

AGM Notice & Letter from the Chair of the Board

25 October 2021

Dear Shareholders

I am pleased to invite you to the 2021 Annual General Meeting of LBT Innovations Limited which will take place on **Monday, 29 November 2021 at 11.30 am (Adelaide time)**.

At my first AGM as your Chair, I was looking forward to meeting you in person however, the health and wellbeing of shareholders and our people is a priority and we must comply with the South Australian Government requirements. Given the continuance of COVID travel and health restrictions, we will conduct a virtual meeting. I would like to assure you that in planning for this virtual meeting we have endeavoured to provide the best opportunity for Shareholders to participate in the meeting, to ask questions and to vote.

You are able to register for the online meeting by emailing your shareholding name and the last four digits of your shareholder number (SRN or HIN, being a 10 digit number prefaced by 'I' or 'X') to Ray Ridge, our Company Secretary, at info@lbtinnovations.com and you will subsequently be provided with your unique registration details via a return email. Registrations are required by 11.30am (Adelaide time) on Thursday 25 November 2021.

Over the past year, LBT has focused on laying the foundations to grow our business and strengthen awareness and adoption of our APAS® technology. We are now partnering with two global leaders in microbiology, Beckman Coulter and Thermo Fisher, providing greater scale and enhanced market access into the United States and Europe. In addition, we continue our technology innovation in order to provide breadth and depth to our offering. These building blocks position us well to strive to become the market leader in digital microbiology. We believe that Artificial Intelligence will completely disrupt the field of microbiology to make it more accurate and efficient, and support improved clinical diagnosis for our customers.

I am informed that shareholders provided strong feedback to the Board at the 2020 AGM. Our CEO, Brent Barnes, followed this up with a shareholder consultation process to better understand the issues. The Board has now implemented a number of strategies in response to this feedback including:

- **Improved communication with shareholders.** Our CEO and a number of directors have undertaken detailed consultation and follow up with shareholders. We have sought to improve our style and channels to communicate with you, including our regular Investor Calls which I note are well attended.
- **Rejuvenation of the Board.** As part of an externally led recruitment process, I was appointed as non-executive director to the Board on 1 July 2021 and after structured onboarding became Chair of the Board on 30 September 2021. At that time, our outgoing Chair, Kate Costello, retired from the Board. In May this year, long term non-executive director, Caroline Popper also retired from the Board. More recently, on 4 October 2021, Brian O'Dwyer was appointed as a non-executive director. As casual Board appointments, both myself and Brian offer ourselves for election at this AGM [*Resolutions 2 & 4*]. Further, under LBT's policy to attract and align directors with Shareholder outcomes, it is proposed that each of myself and Brian receive a parcel of unlisted options, subject to the approval of Shareholders [*Resolutions 3 & 5*]. For continuity, Damian Lismore who joined the Board in 2019 and heads our Audit Committee, is also offering himself for re-election [*Resolution 6*].

- **Align directors with shareholder outcomes.** As was announced in March this year, the Board has adopted a new policy where all non-executive directors should hold the equivalent of one year of their fees in LBT shares, within four years of their appointment. Damian Lismore and Simon Arkell have elected to sacrifice 25% of their directors fees to acquire shares in the Company from 1 April 2021 (although Mr Lismore had previously met his contractual commitment to acquire 200,000 shares). These shares will, subject to approval of Shareholders, be acquired once annually and based on the volume weighted average price of the Company's shares [*Resolutions 7 and 8*].

The Board continues to work proactively for the benefit of all shareholders and has sought to listen and address concerns. In the event however, there are 25% or more votes cast against the Remuneration Report [*Resolution 1*], then the AGM will move to consider a conditional Spill [*Resolution 10*]. If passed, it will require all existing non-executive directors to stand for re-election within 90 days of the AGM, if they so choose to offer themselves for re-election. **All shareholders should vote on the Spill Resolution as part of completing their submission of their Proxy Form**, however, these votes will only be counted should there be a greater than 25% vote against the Remuneration Report.

The Board unanimously supports all resolutions at this AGM (to the extent individual directors do not have an interest in certain resolutions), other than Resolution 10 which it recommends shareholders vote AGAINST this resolution as not being in the best interests of the Company.

In accordance with Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth), LBT will not dispatch physical copies of the Notice of Meeting. Instead, a copy of the Notice of Meeting is available at the Company's website at www.lbtinnovations.com and at the Company's Announcements Platform at www.asx.com.au (ASX: LBT).

If you have elected to receive notices by email, LBT will provide a link to where the Notice of Meeting and other materials can be viewed or downloaded via email. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter, for your convenience.

Whilst shareholders will be able to vote online during the AGM, you are encouraged to lodge a proxy ahead of the AGM. Shareholders can vote by proxy by completing the enclosed Proxy Form. Instructions on how to appoint a proxy or return the Form are detailed on the Proxy Form.

We encourage you to access and read the Notice of Meeting prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact our Company Secretary, Ray Ridge, on +61 8 8227 1555.

Yours faithfully



Joanne Moss
Chair

LBT INNOVATIONS LIMITED
ABN 95 107 670 673

NOTICE OF ANNUAL GENERAL MEETING

to be held at

Date: Monday 29 November 2021

Time: 11:30am (Adelaide time)

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON

Due to the COVID-19 pandemic the Annual General Meeting will be held as a virtual meeting via webinar. This is to comply with the Australian Government regulations on gatherings and to ensure the health and safety of Shareholders. Details on attending the Annual General Meeting and on online voting are contained in this Notice of Annual General Meeting.

AVAILABILITY OF THE NOTICE OF MEETING

In accordance with Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth) ("Treasury Amendment Act"), the Company will not be dispatching physical copies of this Notice of Meeting unless a Shareholder has elected to receive documents in hard copy, in accordance with the time frame specified by 253RB(3) of the Treasury Amendment Act. For each shareholder that the Company has an email address on record, the Company will send an electronic copy of this Notice and material relating to the Meeting or provide a link to where the Notice and other material can be viewed or downloaded by email. To the other Shareholders, the Company will send a letter setting out a URL for viewing or downloading the Notice and other material. If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of LBT Innovations Limited ABN 95 107 670 673 (**Company**) will be held virtually on an online platform commencing at 11:30am (Adelaide time) on Monday 29 November 2021. Details on how to participate in the live webinar are set out below.

Important Notice – Changes to Meeting Procedure due to COVID-19

The Board advises that due to the current restrictions on public gatherings in relation to COVID-19, and the potential for changes to those restrictions at short notice, the Company considers it is inadvisable to plan for Shareholders to attend the Company's Annual General Meeting (**AGM**) in person. The AGM will therefore be held via a fully virtual webinar.

Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via webinar must email the Company Secretary at info@lbtinnovations.com by 11.30am (Adelaide time) on Thursday 25 November 2021 to register, and will then be provided with log-in details, including a password for the AGM.

The Company is following the health advice of the Australian Government and has taken these steps in the interests of the health and safety of its Shareholders, employees, and the broader community.

The Company appreciates the understanding of its Shareholders during these exceptional times.

Voting on Resolutions

Shareholders are advised that all resolutions will be decided on a poll. Please note that you are strongly encouraged to lodge proxy votes for the AGM.

Shareholders and proxyholders will be able to vote at the Meeting online by:

- visiting www.web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox);
- entering the unique Meeting ID: 308 867 847;
- Shareholders will need to provide their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as applicable as their 'username' and the postcode as their 'password'. Overseas residents will require their country code (contained in the online voting guide) as their password; and
- Proxyholders will need to contact Computershare Investor Services on +61 3 9415 4024 to receive their unique 'username' and 'password'.

Online voting registration will commence 30 minutes prior to the start of the AGM. For full details on how to log-on and vote online, please refer to the user guide which can be accessed at www.computershare.com.au/onlinevotingguide.

Shareholders with multiple holdings will either need to log-on to Lumi under each SRN or HIN to vote live at the AGM or cast their vote on other holdings ahead of the AGM via proxy vote.

Proxy votes must be received by 11.30am (Adelaide time) on Saturday 27 November 2021. Instructions on how to lodge proxy votes (which include the ability to lodge proxies electronically) are set out in this Notice of Meeting.

Attending the Meeting via Webinar

Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via webcast must email the Company Secretary at info@lbtinnovations.com by 11.30am (Adelaide time) on 25 November 2021 to register, and will then be provided with log-in details for the Meeting.

Participation in the Meeting

To assist with preparation for the Meeting, shareholders are strongly encouraged to submit any questions they may have of the Company in advance by emailing the Company Secretary info@lbtinnovations.com by 11.30am (Adelaide time) on Thursday 25 November 2021. However, shareholders will have an opportunity to ask questions on the day. Due to the difficulties of having a large number of attendees on a webcast, participants will be on listen-only mode, with one speaker permitted at a time.

The CEO and Managing Director will be providing a presentation at the AGM. The presentation will be available on the Company's website at <https://lbtinnovations.com/investor-centre/>.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 11.30am (Adelaide time) on Saturday 27 November 2021, even if they plan to attend the Meeting online.

Your Vote is Important

The AGM is an important event for the Company and is an opportunity for Shareholders to review the 2021 Annual Report, ask questions and vote on relevant matters.

AGENDA

1. To receive and consider the financial report and the reports of the Directors and of the auditor for the financial year ended 30 June 2021

To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company for the financial year ended 30 June 2021.

2. Company performance and prospects

To receive information from the Chief Executive Officer and Managing Director about the Company's performance and future prospects.

3. Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2021

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act 2001:

'That the Remuneration Report for the year ended 30 June 2021 be 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 the Managing Director) must stand for re-election. Greater than 25% of votes were cast against this resolution in the 2020 AGM. As such, if 25% of votes are again cast against this Resolution at this meeting, then a 'Spill Resolution' will be put to shareholders (provisionally included as Resolution 10).

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- (a) by or on behalf of any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel, regardless of the capacity in which the vote is cast;
- (b) as a proxy by a member Key Management Personnel at the date of the meeting, or that Key Management Personnel's Closely Related Party.

However, the Company will not disregard a vote cast in favour of this resolution if it is cast as a proxy for a person who is entitled to vote on this resolution and either:

- (c) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (d) the person is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

4. Resolution 2 – Election of Ms Joanne Moss as a Director

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

‘That Joanne Moss, who being eligible to stand for election as a Director of the Company, be elected as a Director of the Company.’

5. Resolution 3 – Approval of the Issue of Options to Ms Joanne Moss

On the basis that Resolution 2 is approved, to consider, and if thought fit, pass the following resolution as an ordinary resolution:

‘That for the purpose of Listing Rule 10.11 and for all other purposes, the grant by the Company of 1,250,000 Unlisted Options at an exercise price of \$0.081 per Share, to the Director, Ms Joanne Moss or her nominee pursuant to the terms and conditions set out in the Explanatory Memorandum is approved.’

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) Ms Joanne Moss; or
- (b) any associate of Ms Joanne Moss.

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

- (c) 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
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) 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.

In accordance with the *Corporations Act 2001* (Cth), a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company’s Remuneration Report for the year ended 30 June 2021; and
- (b) a closely related party of such a member.

In addition, the Company will disregard the vote of any person appointed as a proxy if:

- (c) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a closely related party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, in each case, the Company will not disregard the vote of a person described in paragraph (a), (b), (c) or (d) above on the resolution if the vote is not cast on behalf of a person described in any such paragraph and either:

- (e) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (f) the person is the chair of the Meeting and the appointment of the chair as proxy;
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

6. Resolution 4 – Election of Mr Brian O’Dwyer as a Director

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

‘That Brian O’Dwyer, who being eligible to stand for election as a Director of the Company, be elected as a Director of the Company.’

7. Resolution 5 – Approval of the Issue of Options to Mr Brian O’Dwyer

On the basis that Resolution 4 is approved, to consider, and if thought fit, pass the following resolution as an ordinary resolution:

‘That for the purpose of Listing Rule 10.11 and for all other purposes, the grant by the Company of 500,000 Unlisted Options at an exercise price of \$0.136 per Share, to the Director, Mr Brian O’Dwyer or his nominee pursuant to the terms and conditions set out in the Explanatory Memorandum is approved.’

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) Mr Brian O’Dwyer; or
- (b) any associate of Mr Brian O’Dwyer.

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

- (c) 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
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) 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
 - (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with the *Corporations Act 2001* (Cth), a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2021; and
- (b) a closely related party of such a member.

In addition, the Company will disregard the vote of any person appointed as a proxy if:

- (c) the person is either:
 - (iii) a member of the Key Management Personnel of the Company; or
 - (iv) a closely related party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, in each case, the Company will not disregard the vote of a person described in paragraph (a), (b), (c) or (d) above on the resolution if the vote is not cast on behalf of a person described in any such paragraph and either:

- (e) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (f) the person is the chair of the Meeting and the appointment of the chair as proxy;
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

8. Resolution 6 – Re-election of Mr Damian Lismore as a Director

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

'That Damian Lismore, who retires in accordance with clause 20.2 of the Company's Constitution, and being eligible to stand for re-election as a Director of the Company, be re-elected as a Director of the company.'

9. Resolution 7 – Approval of the Issue of Shares to Simon Arkell (in lieu of cash owing for Directors fees)

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

'That for the purpose of Listing Rule 10.11 and for all other purposes, the issue by the Company of 57,239 Ordinary Shares to a Director, Mr Simon Arkell, or his nominee, pursuant to the terms and conditions set out in the Explanatory Memorandum is approved.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) Mr Simon Arkell; or
- (b) any associate of Mr Simon Arkell.

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

- (c) 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
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (v) 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
 - (vi) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with the *Corporations Act 2001* (Cth), a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2021; and
- (b) a closely related party of such a member.

In addition, the Company will disregard the vote of any person appointed as a proxy if:

- (c) the person is either:
 - (v) a member of the Key Management Personnel of the Company; or
 - (vi) a closely related party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, in each case, the Company will not disregard the vote of a person described in paragraph (a), (b), (c) or (d) above on the resolution if the vote is not cast on behalf of a person described in any such paragraph and either:

- (e) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (f) the person is the chair of the Meeting and the appointment of the chair as proxy;
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

10. Resolution 8 – Approval of the Issue of Shares to Damian Lismore (in lieu of cash owing for Directors fees)

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

‘That for the purpose of Listing Rule 10.11 and for all other purposes, the issue by the Company of 68,764 Ordinary Shares to a Director, Mr Damian Lismore, or his nominee, pursuant to the terms and conditions set out in the Explanatory Memorandum is approved.’

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) Mr Damian Lismore; or
- (b) any associate of Mr Damian Lismore.

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

- (c) 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
- (d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (e) 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.

In accordance with the *Corporations Act 2001* (Cth), a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company’s Remuneration Report for the year ended 30 June 2021; and
- (b) a closely related party of such a member.

In addition, the Company will disregard the vote of any person appointed as a proxy if:

- (c) the person is either:
 - (vii) a member of the Key Management Personnel of the Company; or
 - (viii) a closely related party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, in each case, the Company will not disregard the vote of a person described in paragraph (a), (b), (c) or (d) above on the resolution if the vote is not cast on behalf of a person described in any such paragraph and either:

- (e) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (f) the person is the chair of the Meeting and the appointment of the chair as proxy;
 - (i) does not specify the way the proxy is to vote on the resolution; and

- (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

11. Resolution 9 – Approval of a 10% Placement Facility

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

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

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in the 10% Placement Facility, the subject of this resolution, and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their associates.

However, the Company will not disregard a vote cast in favour of this resolution by or on behalf of:

- (a) 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
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. Resolution 10 – Provisional Board spill resolution (subject to the results of resolution 1)

Important Note:

Please note that the following resolution is a contingent resolution, and will only be put to the meeting if more than 25% of votes validly cast on Resolution 1 in this Notice of Meeting are cast AGAINST that Resolution.

A vote for this Resolution 10 is a vote for a spill meeting.

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

“That, subject to and conditional on at least 25% of the votes cast on resolution 1 (Remuneration Report) being cast against the adoption of the Remuneration Report:

- (a) *a meeting of shareholders of LBT Innovations Limited be held within 90 days of this Annual General Meeting (“Spill Meeting”);*
- (b) *all of the Company’s Directors (other than the Managing Director) who were Directors of the Company when the resolution to adopt the remuneration report as contained in the LBT Innovations Limited Annual Financial Report for the period ended 30 June 2021 was put to shareholders, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.*

Voting Exclusion Statement

The following applies if, and only if, there is a 'second strike' with the result that a spill resolution must be passed.

The Company will disregard any votes cast on this resolution by or on behalf of:

- (a) a member of the Key Management Personnel of the Company, details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2021; and
- (b) a closely related party of such a member.

In addition, the Company will disregard the vote of any person appointed as a proxy if:

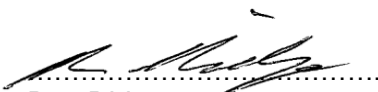
- (c) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a closely related party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, in each case, the Company will not disregard the vote of a person described in paragraph (a), (b), (c) or (d) above on the resolution if the vote is not cast on behalf of a person described in any such paragraph and either:

- (e) the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- (f) the person is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Dated: 22 October 2021

By order of the Board



Ray Ridge
Company Secretary

NOTES

1. The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7:00pm (Adelaide time) 27 November 2021. Accordingly, those persons are entitled to attend and vote at the meeting.
2. If you are eligible, you may vote online during the meeting or by proxy or attorney. A member who is a body corporate may appoint a representative to vote on its behalf.
3. To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
4. A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
5. Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may 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.
6. The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
7. To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - By mail c/- Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria 3001
 - Online: www.investorvote.com.au
 - Proxies may also now be lodged electronically by casting votes online by following the prompts at www.investorvote.com.au. To use this facility, you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
 - Intermediaries/Custodians can vote online by visiting www.intermediaryonline.com (subscribers only).
 - By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
8. Any proxy form received after this deadline including at the meeting will be treated as invalid.
9. Except in relation to resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company, unless a shareholder specifically directs a proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

10. Any undirected proxies held by the other Directors or any other Key Management Personnel or their Closely Related Parties will not be voted on resolutions connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.
11. Subject to the following paragraph, if a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair intends to vote, as proxy for that shareholder, in **favour** of Items 1, 3, 5, 7, 8 and 9. The Chair intends to vote all undirected proxies **against** Item 10, if Item 10 is put to the meeting.
12. If a shareholder wishes to appoint the Chair as proxy and does not specify how the Chair is to vote on resolutions connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, the shareholder must expressly authorise the Chair to exercise the vote in respect of that matter. If the shareholder does not so expressly authorise the Chair to vote how the Chair wishes in respect of that matter, the Chair may not exercise the proxy vote in respect of that matter. **Shareholders are urged to read the directions on the proxy form carefully, especially if intending to appoint the Chair of the meeting as proxy.**
13. 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. Their Closely Related Parties are defined in the *Corporations Act 2001*, and include certain members of their family, dependents and companies they control.

EXPLANATORY MEMORANDUM

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 on Monday 29 November 2021. These explanatory notes in relation to each agenda item should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1. To receive and consider the financial report and the reports of the Directors and of the auditor for the financial year ended 30 June 2021

The LBT Innovations Limited Annual Report 2021 (which includes the financial report, the Directors' report and the auditor's report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the Chair 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.

A copy of the Annual Report has been sent to shareholders (where requested) and is also available on the Company's website at www.lbtinnovations.com.

2. Company performance and prospects

The Chief Executive Officer and Managing Director will provide a presentation in relation to the Company's performance and future prospects.

3. Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2021

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 Managing Director, and the Company's staff. The Chair 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.

No member of the Key Management Personnel or Closely Related Party of the Key Management Personnel may vote in favour of Resolution 1.

Any undirected proxies held by the other Directors or any other Key Management Personnel or their Closely Related Parties will not be voted on Resolution 1.

Any undirected proxies held by the Chair may only be voted by the Chair in the event that the proxy form does not direct the Chair how to vote, but expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by marking either "**For**", "**Against**" or "**Abstain**" on the Voting Form for that item of business. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chair as your proxy.

Under the Corporations Act 2001, 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 the Managing Director) must go up for re-election. Greater than 25% of votes were cast against this resolution in the 2020 AGM. As such, if 25% of votes are again cast against this Resolution at this meeting, then a 'Spill Resolution' will be put to shareholders (provisionally included as Resolution 10).

4. Resolution 2 – Election of Ms Joanne Moss as a Director

Joanne Moss was appointed to the Board on 1 July 2021 and in accordance with clause 19.4 of the Company's Constitution retires and is eligible for election as a Director.

Joanne has significant experience as a Non-Executive director and committee chair in the current med-tech landscape. She is currently a Non-Executive director and committee chair of Ellume, an award-winning med-tech company that develops, manufactures and commercialises high-performance digital diagnostics for consumers, health professionals and laboratories.

An accomplished industry representative, Joanne is a media trained corporate spokesperson, roundtable facilitator, lecturer and keynote speaker on innovation, technology, leadership, corporate governance and ESG.

Joanne was previously chief legal and corporate affairs officer within a Fortune 500 brand. Prior to that, she was a corporate adviser and dispute resolution lawyer within an international top-tier law firm.

Joanne has a deep understanding of the commercial drivers and pressure points of technologically disruptive organisations and the skillset required to oversee enterprise strategy around global commercialisation, scale up, partnerships and capital raising. Her prior executive experience in legal, risk, governance, compliance, privacy and stakeholder engagement allows her to ambitiously drive commercial objectives in a holistic, ethical and sustainable manner.

The Directors (apart from Ms Moss, who does not make a recommendation) unanimously recommend that you vote in favour of this resolution.

5. Resolution 3 – Approval of the Issue of Options to Joanne Moss

Resolution 3 seeks shareholder approval for the purposes of ASX Listing Rule 10.11 to the granting of 1,250,000 unlisted Options by the Company to Ms Joanne Moss or her nominee. The Options will have a ten-year term from the date of issue. They may be exercised after a two-year vesting period and then at any time during the term at an exercise price equal to \$0.081 per share, being the volume weighted average price during the five trading days prior to the agreement to appoint Ms Moss to the Board, being 30 June 2021. The full terms of the Options are set out in Annexure A to this Explanatory Memorandum.

ASX Listing Rule 10.11 requires that Shareholder approval be obtained where an entity issues, or agrees to issue, Equity Securities to a related party (which includes a Director of the Company), or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. The Options are Equity Securities and the issue of Options to a Director (or their nominee) requires Shareholder approval under ASX Listing Rule 10.11, on the basis that Directors are related parties of the Company.

The Board considers it reasonable to grant 1,250,000 Options on the terms set out in Annexure A to Ms Moss or her nominee, having regard to the circumstances of the Company and the responsibilities of her position as Chair and as a means of incentivising Ms Moss. The value of the Options issued will not be included in Remuneration of Directors, for the purpose of calculating the Remuneration limit of Directors, as approved by Shareholders.

The Options will not be quoted on the ASX, will lapse if Ms Moss ceases to be a Director, will be transferable only with the consent of the Board and will otherwise be issued on standard terms set out in Listing Rules insofar as treatment of the Options in the case of reconstructions, bonus and rights issues.

In the event that the granting of the Options to Ms Moss is not approved by shareholders, the Options will not be granted and the Company will need to consider alternative arrangements to incentivise and retain the Chair of the Board.

Ms Moss currently holds no Shares or Options in the Company.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolution 3:

- (a) the Options will be issued to Ms Moss or her nominee;
- (b) Ms Moss is a Related Party of the Company, by virtue of being a Director;
- (c) a total of 1,250,000 unlisted Options will be granted;
- (d) the Options vest two years from the issue date, and then be exercised at a price of \$0.081 per share and lapse ten years from the issue date. Other terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum. Once exercised, the resultant Shares will be fully paid and will rank equally in all respects with existing Shares;
- (e) the Options will be issued within one month of this Meeting;
- (f) the Options are issued for nil consideration. In the event of the exercise of the Options, funds raised will be used to augment the working capital of the Company;
- (g) no funds will be raised by the issue of Options. The purpose of the proposed granting of the Options is to attract, incentivise and retain a person with the right skills and experience for the Chair role. The offer of Options to newly appointed Directors on the above terms, is in keeping with the Company's prior practice;
- (h) The current remuneration package for Ms Moss, as the Non-Executive Chair, consists of a base remuneration of \$89,000 per annum, together with \$7,000 per annum as member of the Remuneration & Nominations Committee (all amounts inclusive of statutory superannuation); and
- (i) a voting exclusion statement for Resolution 3 is included in the Notice of General Meeting.

If Resolution 3 is passed (and approval is therefore obtained for the purposes of ASX Listing Rule 10.11), further shareholder approval is not required under ASX Listing Rule 7.1, and the securities issued pursuant to resolution 3 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1 (falling under exception 14 of ASX Listing Rule 7.2).

The Directors (with Joanne Moss abstaining) recommend that you vote in favour of this resolution.

Important information for Shareholders;

The Chair will not vote any undirected proxies in relation to this Resolution unless the Shareholder expressly authorises the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorise the Chair.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on this Resolution by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of this Resolution, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

6. Resolution 4 – Election of Mr Brian O'Dwyer as a Director

Brian O'Dwyer was appointed to the Board on 4 October 2021 and in accordance with clause 19.4 of the Company's Constitution retires and is eligible for election as a Director.

Brian has more than 20 years of experience in the healthcare and laboratory testing industry. He is currently the Chief Executive Officer of Q² Solutions, a leading clinical trials laboratory testing organisation and subsidiary of IQVIA (NYSE: IQV), a global provider of clinical research services to the life sciences industry.

Having previously held a number of senior roles at Eurofins Central Laboratory and ICON Plc, Brian brings deep industry knowledge and expertise in laboratory testing businesses to the Board. His experience spans across the establishment, management, integration and restructuring of both business and commercial operations through the clinical research spectrum.

Brian strengthens the Board's skillset with strategic planning, business strategy and leadership skills.

The Directors (apart from Mr O'Dwyer, who does not make a recommendation) unanimously recommend that you vote in favour of this resolution.

7. Resolution 5 – Approval of the Issue of Options to Brian O'Dwyer

Resolution 5 seeks shareholder approval for the purposes of ASX Listing Rule 10.11 to the granting of 500,000 unlisted Options by the Company to Mr Brian O'Dwyer or his nominee. The Options will have a ten year term from the date of issue. They may be exercised after a two year vesting period and then at any time during the term at an exercise price equal to \$0.136 per share, being the volume weighted average price during the five trading days prior to the agreement to appoint Mr O'Dwyer to the Board, being 27 September 2021. The full terms of the Options are set out in Annexure A to this Explanatory Memorandum.

ASX Listing Rule 10.11 requires that Shareholder approval be obtained where an entity issues, or agrees to issue, Equity Securities to a related party (which includes a Director of the Company), or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. The Options are Equity Securities and the issue of Options to a Director (or their nominee) requires Shareholder approval under ASX Listing Rule 10.11, on the basis that Directors are related parties of the Company.

The Board considers it reasonable to grant 500,000 Options on the terms set out in Annexure A to Mr O'Dwyer or his nominee, having regard to the circumstances of the Company and the responsibilities of his position as Non-Executive Director and as a means of incentivising Mr O'Dwyer. The value of the Options issued will not be included in Remuneration of Directors, for the purpose of calculating the Remuneration limit of Directors, as approved by Shareholders.

The Options will not be quoted on the ASX, will lapse if Mr O'Dwyer ceases to be a Director, will be transferable only with the consent of the Board and will otherwise be issued on standard terms set out in Listing Rules insofar as treatment of the Options in the case of reconstructions, bonus and rights issues.

In the event that the granting of the Options to Mr O'Dwyer is not approved by shareholders, the Options will not be granted and the Company will need to consider alternative arrangements to incentivise and retain Mr O'Dwyer as Non-Executive Director of the Company.

Mr O'Dwyer currently holds no Shares or Options in the Company.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolution 5:

- (a) the Options will be issued to Mr O'Dwyer or his nominee;
- (b) Mr O'Dwyer is a Related Party of the Company, by virtue of being a Director;
- (c) a total of 500,000 unlisted Options will be granted;
- (d) the Options vest two years from the issue date, and then be exercised at a price of \$0.136 per share and lapse ten years from the issue date. Other terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum. Once exercised, the resultant Shares will be fully paid and will rank equally in all respects with existing Shares;

- (e) the Options will be issued within one month of this Meeting;
- (f) the Options are issued for nil consideration. In the event of the exercise of the Options, funds raised will be used to augment the working capital of the Company;
- (g) no funds will be raised by the issue of Options. The purpose of the proposed granting of the Options is to attract, incentivise and retain a person with the right skills and experience for the Non-Executive Director role. The offer of Options to newly appointed Directors on the above terms, is in keeping with the Company's prior practice;
- (h) Mr O'Dwyer's current remuneration package as a Non-Executive Director is \$54,000 per annum (inclusive of statutory superannuation as applicable); and
- (i) a voting exclusion statement for Resolution 5 is included in the Notice of General Meeting.

If Resolution 5 is passed (and approval is therefore obtained for the purposes of ASX Listing Rule 10.11), further shareholder approval is not required under ASX Listing Rule 7.1, and the securities issued pursuant to resolution 5 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1 (falling under exception 14 of ASX Listing Rule 7.2).

The Directors (with Brian O'Dwyer abstaining) recommend that you vote in favour of this resolution.

Important information for Shareholders;

The Chair will not vote any undirected proxies in relation to this Resolution unless the Shareholder expressly authorises the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorise the Chair.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on this Resolution by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of this Resolution, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

8. Resolution 6 – Re-election of Mr Damian Lismore as a Director

Damian Lismore was appointed to the Board on 25 March 2019 and in accordance with clause 20.2 of the Company's Constitution retires and is eligible for re-election as a Director.

Damian has held a number of directorships and has extensive commercial, international and listed company experience (both ASX and NASDAQ), covering many industries including healthcare and technology. In his executive career, he held CEO, CFO and Company Secretarial roles and continues to act as an advisor to CEOs, Boards and business owners.

With a background in M&A, licensing and business financing, Damian has a track record in helping businesses grow. He was CFO at Nexvet Biopharma plc, which attracted significant US institutional backing and listed on NASDAQ in 2015. The business evolved to have research capabilities in Australia, clinical operations in USA and manufacturing operations in Ireland. In 2017, following the successful completion of clinical trials for its lead program the business was acquired by Zoetis Inc. Damian was also CFO at Biota and was instrumental in securing and managing major licenses with global pharmaceutical companies and securing a major US grant that allowed the business to transition from the ASX to NASDAQ.

Damian broadens the Board skillset with his global outlook, networks and his strong commercial acumen.

The Directors (apart from Mr Lismore, who does not make a recommendation) unanimously recommend that you vote in favour of this resolution.

9. Resolution 7 – Approval of the Issue of Shares to Simon Arkell (in lieu of cash owing for Directors fees)

Resolution 7 seeks shareholder approval for the purposes of ASX Listing Rule 10.11 to the issue of 57,239 Ordinary Shares to Mr Simon Arkell or his nominee, at an average issue price of AUD\$0.09877 (9.877 cents) per Ordinary Share, in lieu of amounts otherwise payable in cash for Directors fees of \$5,653.74.

ASX Listing Rule 10.11 requires that Shareholder approval be obtained where an entity issues, or agrees to issue, Equity Securities to a related party (which includes a Director of the Company), or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies. The Shares are Equity Securities and the issue of Shares to a Director (or their nominee) requires Shareholder approval under ASX Listing Rule 10.11 on the basis that Directors are related parties of the Company.

During March 2021, a new Board Policy was established which represents an ongoing commitment for all Non-Executive Directors, current and future, to invest a minimum of one year's Directors fees within four years of commencing as a Director or commencement of the policy. Directors may elect to acquire LBT shares on market or to sacrifice 25% of their gross Directors fees over four years to acquire new LBT Shares, subject to shareholder approval at the Company's AGM each year. Acquiring on market is subject to the Company not being in a closed period under its Trading Policy. An upfront commitment to sacrifice 25% of Directors fees over four years is not subject to future closed periods and this was an important consideration in Mr Arkell electing to sacrifice 25% of his Directors Fees rather than accumulating the required investment on market. This approach also has less administrative requirements for Mr Arkell who resides overseas.

Under the policy, the number of LBT Shares to be issued to the Directors in lieu of 25% of each month's Directors fees is determined by a monthly VWAP of the Company's Shares traded on the ASX. This calculation is prepared once annually, for the cumulative 25% of monthly Directors fees withheld until the last practicable month prior to preparation of the notice of meeting for the Company's Annual General Meeting. If approved by shareholders, new LBT Shares will be issued within one month of the Annual General Meeting.

The proposed Shares to be issued to Mr Arkell, or his respective nominee, are in lieu of amounts otherwise payable in cash for 25% of his Directors fees owing between the period 1 April 2021 to 30 September 2021. The monthly amounts owed and the applicable monthly VWAP's are as follows:

| Month | Amount owed * | Monthly VWAP | Number of Shares |
|--------|-------------------|--------------|------------------|
| Apr-21 | \$942.29 | 0.093 | 10,132 |
| May-21 | \$942.29 | 0.080 | 11,779 |
| Jun-21 | \$942.29 | 0.083 | 11,353 |
| Jul-21 | \$942.29 | 0.105 | 8,974 |
| Aug-21 | \$942.29 | 0.116 | 8,123 |
| Sep-21 | \$942.29 | 0.137 | 6,878 |
| | \$5,653.74 | | 57,239 |

* Being 25% of Directors fees owing for that month

In the event that the issue of Shares to Mr Arkell is not approved by shareholders, the amount of his Directors fees withheld shall be paid in cash, at the greater of his Directors fees withheld and the market value of the proposed number of Shares based on a 30 day VWAP immediately prior to the AGM.

If shareholders approve Resolution 7, the value of the Shares issued will not be included in Remuneration of Directors, for the purpose of calculating the Remuneration limit of Directors, as approved by Shareholders.

As at the date of the Notice of Meeting, Mr Arkell holds no Shares and 500,000 unlisted options. Following the issue of the Shares, if approved by Shareholders, Mr Arkell will hold 57,239 Shares and 500,000 unlisted options.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolution 7:

- (a) the Shares will be issued to Mr Arkell (or his respective nominee);
- (b) Mr Arkell is a Related Party of the Company, being a Non-Executive Director;
- (c) up to a total of 57,239 Shares will be issued;
- (d) the Shares will be fully paid and will rank equally in all respects with existing Shares;
- (e) the Shares will be issued within one month of this Meeting;
- (f) the Shares will be issued at an average issue price of A\$0.09877 (9.877 cents) per Share, calculated on a monthly VWAP, as set out in the above table;
- (g) no funds will be raised by the issue of Shares, although the Company's liability of \$5,653.74 to Mr Arkell in relation to his remuneration owing will be satisfied by the issue. The purpose of the proposed issue is to fulfil the requirements of a Board Policy requiring all Non-Executive Directors to accumulate a shareholding equivalent to one year's annual Directors Fees. The purpose of the policy is to create greater alignment between the interests of Directors and those of shareholders;
- (h) Mr Arkell's current remuneration package as a Non-Executive Director consists of a base remuneration of \$54,000 per annum and \$7,000 per annum as member of the Audit and Risk Committee (all amounts inclusive of statutory superannuation as applicable); and
- (i) a voting exclusion statement for Resolution 7 is included in the Notice of General Meeting.

If Resolution 7 is passed (and approval is therefore obtained for the purposes of ASX Listing Rule 10.11), further shareholder approval is not required under ASX Listing Rule 7.1, and the securities issued pursuant to resolution 7 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1 (falling under exception 14 of ASX Listing Rule 7.2).

The Directors (with Mr Simon Arkell abstaining) recommend that you vote in favour of this resolution.

Important information for Shareholders;

The Chair will not vote any undirected proxies in relation to this resolution unless the Shareholder expressly authorises the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorise the Chair.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on this resolution by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of this resolution, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

10. Resolution 8 – Approval of the Issue of Shares to Damian Lismore (in lieu of cash owing for Directors fees)

Resolution 8 seeks shareholder approval for the purposes of ASX Listing Rule 10.11 to the issue of 68,764 Ordinary Shares to Mr Damian Lismore, or his nominee, at an average issue price of AUD\$0.10017 (10.017 cents) per Ordinary Share, in lieu of amounts otherwise payable in cash for Directors fees of \$6,888.21.

ASX Listing Rule 10.11 requires that Shareholder approval be obtained where an entity issues, or agrees to issue, Equity Securities to a related party (which includes a Director of the Company), or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be

obtained, unless an exception in ASX Listing Rule 10.12 applies. The Shares are Equity Securities and the issue of Shares to a Director (or their nominee) requires Shareholder approval under ASX Listing Rule 10.11 on the basis that Directors are related parties of the Company.

During March 2021, a new Board Policy was established which represents an ongoing commitment for all Non-Executive Directors, current and future, to invest a minimum of one year's Directors fees within four years of commencing as a Director or commencement of the policy. Directors may elect to acquire LBT shares on market, or to sacrifice 25% of their gross Directors fees over four years to acquire new LBT Shares, subject to shareholder approval at the Company's AGM each year. Acquiring on market is subject to the Company not being in a closed period under its Trading Policy. An upfront commitment to sacrifice Directors fees is not subject to future closed periods. This was an important consideration in Mr Lismore electing to sacrifice 25% of his Directors Fees.

Mr Lismore elected to participate in the new Board policy even though he had already met his contractual requirement to hold a minimum 200,000 LBT Shares. This requirement was met by Mr Lismore shortly after commencing as a Director.

Under the policy, the number of LBT Shares to be issued to the Directors in lieu of 25% of each month's Directors fees is determined by a monthly VWAP of the Company's Shares traded on the ASX. This calculation is prepared once annually, for the cumulative 25% of monthly Directors fees withheld until the last practicable month prior to preparation of the notice of meeting for the Company's Annual General Meeting. If approved by shareholders, new LBT Shares will be issued within one month of the Annual General Meeting.

The proposed Shares to be issued to Mr Lismore, or his respective nominee, are in lieu of amounts otherwise payable in cash for 25% of his Directors fees owing between the period 1 April 2021 to 30 September 2021. The monthly amounts owed and the applicable monthly VWAP's are as follows:

| Month | Amount owed * | Monthly VWAP | Number of Shares |
|--------------|----------------------|---------------------|-------------------------|
| Apr-21 | \$1,021.88 | 0.093 | 10,988 |
| May-21 | \$1,021.88 | 0.080 | 12,774 |
| Jun-21 | \$1,097.57 | 0.083 | 13,224 |
| Jul-21 | \$1,248.96 | 0.105 | 11,895 |
| Aug-21 | \$1,248.96 | 0.116 | 10,767 |
| Sep-21 | \$1,248.96 | 0.137 | 9,116 |
| | \$6,888.21 | | 68,764 |

* Being 25% of Directors fees owing for that month. Change in remuneration reflects a change in composition of Board committees during June.

In the event that the issue of Shares to Mr Lismore is not approved by shareholders, the amount of his Directors fees withheld shall be paid in cash, at the greater of the amount of his Directors fees withheld and the market value of the proposed number Shares based on a 30 day VWAP immediately prior to the AGM.

If shareholders approve Resolution 8, the value of the Shares issued will not be included in Remuneration of Directors, for the purpose of calculating the Remuneration limit of Directors, as approved by Shareholders.

As at the date of the Notice of Meeting, Mr Lismore holds 203,716 Shares and 500,000 unlisted options. Following the issue of the Shares, if approved by Shareholders, Mr Lismore will hold 272,480 Shares and 500,000 unlisted options.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolution 8:

- (i) the Shares will be issued to Mr Lismore (or his respective nominee);
- (ii) Mr Lismore is a Related Party of the Company, being a Non-Executive Director;
- (iii) up to a total of 68,764 Shares will be issued;

- (iv) the Shares will be fully paid and will rank equally in all respects with existing Shares;
- (v) the Shares will be issued within one month of this Meeting;
- (vi) the Shares will be issued at an average issue price of AUD\$0.10017 (10.017 cents) per Share, calculated on a monthly VWAP, as set out in the above table;
- (vii) no funds will be raised by the issue of Shares, although the Company's liability of \$6,888.21 to Mr Lismore in relation to his remuneration owing will be satisfied by the issue. The purpose of the proposed issue is to fulfil the requirements of a Board Policy requiring all Non-Executive Directors to accumulate a shareholding equivalent to one year's annual Directors Fees. The purpose of the policy is to create greater alignment between the interests of Directors and those of shareholders;
- (viii) Mr Lismore's current remuneration package as a Non-Executive Director consists of a base remuneration of \$54,000 per annum together with \$10,000 per annum as Chair of the Audit and Risk Committee and \$10,000 per annum as Chair of the Remuneration & Nominations Committee (all amounts inclusive of statutory superannuation); and
- (ix) a voting exclusion statement for Resolution 8 is included in the Notice of General Meeting.

If Resolution 8 is passed (and approval is therefore obtained for the purposes of ASX Listing Rule 10.11), further shareholder approval is not required under ASX Listing Rule 7.1, and the securities issued pursuant to resolution 8 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1 (falling under exception 14 of ASX Listing Rule 7.2).

The Directors (with Mr Damian Lismore abstaining) recommend that you vote in favour of this resolution.

Important information for Shareholders;

The Chair will not vote any undirected proxies in relation to this resolution unless the Shareholder expressly authorises the Chair to exercise the proxy even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel. Please note that if the Chair of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly so authorise the Chair.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on this resolution by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of this resolution, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

11. Resolution 9 – Approval of a 10% Placement Facility

Background to Resolution 9

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company's market capitalisation as at 15 October 2021 was \$33.2 million (289,115,164 issued Shares at \$0.115 closing price per share). Further, the Company is not included in the S&P/ASX 300 Index, and is therefore an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is now seeking shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. It is the Company's intention that funds received under the 10% Placement Facility will be used to further develop the APAS commercialisation. Funds raised under the 10% Placement Facility may also be used to supplement the Company's working capital requirements and

provide cash funding to undertake further transactions to acquire new assets or investments should the Directors determine this to be in the best interests of the Company.

Description of Listing Rule 7.1A

(a) Shareholder approval

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

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has on issue one class of quoted Equity Securities being Listed Ordinary Shares.

(c) Formula for calculating 10% Placement Facility

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

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

Where:

A = the number of fully paid Shares on issue at the commencement of the relevant period,

- plus, the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 exception 9, 16 or 17,
- plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period;
or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period;

D = 10%

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by holders of ordinary securities under rule 7.4; and

“relevant period” has the same meaning as in rule 7.1.

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 289,115,164 Shares and therefore has a capacity to issue:

- 1) 43,367,275 Equity Securities under Listing Rule 7.1; and
- 2) 28,911,516 Equity Securities under Listing Rule 7.1A, subject to Shareholder approval being sought under this resolution.

This calculation excludes the potential 126,003 Shares that would be issued should shareholders approve Resolutions 7 and 8.

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

Minimum Issue Price

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

- 1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- 2) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

The Company may only issue Equity Securities under the 10% Placement Facility for cash consideration.

10% Placement Period

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

- 1) the date that is 12 months after the Annual General Meeting at which the approval is obtained;
- 2) the time and date of the Company's next annual general meeting; or
- 3) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's placement capacity under Listing Rule 7.1.

Resolution 9 is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

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

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- 1) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - 2) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (1) above, the date on which the Equity Securities are issued.
- (b) if Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders may be subject to both economic and voting power dilution. There is a risk that:
- 1) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - 2) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of 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:

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

| Variable 'A' in Listing Rule 7.1A.2 | | Dilution | | |
|---|------------------------|--|-------------------------|---|
| | | \$0.0575 50% decrease in issue price | \$0.1150 Issue price | \$0.2300 100% increase in issue price |
| Current Variable A 289,115,164 Shares | 10% voting dilution | 28,911,516 Shares | 28,911,516 Shares | 28,911,516 Shares |
| | Funds raised | \$1,662,412 | \$3,324,824 | \$6,649,649 |
| 50% increase in current Variable A 433,672,746 Shares | 10% voting dilution | 43,367,274 Shares | 43,367,274 Shares | 43,367,274 Shares |
| | Funds raised | \$2,493,618 | \$4,987,237 | \$9,974,473 |
| 100% increase in current Variable A 578,230,328 Shares | 10% voting dilution | 57,823,032 Shares | 57,823,032 Shares | 57,823,032 Shares |
| | Funds raised | \$3,324,824 | \$6,649,649 | \$13,299,298 |

The table has been prepared on the following assumptions:

- i. the Company issues the maximum number of securities available under the additional 10% Placement Facility;
 - ii. no Unlisted Options (including any Unlisted Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - iii. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - iv. the table does not show an example of dilution that may be caused to a particular Shareholder by reasons of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the meeting;
 - v. the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1. Dilution experienced by Shareholders may be greater if issues have been made utilising the capacity in Listing Rule 7.1 as well; and
 - vi. the issue price is \$0.115, being the closing price of the Shares on ASX on 15 October 2021.
- (d) the Company may seek to issue the Equity Securities for cash consideration only. The Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisitions or investments), continued development expenditure on the Company's intangible assets and/or general working capital.

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

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to 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 Equity Securities 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).

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

If Resolution 9 is approved by Shareholders, the Company may issue Equity Securities under the 10% Placement Facility during the Placement Period when the circumstances of the Company require.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

- (f) The Company last obtained Shareholder approval under Listing Rule 7.1A at the 2019 Annual General Meeting. Therefore, there was no Listing Rule 7.1A capacity used in the 12 months prior to this Annual General Meeting.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Board considers that the approval of the issue of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should it be required. At the date of the notice of meeting, the Company has no plans to use the 10% Placement Facility should it be approved. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 9. The Chairman intends to vote all undirected proxies in favour of Resolution 9.

The Directors unanimously recommend that you vote in favour of this resolution.

11. Resolution 10 – Provisional Board spill resolution (subject to results of Resolution 1)

As set out above in the Explanatory Memorandum relating to Resolution 1, the Annual Report for the year ended 30 June 2021 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company (Remuneration Report). In accordance with section 250R(2) of the Corporations Act the Company is required to put the Remuneration Report to its Shareholders for adoption.

At the Company's 2020 Annual General Meeting, over 25% of the votes cast were against the adoption of the Remuneration Report. If at least 25% of the votes cast on Resolution 1 are again against the adoption of the Remuneration Report, the Company will be required to put this Resolution 10 (Spill Resolution) to the 2021 Annual General Meeting, to approve calling a general meeting.

If more than 50% of Shareholders vote in favour of this Spill Resolution, the Company must convene a Spill Meeting within 90 days of the 2021 Annual General Meeting.

All of the Directors who were in office when the relevant Directors' Report was approved, other than the Managing Director, cease to hold office immediately before the end of the Spill Meeting. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting. Shareholders should be aware that the convening of a spill meeting will result in the Company incurring material additional expense in conducting a meeting (including legal, printing, mail out and registry costs) as well as potential disruption to its focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources.

Moreover, shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at any subsequent meeting of Shareholders. This would mean there is no barrier to the existing major shareholders of the Company exercising their voting rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

In the Board's view, it would be inappropriate to remove all of the Non-Executive Directors in the circumstances. However, the Board recognises that Shareholders can remove a Director by a majority Shareholder vote at any time for any reason.

As a public company is required to have a minimum of three Directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three Directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting, three Directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the Resolution for their appointment (even if less than half the votes cast on the Resolution were in favour of their appointment).

As the Directors' have an interest in the outcome of Resolution 10, the Directors do not make any recommendation to Shareholders as to how the Shareholders should vote on Resolution 10.

Voting Exclusion:

Note that a voting exclusion applies to Resolution 10 in the terms set out in the Notice of Meeting. In particular, the Directors and other restricted voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote against the Resolution. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 10, in which case an ASX announcement will be made.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution, **noting that a vote for this Resolution 10 is a vote for a spill meeting.**

Glossary

In this Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

"Annual General Meeting" means the annual general meeting of Shareholders convened by the Notice of Annual General Meeting.

"ASX" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires);

"Board" means the Board of Directors from time to time.

"Closely Related Party" of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealings with the Company; or
- (e) a company that the member controls.

"Company" means LBT Innovations Limited (ACN 107 670 673).

"Constitution" means the constitution of the Company.

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

"Directors" means the directors of the Company from time to time and **"Director"** means any one of them.

"Equity Securities" has the meaning given to that term in the Listing Rules.

"Explanatory Memorandum" means this explanatory memorandum.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director.

"Listing Rules" means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

"Notice of Annual General Meeting" means the Notice of Annual General Meeting to which the Explanatory Memorandum is attached.

"Option" means an unlisted option to subscribe for a Share.

"Related Party" has the meaning given to that term in Section 228 of the Corporations Act.

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

"Shareholder" means a holder of Shares in the Company.

"Trading Day" means a day determined by ASX to be a trading day in accordance with the Listing Rules.

"VWAP" means Volume Weighted Average Price of the Company's ASX-listed Shares trading under the code LBT.

**ANNEXURE A – STANDARD TERMS OF OPTIONS
(Resolutions 3 and 5)**

| | |
|-----------------------------------|---|
| Exercise Price | As specified in relevant resolution. |
| Vesting Conditions | Two years from grant date. |
| Expiry Date | 10 years from grant date. |
| Conditions to exercise of Options | The Options may not be exercised if to do so would cause the option holder (together with its related parties or concert parties) to hold Ordinary Shares in the Company which exceed 19.9% of the Company's total issued share capital. |
| Transferability | The Options will be transferable only with the consent of the Board. |
| Adjustment of Option Rights | <p>The Option holder will not be entitled to participate in new issues of capital offered to Shareholders or have the right to participate in dividends or distributions, during the currency of the Option without first exercising the Option.</p> <p>If the Company makes a bonus issue of Ordinary Shares or other securities to existing Shareholders:</p> <ul style="list-style-type: none"> (i) the number of Ordinary Shares which must be issued on the exercise of an Option will be increased in due proportion; and (ii) no change will be made to the Exercise Price. <p>If the Company makes an issue of Ordinary Shares pro rata to existing Shareholders (other than a bonus issue) the Exercise Price of an Option will be reduced according to the following formula:</p> $\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$ <p>O = the old Exercise Price of the Option.</p> <p>E = the number of underlying Ordinary Shares into which one (1) Option is exercisable.</p> <p>P = average market price per Ordinary Share weighted by reference to volume of the underlying Ordinary Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date (excluding special crossings and overnight sales).</p> <p>S = the subscription price of an Ordinary Share under the pro rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Ordinary Shares (except those to be issued under the pro rata issue).</p> <p>N = the number of Ordinary Shares with rights or entitlements that must be held to receive a right to one (1) new Ordinary Share.</p> <p>If there is any reconstruction of the issued share capital of the Company, the rights of the Option Holder will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.</p> |



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (Adelaide time) Saturday 27 November 2021**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

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 registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 186221

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
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.

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of LBT Innovations Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of LBT Innovations Limited to be held via a webcast with online voting available via <https://web.lumiagm.com> with meeting ID 308-867-847 on Monday, 29 November 2021 at 11:30am (Adelaide time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1,3,5,7,8 and 10 (except where I/we have indicated a different voting intention below) even though Items 1,3,5,7,8 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 10 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1,3,5,7,8 and 10 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your 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.

The Chairman of the meeting intends to vote all available proxies in FAVOUR of the following items of business:

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1. Adoption of the Remuneration Report for the year ended 30 June 2021 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Election of Ms Joanne Moss as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of the Issue of Options to Ms Joanne Moss | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Election of Mr Brian O'Dwyer as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approval of the Issue of Options to Mr Brian O'Dwyer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Re-election of Mr Damian Lismore as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of the Issue of Shares to Simon Arkell (in lieu of cash owing for Directors fees) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 8. Approval of the Issue of Shares to Damian Lismore (in lieu of cash owing for Directors fees) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Approval of a 10% Placement Facility | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the meeting intends to vote all available proxies AGAINST the following item of business:

| | | | |
|---|--------------------------|--------------------------|--------------------------|
| 10. Provisional Board spill resolution (subject to the results of resolution 1) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 10 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /