>). The Notice of Meeting and the Annual Report are also available on ASX's website, under the Company's ticker code ALT.

All resolutions for the AGM will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the AGM.

Due to the COVID-19 environment, the Company strongly encourages shareholders to vote via proxy for the purposes of the AGM, rather than attending in person. A personalised Proxy Form will be attached to this letter when dispatched by the Registry. Shareholders who have elected to receive notices from the Company in electronic format will receive an email directly from the Registry. Shareholders can update their email addresses and communication preferences via the website linkmarketservices.com.au.

ALT also encourages shareholders to lodge their proxy votes online. To do that, shareholders can login to www.linkmarketservices.com.au using the holding details (SRN or HIN) that will be available on the personalised Proxy Form dispatched by the Registry. Once logged in, select Voting and follow the prompts to lodge your vote. Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Shareholders that experience any problems accessing the proxy voting screen(s) can contact the Registry (Link Market Services Limited) by phone on 1300 554 474 or by email at registrars@linkmarketservices.com.au

By Order of the Board of Directors

Bryan Dulhunty
Company Secretary

ANALYTICA LIMITED ACN 006 464 866

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice of 2021 Annual General Meeting

Date: Thursday, 25 November 2021
Time: 10.00am (Brisbane time)
Place: Mayflower Room, Level 1,
Christie Conference Spaces,
320 Adelaide Street, Brisbane, Queensland

A proxy form is enclosed with this Notice and instructions for its completion and return by post are shown on the form. You can also vote online at www.linkmarket services.com.au.

Important information

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

CHAIRMANS LETTER

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

I am writing to you to invite you, as a shareholder in Analytica Limited (**ALT, Analytica** or the **Company**), to attend our Annual General Meeting on Thursday 25 November 2021.

The meeting will be held at the Mayflower Room, Level 1, Christie Conference Spaces, 320 Adelaide St, Brisbane, Queensland. The meeting will commence at 10.00am with registration available from 9.30am. Following the conclusion of the meeting there will be refreshments and an opportunity to meet with the Board and management.

A proxy form is included in this information pack. The form contains a barcode to assist with the registration process at the meeting. If you attend the meeting, please bring this barcoded form with you. If you are not attending the meeting, the form allows shareholders to appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the proxy form for more information.

If you would like to submit questions on any shareholder matters that may be relevant to the meeting, then please email your questions to investorrelations@analyticamedical.com. While time may not permit me to address all questions, I will endeavour to address the most frequently raised shareholder matters.

If you are unable to attend the meeting, the Chairman's Address to the meeting and the CEO's presentation will be released to the ASX just prior to the start of the meeting and will also be available on the website.

This Notice of Meeting lists the items to be considered at the meeting and the background information on the proposed resolutions is contained in the Explanatory Memorandum following the Notice of Meeting.

I look forward to welcoming you to the Annual General Meeting of Analytica.

Yours sincerely

Dr Michael Monsour
Chairman

NOTICE OF 2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Notice is given that the Annual General Meeting of shareholders of Analytica Limited will be held on Thursday 25 November 2021 at Mayflower Room, Level 1, Christie Conference Spaces, 320 Adelaide St, Brisbane, Queensland. The meeting will commence at 10.00am with registration available from 9.30am

Agenda

1 Financial Statements and Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2021.

2 Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution under section 250R(2) of the Corporations Act:

'That the Remuneration Report for the year ended 30 June 2021 is hereby adopted.'

Notes:

- (1) This resolution is advisory only and does not bind the Company or the directors.
- (2) If 25% or more of votes that are cast are voted against the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than a managing director) must stand for re-election.

Voting Exclusion Statement

The Company will disregard and not count any votes cast on Resolution 1 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel unless:
- (c) the person
 - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
 - (ii) is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
- (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

Resolution 2: Re Election of Dr Michael Monsour as a Director

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

'That Dr Michael Monsour, who retires by rotation at the Annual General Meeting in accordance with clause 41 of the Company's constitution and being eligible for re-election, be re-elected as a director of the Company.'

Note: Information about Dr Michael Monsour appears in the Explanatory Memorandum accompanying this Notice of Meeting.

3 Resolution 3: Approval of Enhanced Placement Capacity

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval be given for the issue of such a number of shares equal to up to 10% of the issued share capital of the Company at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Voting Exclusion Statement

If at the time the approval is sought the Company is proposing make an issue of equity securities under rule 7.1A.2, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any person and their associates who are expected to participate in, or who will obtain a material benefit (except a benefit solely by reason of being a holder of ordinary securities in the Company) as a result of, the proposed issue under ASX Listing Rule 7.1A.2, however the Company need not disregard a vote cast in favour of the Resolution if it is cast by:

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

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Dated: 20th October 2021

By order of the Board

Bryan Dulhunty

Company Secretary

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

VOTING - 2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Appointing a Proxy

1. Shareholders who are unable to attend the Annual General Meeting (AGM) are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the proxy form.
2. A proxy need not be a shareholder of the Company.
3. To appoint a proxy, mark 'X' in Step 1 on the proxy form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.
4. A member of the Company's Key Management Personnel (KMP) or their Closely Related Party must not, whether in person or by proxy, in their own right vote on the adoption of the Remuneration Report in Resolution 1.
5. If a shareholder appoints a KMP of the Company as disclosed in the 2021 Remuneration Report (which includes each of the directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs the KMP how to vote or the Chairman is the shareholder's proxy.
6. If a shareholder appoints the Chairman as their proxy or the Chairman is appointed as the shareholder's proxy by default, then by signing and returning the proxy form the shareholder will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item even though the item is a Remuneration Resolution.
7. If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
8. The Chairman of the Meeting intends to vote all valid available and Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
9. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Sending us your Proxy

10. Completed Proxy Forms must be received by the Share Registry, Link Market Services Pty Limited, at Locked Bag A14 Sydney South NSW 1235 or by fax to +61 2 9287 0309 at least 48 hours before the time for holding the meeting or any adjournment of the meeting. A return envelope is provided.
11. If you wish to submit your appointment of proxy and voting instructions electronically, visit the share registry website, www.linkmarket-services.com.au. You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
12. If your appointment of a proxy is signed by an attorney, or in the case a proxy is submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registry, Link Market Services Pty Limited, at Locked Bag A14 Sydney South NSW 1235 by 48 hours before the time for holding the meeting or any adjournment of the meeting.

Determination of shareholders' right to vote

13. The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7:00pm (Sydney time) on Tuesday 23 November 2021. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

Definitions

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

Corporations Act means the Corporations Act 2001 (Cth).

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 1 in this Notice of Meeting.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held at 10.00am on Thursday, 25 November 2021 at Mayflower Room, Level 1, Christie Conference Spaces, 320 Adelaide St, Brisbane, Queensland. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1 Financial Statements and Reports

The Company's Annual Report 2021 (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2021, on the website of the Company at www.analyticamedical.com.

There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

2 Resolution 1: Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2021 is set out in the Company's 2021 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the CEO and the Company's key senior staff. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 1.

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than a managing director) must be considered for re-election.

As the directors have a personal interest in the proposed Resolution, they make no recommendation as to how shareholders should vote on this Resolution.

3 Resolution 2: Re-Election of Dr Michael Monsour as a director

Role: Non-Executive Director (last re-elected 22 November 2018)

Dr Monsour has a relevant interest in 1,093,761,628 shares (23.71%) in the Company.

Dr Monsour retires by rotation in accordance with the ASX Listing Rules and clause 41 of the Company's constitution, and being eligible, offers himself for re-election as a director. Dr Monsour is a substantial shareholder, with a relevant interest exceeding 23.71% of the shares of the Company. The Board does not consider Dr Monsour to be independent, but the remaining Board members believe that due to the small size of the Company, the time involvement of all directors and the benefits that the experience of Dr Monsour brings to the Company, outweigh the disadvantages of not having an independent chair.

Dr Monsour is a Medical Practitioner with extensive interests in Queensland medical and dental centres. Dr Monsour graduated from the University of Queensland in 1977 in medicine with honours. He operates a medical management company, which provides management support to medical and dental practitioners. He is the principal of Godbar Software (established 1988) which is one of Australia's leading software developers of Occupational Health, Safety and Medical Accounting software packages in Australia.

The directors (with Dr Monsour abstaining) unanimously recommend that shareholders vote in favour of this Resolution.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

4 Resolution 3 – Approval of Enhanced Placement Capacity

4.1 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

Resolution 3 seeks Shareholder approval for the Company to have Enhanced Placement Capacity to issue equity securities without shareholder approval. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders of the Company present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 3 will be to allow the directors to issue shares under the Enhanced Placement Capacity pursuant to Listing Rule 7.1A during the Enhanced Placement Period (described below) without shareholder approval, in addition to the Company's 15% Placement Capacity.

If Resolution 3 is not passed, the Company will not be able to issue shares under the Enhanced Placement Capacity pursuant to Listing Rule 7.1A and will remain subject to the 15% Placement Capacity limit on issuing shares without shareholder approval set out in Listing Rule 7.1.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

4.2 Calculation of the Enhanced Placement Capacity

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in Listing Rule 7.1A.2, being:

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

Where:

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

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue the convertible securities was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;
- (iv) plus the number of any other fully paid ordinary securities that became fully paid in the relevant period; and
- (v) less the number of fully paid ordinary securities cancelled in the last 12 months.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

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

D is 10%

E the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date of issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

4.3 Minimum Issue Price

The issue price of shares issued under the Enhanced Placement Capacity will be for cash consideration and not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the shares are to be issued is agreed by the Company and the recipient of the shares; or
- (b) if the shares are not issued within 10 trading days of the date in paragraph 4.3(a) above, the date on which the shares are issued.

4.4 Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (b) the time and date of the Company's next Annual General Meeting; or
- (c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Enhanced Placement Period).

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

4.5 Dilution of existing shareholders

(a) Dilution risks

If Resolution 3 is approved by the shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

(b) Economic risks

(i) There is a risk that:

(A) the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and

(B) the shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date.

(ii) If shares are issued at a discount to the net tangible asset value per share (NTA) there may be a negative impact on NTA.

(b) Potential dilution of existing ordinary shareholders

The below table shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of fully paid ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.001 50% decrease in issue price	\$0.002 issue price	\$0.003 50% increase in issue price
Current Variable A 4,613,801,129 shares	10% voting dilution	461,380,113 shares	461,380,113 shares	461,380,113 shares
	Funds raised	\$461,380	\$922,760	\$1,384,140
50% increase in Variable A 6,920,701,694 shares	10% voting dilution	692,070,169 shares	692,070,169 shares	692,070,169 shares
	Funds raised	\$692,701	\$1,384,140	\$2,076,211
100% increase in Variable A 9,227,602,258 shares	10% voting dilution	922,760,226 shares	922,760,226 shares	922,760,226 shares
	Funds raised	\$922,760	\$1,845,520	\$2,768,281

The table has been prepared on the following assumptions:

- (A) The Company issues the maximum number of shares available under the Enhanced Placement Capacity.
- (B) The 10% voting dilution reflects the aggregate percentage dilution against the fully paid issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (C) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the Enhanced Placement Capacity, based on that shareholder's holding at the date of the meeting.
- (D) The table shows only the effect of issues of shares under Listing Rule 7.1A.2, not under the 15% Placement Capacity under Listing Rule 7.1.
- (E) The issue price is \$0.002, being the closing price of the shares on 22 September 2021.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

4.6 Specific information required by Listing Rule 7.3A

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

- (a) The Company may issue shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities and the development of the PeriCoach™ System.
- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

4.7 Shareholder Approval previously obtained under ASX Listing Rule 7.1A

The Company obtained shareholder approval under ASX Listing Rule 7.1A at the Company's last Annual General Meeting held on 26 November 2020.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

4.8 Information required by ASX Listing Rule 7.3A.6

Total number of securities issued under Listing Rule 7.1A.2 and the percentage they represent of the total number of equity securities on commencement of the 12 month period preceding the date of the meeting	The Company issued 351,961,233 shares under Listing Rule 7.1A.2 during the 12 months preceding this meeting, representing 9.5% of the total number of equity securities on issue (3,700,462,332) at the commencement of the 12 month period preceding the date of the meeting.
The names of the persons to whom the Company issued the securities or the basis on which those persons were identified or selected	Shares were issued to a number of institutional and sophisticated investors and other persons to whom no disclosure was required under the <i>Corporations Act 2001</i> (Cth).
The number and class of equity securities issued	351,961,233 fully paid ordinary shares (Placement Shares)
The price at which the equity securities were issued and the discount if any that the issue price represented to closing market price on the date of the issue	The Placement Shares were issued at a price of 0.35 cents per Placement Share which was at a premium to the closing share price of 0.3 cents on the date of issue.
The total cash consideration received, the amount of cash that has been spent, what it was spent on and what is the intended use for the remaining amount of that cash (if any)	The total amount received from the issue of the Placement Shares was \$1,231,864. All funds raised have been spent on allowing the Company to pursue opportunities for both PeriCoach and EIS in foreign and domestic markets, particularly North America and Europe, adding to the existing manufacturing and distribution agreements announced for China and the Middle East. There is no remaining cash.

EXPLANATORY MEMORANDUM

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

4.9 Voting Exclusion Statement – ASX Listing Rule 7.3A.7

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

The directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

CONTACT INFORMATION

2021 ANNUAL GENERAL MEETING

Analytica Limited ACN 006 464 866

Analytica Limited

c/o Avance Chartered Accountants
222 Bazaar Street,
Maryborough Qld 4655

Email: investorrelations@analyticamedical.com

Company Secretary

Mr Bryan Dulhunty

Share Register

Link Market Services Pty Limited
Locked Bag A14
Sydney South NSW 1235

Telephone: + 61 1300 554 474

Annual Report

To request a copy of the Annual Report, simply contact the Company.

Electronic versions of Analytica Annual Report are available at www.analyticamedical.com

Australian Securities Exchange Listing

ALT

ANALYTICA

Analytica Limited

ACN 006 464 866

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Analytica Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Analytica Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Thursday, 25 November 2021 at Mayflower Room, Christie Conference Centre, Level 1, 320 Adelaide St Brisbane (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

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

Resolutions

For Against Abstain*

- 1 Adoption of the Remuneration Report
- 2 Re Election of Dr Michael Monsour as a Director
- 3 Approval of Enhanced Placement Capacity

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



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ALT PRX2102C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am Brisbane time) on Tuesday, 23 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Analytica Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.